



ENTERED
10/28/2020

**UNITED STATES BANKRUPTCY COURT
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

**STIPULATION AND AGREED ORDER BETWEEN DEBTORS AND SECURITIES
AND EXCHANGE COMMISSION EXTENDING TIME TO FILE A COMPLAINT TO
DETERMINE DISCHARGEABILITY OF A DEBT PURSUANT TO 11 U.S.C. §1141(d)(6)**

(Docket No. 455)

This stipulation and agreed order (the “**Stipulation and Agreed Order**”) is entered into this 13th day of October, 2020, by and among the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) and the United States Securities and Exchange Commission (the “**SEC**”) and, together with the Debtors, the “**Parties**”). The Parties hereby stipulate and agree as follows:

WHEREAS on July 12, 2020, the Debtors commenced voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United State Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”);

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.



WHEREAS on September 23, 2020, the Bankruptcy Court entered an order confirming the *Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliate Debtors under Chapter 11 of the Bankruptcy Code*, dated August 15, 2020 (as amended, modified or supplemented, the “**Plan**”) at Docket Number 420;

WHEREAS on October 9, 2020, the Plan was substantially consummated, and the Effective Date (as defined in the Plan) occurred;

WHEREAS, Section 1141(d)(6) of the Bankruptcy Code provides that “the confirmation of a plan does not discharge a debtor that is a corporation from any debt . . . (A) of a kind specified in paragraph (2)(A) or (2)(B) of section 523(a) that is owed to a domestic governmental unit.” 11 U.S.C. § 1141(d)(6);

WHEREAS, nothing in this Stipulation and Agreed Order constitutes a determination that section 523(c) of the Bankruptcy Code or Rule 4007(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) apply, or that any deadline exists to seek a determination of dischargeability under section 1141(d)(6) of the Bankruptcy Code;

WHEREAS, out of an abundance of caution, the SEC has requested the extension set forth herein, without prejudice to the SEC staff’s right to seek further extensions or to assert that the statute is self-executing, and without prejudice to the Debtors’ claims, objections or defenses;

WHEREAS, if section 523(c) and Bankruptcy Rule 4007(c) apply in this case, the date by which the SEC must file its complaint or take other action that may be required, if any, in this Chapter 11 case to determine the dischargeability of a debt, pursuant to Section 1141(d)(6) of the Bankruptcy Code, is October 17, 2020 (the “**Objection Deadline**”), or such later date as may be ordered by the Bankruptcy Court;

WHEREAS, the Parties have agreed, subject to the approval of the Bankruptcy Court, to an extension of the Objection Deadline;

NOW THEREFORE, the Parties, through their undersigned counsel, hereby stipulate and agree, and upon approval of the Bankruptcy Court, it is **ORDERED**, as follows:

1. The deadline by which the SEC must file its complaint or take other action that may be required, if any, in this Chapter 11 case to determine the dischargeability of a debt, pursuant to Section 1141(d)(6) of the Bankruptcy Code, shall be January 8, 2021, or such later date as may be ordered by the Bankruptcy Court, without prejudice to the SEC's right to seek further extensions of such deadline or to argue that such deadline should not apply to the SEC, and without prejudice to the Debtors' rights, objections, or defenses related thereto or to any claims or dischargeability actions asserted by the SEC.

2. Nothing in this Stipulation and Agreed Order constitutes a determination that section 523(c) of the Bankruptcy Code or Bankruptcy Rule 4007(c) apply, or that any deadline exists to seek a determination of dischargeability under section 1141(d)(6) of the Bankruptcy Code.

Signed: October 27, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

STIPULATED AND AGREED TO ON THIS 13TH DAY OF OCTOBER, 2020:

<p>By: <u>Sonia A. Chae</u> Sonia A. Chae (<i>pro hac vice</i> pending) SECURITIES AND EXCHANGE COMMISSION 175 W. Jackson Blvd., Suite 1450 Chicago, IL 60604 Telephone: (312) 353-7390 Facsimile: (312) 353-7398 chaes@sec.gov</p> <p><i>Attorney for the U.S. Securities and Exchange Commission</i></p>	<p>By: /s/ <u>Keith A. Simon</u> Keith A. Simon (<i>admitted pro hac vice</i>) George A. Davis (<i>admitted pro hac vice</i>) David A. Hammerman (<i>admitted pro hac vice</i>) Annemarie V. Reilly (<i>admitted pro hac vice</i>) Hugh K. Murtagh (<i>admitted pro hac vice</i>) LATHAM & WATKINS LLP 885 Third Avenue New York, New York 10022 Tel: 212-906-1200 Fax: 212-751-4864 Email: keith.simon@lw.com george.davis@lw.com david.hammerman@lw.com annemarie.reilly@lw.com hugh.murtagh@lw.com</p> <p>-and-</p> <p>Timothy A. (“Tad”) Davidson II (TX Bar No. 24012503) Ashley L. Harper (TX Bar No. 24065272) HUNTON ANDREWS KURTH LLP 600 Travis Street, Suite 4200 Houston, Texas 77002 Tel: 713-220-4200 Fax: 713-220-4285 Email: taddavidson@HuntonAK.com ashleyharper@HuntonAK.com</p> <p><i>Counsel for the Debtors and Debtors-in-Possession</i></p>
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United States Bankruptcy Court
Southern District of Texas

In re:
Hi-Crush Inc.
Debtor(s)

Case No. 20-33495-drj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Oct 28, 2020

User: emiller
Form ID: pdf002

Page 1 of 2
Total Noticed: 27

The following symbols are used throughout this certificate:

Symbol **Definition**

+ Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Oct 30, 2020:

Recip ID	Recipient Name and Address
db	+ Hi-Crush Inc., 1330 Post Oak Blvd., Suite 600, Houston, TX 77056-3166
aty	+ Thomas E. Reilly, Thomas E. Reilly, P.C., 1468 Laurel Drive, Sewickley, PA 15143-8599
cr	Bankruptcy Administr Wells Fargo Vendor Financial, Ricoh USA Program, 1738 Bass Road, P O Box 13708, Macon, GA 31208-3708
cr	+ Bowlin Enterprises, LLC, Kessler Collins, c/o Howard C. Rubin, 2100 Ross Avenue, Suite 750, Dallas, TX 75201-6707
cr	+ Bridge Funding Group, Inc. f/k/a Bridge Capital Le, c/o Arthur Halsey Rice, Esq., 101 Northeast Third Avenue, Suite 1800, Fort Lauderdale, FL 33301-1252
cr	+ C.K. Industries, Inc., Attn: Katherine T. Hopkins, Kelly Hart & Hallman LLP, 201 Main Street, Suite 2500 Fort Worth, TX 76102-3194
cr	+ Caterpillar Financial Services Corporation, 2120 West End Avenue, Nashville, TN 37203-5341
intp	+ EOG Resources Inc., c/o Sarah Schultz, Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field Street, Suite 1800 Dallas, TX 75201-4675
cr	+ Ector CAD, 112 E Pecan Street, Suite 2200, San Antonio, TX 78205-1588
cr	+ Endeco Engineers, Inc., Kessler Collins, c/o Howard C. Rubin, 2100 Ross Avenue, Suite 750, Dallas, TX 75201-6707
cr	+ Financial Pacific Leasing, Inc., c/o Padfield & Stout, LLP, Joseph D. Austin, 420 Throckmorton Street, Suite 1210, Fort Worth, TX 76102-3792
cr	+ Hood CAD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Freeway, Suite 1000 Dallas, TX 75207-2328
cr	+ Howard County Tax Office, et al, c/o Laura J. Monroe, Perdue, Brandon, Fielder, Collins & Mott, PO Box 817, Lubbock, TX 79408-0817
cr	+ John Epling, 64766 Woodell Lane, Cove, OR 97824-8426
op	+ Kurtzman Carson Consultants LLC, 222 N Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245-5614
cr	+ Lexon Insurance Company and Endurance American Ins, Harris Beach PLLC, c/o Lee E. Woodard, Esq., 333 West Washing St., Ste. 200, Syracuse, NY 13202-5202
cr	Midland CAD, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
cr	RS Energy Group, Inc., c/o Sprouse Law Firm, 901 Mopac Expressway South, Building 1, Suite 300 Austin, TX 78746
cr	+ Sonia Chae United States Securities and Exchange C, 175 W. Jackson Blvd., Suite 1450, Chicago, IL 60604-2710
cr	+ Superior Industries, Inc., c/o Jarrod B. Martin, Chamberlain Hrdlicka, 1200 Smith Street, Suite 1400, Houston, TX 77002-4496
cr	+ Target Logistics Management LLC, c/o Locke Lord LLP, Attn: Elizabeth M. Guffy, 600 Travis, Suite 2800, Houston, TX 77002-2914
cr	Texas Comptroller of Public Accounts, Revenue Acco, Christopher S. Murphy, PO Box 12548, Austin, TX 78711-2548
cr	+ Union Pacific Railroad Co, c/o Tonya W. Conley, 1400 Douglas St, Stop 1580, Omaha, NE 68179-0002

TOTAL: 23

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	Email/Text: houston_bankruptcy@LGBS.com	Oct 28 2020 20:51:00	Cypress-Fairbanks ISD, Linebarger Goggan Blair & Sampson LLP, C/O Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: houston_bankruptcy@LGBS.com	Oct 28 2020 20:51:00	Harris County, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: Bankruptcy@stearnsbank.com	Oct 28 2020 20:49:00	Stearns Bank NA, Attn: Hannah Gilbert, 4140 Thielman Lane, St. Cloud, MN 56301-3968
cr	+ Email/Text: jthompson@westtexasgas.com	Oct 28 2020 20:50:00	West Texas Gas, Inc., 211 N. Colorado, Midland, TX 79701, UNITED STATES 79701-4607

TOTAL: 4

District/off: 0541-4
Date Rcvd: Oct 28, 2020

User: emiller
Form ID: pdf002

Page 2 of 2
Total Noticed: 27

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Baker Botts L.L.P.
cr		Ad Hoc Group of Holders
cr		Black Mountain Sand LLC
cr		CIT Bank, N.A.
cr		Cantor Fitzgerald Securities, as DIP Term Loan Age
cr		Chevron U.S.A. Inc.
cr		Chicago Freight Car Leasing Co.
cr		Crestmark Vendor Finance, a division of MetaBank
cr		JPMORGAN CHASE BANK, N.A.
intp		Marc Merrill
cr		QS Pecos LLLP, 4000 One Williams Ctr, Tulsa
cr		STAAR Logistics, LLC
cr		Tom Winkelmann
cr		Trinity Industries Leasing Co.
intp		U.S. BANK NATIONAL ASSOCIATION
cr		West Epley LLC
cr		Wisconsin Tort Claimants

TOTAL: 17 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

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: Oct 30, 2020

Signature: /s/Joseph Speetjens