



ENTERED
08/04/2020

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

----- X
In re: : Chapter 11
: :
HI-CRUSH INC., *et al.*,¹ : Case No. 20-33495 (DRJ)
: :
Debtors. : (Jointly Administered)
: :
----- X

**ORDER AUTHORIZING THE DEBTORS TO
FILE THE LETTER AGREEMENTS UNDER SEAL**

[Relates to Motion at Docket No. 23]

Upon the motion (the “**Motion**”)² of the Debtors for authority to file under seal the Letter Agreements attached as Exhibit 2 to the *Debtors’ Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Railcar Lease Agreements Effective as of the Petition Date, and (II) Enter Into Proposed New Railcar Lease Agreements Effective as of the Petition Date*, all as more fully described in the Motion; and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Hi-Crush Inc. (0530), OnCore Processing LLC (9403), Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC (5797), D & I Silica, LLC (9957), Hi-Crush Blair LLC (7094), Hi-Crush LMS LLC, Hi-Crush Investments Inc. (6547), Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC (0770), Hi-Crush PODS LLC, Hi-Crush Canada Inc. (9195), Hi-Crush Holdings LLC, Hi-Crush Services LLC (6206), BulkTracer Holdings LLC (4085), Pronghorn Logistics Holdings, LLC (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



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district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and all objections, if any, to entry of this Order having been withdrawn, resolved, or overruled; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief granted in the Order, it is hereby

ORDERED THAT:

1. The Debtors are authorized to file the Letter Agreements under seal.
2. The Letter Agreements shall remain confidential, and shall not be made available to anyone without the consent of the Debtors or further order of the Court.
3. Any party receiving the Letter Agreements in accordance with this Order shall not disclose or otherwise disseminate the Letter Agreements, or the information contained therein, to any person or entity without the prior written consent of the Debtors.
4. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6004(a).
5. Notwithstanding Bankruptcy Rule 6004(h) to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.
6. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.
7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: August 04, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of TexasIn re:
Hi-Crush Inc.
DebtorCase No. 20-33495-drj
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: VrianaPor
Form ID: pdf003Page 1 of 2
Total Noticed: 1

Date Rcvd: Aug 04, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 06, 2020.

db +Hi-Crush Inc., 1330 Post Oak Blvd., Suite 600, Houston, TX 77056-3166

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Aug 06, 2020

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on August 4, 2020 at the address(es) listed below:

Arthur Halsey Rice on behalf of Creditor Bridge Funding Group, Inc. f/k/a Bridge Capital Leasing, Inc. arice.ecf@rprslaw.com, tvaughan.ecf@rprslaw.com
 Ashley L. Harper on behalf of Debtor Hi-Crush Inc. ashleyharper@HuntonAK.com
 Cristina Walton Liebolt on behalf of Creditor JPMORGAN CHASE BANK, N.A. Cristina.liebolt@stblaw.com
 Daniel Latham Biller on behalf of Creditor JPMORGAN CHASE BANK, N.A. Daniel.biller@stblaw.com
 David Edward Lemke on behalf of Interested Party U.S. BANK NATIONAL ASSOCIATION david.lemke@wallerlaw.com, cathy.thomas@wallerlaw.com;chris.cronk@wallerlaw.com
 Don Stecker on behalf of Creditor Harris County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Cypress-Fairbanks ISD sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Ector CAD sanantonio.bankruptcy@lgbs.com
 Edward L Ripley on behalf of Creditor Chevron U.S.A. Inc. eripley@andrewsmyers.com
 Elisha Graff on behalf of Creditor JPMORGAN CHASE BANK, N.A. egraff@stblaw.com
 Evan Gershbein on behalf of Other Prof. Kurtzman Carson Consultants LLC ECFpleadings@kccllc.com, ecfpleadings@kccllc.com
 H Elizabeth Weller on behalf of Creditor Hood CAD dallas.bankruptcy@lgbs.com, dora.casiano-perez@lgbs.com
 Hector Duran, Jr on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov
 Howard C Rubin on behalf of Creditor Bowlin Enterprises, LLC hrubin@kesslercollins.com, sruvalcaba@kesslercollins.com
 Howard C Rubin on behalf of Creditor Endeco Engineers, Inc. hrubin@kesslercollins.com, sruvalcaba@kesslercollins.com
 Jarrod B. Martin on behalf of Creditor Superior Industries, Inc. jarrod.martin@chamberlainlaw.com, Lara.Coleman@chamberlainlaw.com;atty_jmartin@bluestylus.com;3012436420@filings.docketbird.com
 Jay Ong on behalf of Creditor West Epley LLC jong@munsch.com, amays@munsch.com
 John F Higgins, IV on behalf of Creditor Cantor Fitzgerald Securities, as DIP Term Loan Agent jhiggins@porterhedges.com, emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com
 John F Higgins, IV on behalf of Creditor Ad Hoc Group of Holders jhiggins@porterhedges.com, emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com
 John S Mayer on behalf of Creditor Caterpillar Financial Services Corporation jmayer@rossbanks.com
 Katherine T. Hopkins on behalf of Creditor Black Mountain Sand LLC katherine.thomas@kellyhart.com, Katherine.hopkins@kellyhart.com
 Katherine T. Hopkins on behalf of Creditor C.K. Industries, Inc. katherine.thomas@kellyhart.com, Katherine.hopkins@kellyhart.com
 Laura J Monroe on behalf of Creditor Howard County Tax Office, et al lmbkr@pbfcm.com, kroberson@ecf.inforuptcy.com
 Lee E Woodard on behalf of Creditor Lexon Insurance Company and Endurance American Insurance Company LWoodard@HarrisBeach.com, efilings@harrisbeach.com

District/off: 0541-4

User: VrianaPor
Form ID: pdf003Page 2 of 2
Total Noticed: 1

Date Rcvd: Aug 04, 2020

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Michael G Kelly on behalf of Creditor West Texas Gas, Inc. mkelly@kmdfirm.com, dreynolds@kmdfirm.com
 Michael L. Schein on behalf of Creditor CIT Bank, N.A. mschein@vedderprice.com
 Morris Dean Weiss on behalf of Interested Party U.S. BANK NATIONAL ASSOCIATION morris.weiss@wallerlaw.com, sherri.savala@wallerlaw.com;annmarie.jezisek@wallerlaw.com
 Omar Jesus Alaniz on behalf of Creditor Trinity Industries Leasing Co. oalaniz@reedsmith.com, omar-alaniz-2648@ecf.pacerpro.com;jkrasnic@reedsmith.com;srhea@reedsmith.com
 Paul R Hage on behalf of Creditor Crestmark Vendor Finance, a division of MetaBank phage@jaffelaw.com, gshaw@jaffelaw.com
 Stephen Douglas Statham on behalf of U.S. Trustee US Trustee stephen.statham@usdoj.gov
 Tara LeDay on behalf of Creditor Midland CAD tleday@ecf.courtdrive.com;kmorriss@mvbalaw.com;vcovington@mvbalaw.com;bankruptcy@mvbalaw.com;aloc klin@mvbalaw.com
 Tara L Grundemeier on behalf of Creditor Cypress-Fairbanks ISD houston_bankruptcy@publicans.com
 Tara L Grundemeier on behalf of Creditor Harris County houston_bankruptcy@publicans.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Services LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor PropDispatch LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Holdings LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Investments Inc. TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor FB Logistics, LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Permian Sand LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Pronghorn Logistics, LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor PDQ Properties LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor OnCore Processing LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Pronghorn Logistics Holdings, LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Augusta LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Inc. TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush LMS LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush PODS LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor D & I Silica, LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Whitehall LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor BulkTracer Holdings LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Wyeville Operating LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Proppants LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor FB Industries USA Inc. TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Blair LLC TadDavidson@HuntonAK.com
 Timothy Alvin Davidson, II on behalf of Debtor Hi-Crush Canada Inc. TadDavidson@HuntonAK.com
 US Trustee USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 56