

**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

**DEBTORS’ MOTION FOR ENTRY OF
FINAL DECREE CLOSING CERTAIN OF THE CHAPTER 11 CASES**

This motion seeks an order that may adversely affect you. If you oppose the motion, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file and serve your response within 21 days of the date this was served on you. Your response must state why the motion should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the motion and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the motion at the hearing.

Represented parties should act through their attorney.

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) respectfully state the following in support of this motion:

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.



RELIEF REQUESTED

1. The Debtors believe that their Chapter 11 Cases (as defined below), other than the case of Hi-Crush Permian Sand, LLC (the “**Remaining Debtor**”), *In re Hi-Crush Permian Sand, LLC*, No. 20-33505 (the “**Remaining Case**”), have been fully administered. Leaving the other cases open would impose significant costs on the Debtors’ estates. Accordingly, the Debtors request entry of a final decree, substantially in the form attached hereto (the “**Final Decree**”), closing certain of the Debtors’ Chapter 11 Cases.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction to consider this Motion under 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157, and this Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are section 350(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), Rule 9013-1(i) of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), and the Procedures for Complex Cases in the Southern District of Texas.

BACKGROUND

4. On July 12, 2020 (the “**Petition Date**”), the Debtors filed voluntary petitions in this Court commencing cases for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of J. Philip McCormick, Jr., Chief Financial Officer of the Debtors, in*

Support of Chapter 11 Petitions and First Day Pleadings (the “**First Day Declaration**”) [Docket No. 24], filed on the Petition Date.

5. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases, and no committees have been appointed.

6. On the Petition Date, the Court entered the *Order Directing Joint Administration of Related Chapter 11 Cases* [Docket No. 6], including the Remaining Case. The Debtors’ Chapter 11 Cases (other than the Remaining Case), (collectively, the “**Affiliate Cases**” for the “**Affiliate Debtors**”) are as follows:

- Hi-Crush Inc., Case No. 20-33495
- OnCore Processing LLC, Case No. 20-33496;
- Hi-Crush Augusta LLC, Case No. 20-33497;
- Hi-Crush Whitehall LLC, Case No. 20-33498;
- PDQ Properties LLC, Case No. 20-33499;
- Hi-Crush Wyeville Operating LLC, Case No. 20-33500;
- D & I Silica, LLC, Case No. 20-33501;
- Hi-Crush Blair LLC, Case No. 20-33502;
- Hi-Crush LMS LLC, Case No. 20-33503;
- Hi-Crush Investments Inc., Case No. 20-33504;
- Hi-Crush Proppants LLC, Case No. 20-33506;
- Hi-Crush PODS LLC, Case No. 20-33507;
- Hi-Crush Canada Inc., Case No. 20-33508;
- Hi-Crush Holdings LLC, Case No. 20-33509;
- Hi-Crush Services LLC, Case No. 20-33510;
- BulkTracer Holdings LLC, Case No. 20-33511;
- Pronghorn Logistics Holdings, LLC, Case No. 20-33512;
- FB Industries USA Inc., Case No. 20-33513;
- PropDispatch LLC, Case No. 20-33514;
- Pronghorn Logistics, LLC, Case No. 20-33515; and
- FB Logistics, LLC, Case No. 20-33516.

7. On August 15, 2020, the Debtors filed their *Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified, or supplemented, the “**Plan**”) [Docket No. 289]. On September 23, 2020, the

Court entered the *Findings of Fact, Conclusions of Law and Order Confirming the Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* (the “**Confirmation Order**”) [Docket No. 420].

8. On October 9, 2020, the Plan was substantially consummated, and the Effective Date (as defined in the Plan) occurred.² Following the Effective Date, the Reorganized Debtors will focus on resolving any remaining claims, will file claims objections (the “**Claims Objections**”),³ and will finalize the mechanics for and the distribution of equity to allowed Class 5 General Unsecured Claims. Additionally, pursuant to the Plan, fee applications for retained professionals must be filed no later than 45 days after the Effective Date (the “**Fee Applications**”). The Debtors’ Motion for Entry of an Order Authorizing the Debtors to (I) Reject Unexpired Office Sublease Effective as of December 31, 2020 and (II) Abandon Certain Remaining Personal Property in Connection Therewith (the “**HQ Lease Rejection Motion**”) [Docket No. 450] is also pending before the Court as of the date hereof. Finally, certain matters or proceedings may arise from time to time in respect of the Affiliate Cases, including any miscellaneous motions, applications, pleadings, or objections (together with the Claims Objections, the Fee Applications, and the HQ Lease Rejection Motion, the “**Remaining Matters**”).

9. Aside from the Remaining Matters (to the extent they pertain to the Affiliate Cases), the Debtors believe there will be no other substantive motions, contested matters, or adversary proceedings, to be resolved in the Affiliate Cases after the Effective Date. Accordingly, the Remaining Matters can be administered in the Remaining Case without any substantive impact on

² See Notice of (I) Effective Date of the Joint Plan or Reorganization for Hi-Crush Inc. and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code and (II) Establishing Deadline for the Filing of Administrative Claims Against the Debtors [Docket No. 452].

³ The Debtors reserve all rights to dispute any outstanding claims, and the failure of the Debtors to object to any claim filed in these Chapter 11 Cases shall not cause such claim to be deemed allowed.

any party in interest. Hi-Crush Permian Sand, LLC, in the Remaining Case, may object to or reconcile claims asserted against other Debtors on their behalf notwithstanding their cases being closed.

BASIS FOR RELIEF

I. The Court Should Close the Affiliate Cases Because They Have Been Fully Administered.

10. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022.

11. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Bankruptcy Local Rules. *In re JCP Props. Ltd.*, 540 B.R. 596, 605 (Bankr. S.D. Tex. 2015) (citing *In re SLI, Inc.*, No. 02-12608, 2005 WL 1668396, at *1 (Bankr. D. Del. June 24, 2005)). The Advisory Committee Note to Bankruptcy Rule 3022 (the “**Advisory Committee Note**”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payouts under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022, Advisory Committee Note (1991). Courts look “to the advisory committee’s notes on Bankruptcy Rule 3022 in seeking guidance as to the meaning of ‘fully administered.’” *See, e.g., JCP Props.*, 540 B.R. at 605 (observing that factors (3)-(5) correspond “to whether substantial consummation” of the chapter 11 plan has been achieved); *In re Valence Tech., Inc.*, No. 12-11580-CAG, 2014 WL 5320632, at *1 (Bankr. W.D. Tex. Oct. 17, 2014); *SLI, Inc.*, 2005 WL 1668396, at *2; *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999). Not all of the factors need to be present for the Court to enter a final decree. *See Valence Tech.*, 2014 WL 5320632, at *3 (noting that the six Advisory Committee Note factors “are not exhaustive nor must all six be present to establish that a case should be closed”) (citing cases).

12. All of these factors need not be present before a court will enter a final decree. *See, e.g., Walnut Assocs.*, 164 B.R. at 493. For example, pending adversary proceedings do not necessarily preclude a court from entering a final decree. *See In re JMPNewcor Int’l, Inc.*, 225 B.R. 462 (Bankr. N.D. Ill. 1998) (entering a final decree when an adversary proceeding was pending and the debtors still needed to make certain distributions); *In re Valence Tech.*, No. 12-11580-CAG, 2014 WL 5320632, at *4 (W.D. Tex. Oct. 17, 2014) (“[I]t is well-established that ‘[t]he continuation of an adversary proceeding . . . is insufficient by itself to keep a case from being considered ‘fully administered.’”) (citation omitted); *In re McClelland*, 377 B.R. 446, 453 (S.D.N.Y. 2007) (“Fed. R. Bankr. P. 3022 permits entry of a final decree closing the case ‘[a]fter an estate is fully administered,’ which is not necessarily contingent upon the resolution of stand-alone adversary proceedings”).

13. Here, the majority of the foregoing factors weigh strongly in favor of closing each of the Affiliate Cases. Taking each factor in turn here, the Effective Date has occurred, and (a) the

Court's order confirming the Plan is final by virtue of the Confirmation Order entered on September 23, 2020; (b) most distributions to creditors have been made or commenced and if not, the Plan provides a mechanism for payment; (c) property has vested in the Reorganized Debtors under the Plan and any property to be transferred pursuant to the Plan has been transferred; (d) the Reorganized Debtors have assumed management and operation of the reorganized businesses; (e) the Reorganized Debtors have fully paid or have commenced paying administrative and priority claims under the Plan, including payments to professionals; and (f) other than the Remaining Matters, no other motions, proceedings or contested matters are pending.

14. While the Debtors acknowledge that the payment of certain claims may still be pending in accordance with the Plan, the Debtors submit that such claims will be paid outside the Chapter 11 Cases in accordance with the Bankruptcy Code and the Plan. Moreover, “[t]he court should not keep [a] case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” Fed. R. Bankr. Advisory Comm. Note (1991). Furthermore, the entry of final decrees closing the Affiliate Cases is without prejudice to creditors’ rights to petition the Court to reopen any of such cases pursuant to section 350(b) of the Bankruptcy Code.

15. In addition to weighing the six Advisory Committee Note factors for purposes of determining whether a case has been fully administered, courts also consider whether the plan has been substantially consummated. *See JCP Props.*, 540 B.R. at 605 (noting that “substantial consummation is the pivotal question here to determine the propriety of closing the . . . case by Final Decree.”). Section 1101(2) of the Bankruptcy Code defines “substantial consummation” as the: (a) transfer of all or substantially all of the property proposed by the plan to be transferred; (b) assumption by the debtor or by the successor to the debtor under the plan of the business or of the

management of all or substantially all of the property dealt with by the plan; and (c) commencement of distribution under the plan. 11 U.S.C. § 1102(2).

16. Here, as noted above in the discussion of the Advisory Committee Note factors, the Effective Date has occurred and all three elements under the Bankruptcy Code's definition of "substantial consummation" are present. Therefore, the Plan has been substantially consummated.

17. Additionally, business reasons exist that favor closing these Chapter 11 Cases. Specifically, until the Chapter 11 Cases are closed, the Reorganized Debtors will continue to pay the U.S. Trustee fees and expend resources complying with reporting requirements. The Reorganized Debtors are in compliance with all relevant reporting requirements, but closing the Chapter 11 Cases will allow the Reorganized Debtors and its employees to better focus on running their ordinary course business affairs.

18. Finally, entry of a final decree closing these Chapter 11 Cases will not adversely affect the substantive rights of any party in interest. *See In re Clayton*, 101 F.3d 697, 1996 WL 661099, at *1 (5th Cir. 1996) ("[E]ntry of a final decree is merely a perfunctory, administrative event and nothing more than a ministerial housekeeping act which was never designed to determine with finality the substantive rights of parties involved in a Chapter 11 case.") (quoting *Greater Jacksonville Transp. Co. v. Willis (In re Greater Jacksonville Transp. Co.)*, 169 B.R. 221, 224 (Bankr. M.D. Fla. 1994)); *see also In re Gould*, 437 B.R. 34, 38 (Bankr. D. Conn. 2010) (noting that a final decree "simply delineates on the docket that the case is closed; it represents the administrative conclusion of the case for recording keeping purposes.").

19. Although the Debtors will continue working to resolve the Remaining Matters, any subsequent issues will likely pertain to the Remaining Case. The limited number of issues that will pertain to the Affiliate Cases can be handled under the Remaining Case without keeping the

Affiliate Cases open. Closing the Affiliate Cases will have no impact on the resolution of any remaining claims or distributions, other legal entitlements under the Plan, or the substantive rights of any party in interest. Accordingly, closing the Affiliate Cases is appropriate.

NOTICE

20. Notice of this Motion will be given to: (a) the United States Trustee for the Southern District of Texas; (b) the parties included on the Debtors' consolidated list of the holders of the 30 largest unsecured claims against the Debtors; (c) Simpson Thacher & Bartlett LLP, as counsel to the agent for the Debtors' prepetition and postpetition secured asset-based revolving credit facility; (d) U.S. Bank National Association as indenture trustee for the Debtors' prepetition notes; (e) counsel to that certain ad hoc group of holders of prepetition senior notes (the "**Ad Hoc Group**") (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, and (ii) Porter Hedges LLP; (f) Shipman & Goodwin LLP, counsel to the agents under the Debtors' postpetition term loan facilities; (g) the United States Attorney's Office for the Southern District of Texas; (h) the Internal Revenue Service; (i) the Securities and Exchange Commission; (j) the state attorneys general for states in which the Debtors conduct business; and (k) all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required or needed under the circumstances.

21. A copy of this Motion is available on (a) the Court's website: www.txs.uscourts.gov, and (b) the website maintained by the Debtors' Claims and Noticing Agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/hicrush.

WHEREFORE, the Debtors respectfully request that the Court enter the Final Decree, substantially in the form attached hereto, granting the relief requested in this Motion and granting such other and further relief as is appropriate under the circumstances.

Dated: November 6, 2020
Houston, Texas

Respectfully submitted,

/s/ Timothy A. ("Tad") Davidson II

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Counsel for Debtors and Debtors-in-Possession

CERTIFICATE OF SERVICE

I certify that on November 6, 2020, a true and correct copy of this document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II

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

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In re: : Chapter 11
: :
HI-CRUSH, INC. : Case No. 20-33495 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 90-0840530 : :
----- X
In re: : Chapter 11
: :
ONCORE PROCESSING LLC, : Case No. 20-33496 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 83-4499403 : :
----- X
In re: : Chapter 11
: :
HI-CRUSH AUGUSTA LLC, : Case No. 20-33497 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 90-0930668 : :
----- X
In re: : Chapter 11
: :
HI-CRUSH WHITEHALL LLC, : Case No. 20-33498 (DRJ)
: :
Debtor. : :
: :
Tax I.D. No. 38-3915562 : :
----- X

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 In re: : Chapter 11
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 PDQ PROPERTIES LLC, : Case No. 20-33499 (DRJ)
 :
 Debtor. :
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 Tax I.D. No. 37-1779169 :
 ----- X

In re: : Chapter 11
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 HI-CRUSH WYEVILLE OPERATING LLC, : Case No. 20-33500 (DRJ)
 :
 Debtor. :
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 Tax I.D. No. 27-4395797 :
 ----- X

In re: : Chapter 11
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 D & I SILICA, LLC, : Case No. 20-33501 (DRJ)
 :
 Debtor. :
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 Tax I.D. No. 20-4999957 :
 ----- X

In re: : Chapter 11
 :
 HI-CRUSH BLAIR LLC, : Case No. 20-33502 (DRJ)
 :
 Debtor. :
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 Tax I.D. No. 38-3937094 :
 ----- X

In re: : Chapter 11
 :
 HI-CRUSH LMS LLC, : Case No. 20-33503 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. – N/A :
 ----- X

----- X
 In re: : Chapter 11
 :
 HI-CRUSH INVESTMENTS INC., : Case No. 20-33504 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. 38-4026547 :
 ----- X

In re: : Chapter 11
 :
 HI-CRUSH PROPPANTS LLC, : Case No. 20-33506 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. 27-3830770 :
 ----- X

In re: : Chapter 11
 :
 HI-CRUSH PODS LLC, : Case No. 20-33507 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. – N/A :
 ----- X

In re: : Chapter 11
 :
 HI-CRUSH CANADA INC., : Case No. 20-33508 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. 61-1749195 :
 ----- X

In re: : Chapter 11
 :
 HI-CRUSH HOLDINGS LLC, : Case No. 20-33509 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. – N/A :
 ----- X

----- X
 In re: : Chapter 11
 :
 HI-CRUSH SERVICES LLC, : Case No. 20-33510 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. 61-1686206 :
 ----- X

In re: : Chapter 11
 :
 BULKTRACER HOLDINGS LLC, : Case No. 20-33511 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. 47-3224085 :
 ----- X

In re: : Chapter 11
 :
 PRONGHORN LOGISTICS HOLDINGS, LLC, : Case No. 20-33512 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. 82-4725223 :
 ----- X

In re: : Chapter 11
 :
 FB INDUSTRIES USA INC., : Case No. 20-33513 (DRJ)
 :
 Debtor. :
 :
 Tax I.D. No. 90-0868208 :
 ----- X

In re: : Chapter 11
 :
 PROPDISPATCH LLC, : Case No. 20-33514 (DRJ)
 :
 Debtor. :
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 Tax I.D. No. – N/A :
 ----- X

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In re:	: Chapter 11
	: :
PRONGHORN LOGISTICS, LLC,	: Case No. 20-334515 (DRJ)
	: :
Debtor.	: :
	: :
Tax I.D. No. 82-2154547	: :
-----	X
In re:	: Chapter 11
	: :
FB LOGISTICS, LLC,	: Case No. 20-33516 (DRJ)
	: :
Debtor.	: :
	: :
Tax I.D. No. 47-1928641	: :
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FINAL DECREE CLOSING CERTAIN OF THE CHAPTER 11 CASES

Upon the motion (the “**Motion**”)¹ of the Debtors for entry of a final decree (this “**Final Decree**”) closing certain of the Chapter 11 Cases, 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 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 under the circumstances 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; the Court having determined that there is good and sufficient cause for the relief granted in the Order, it is hereby

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

ORDERED THAT:

1. The following Affiliate Cases are hereby closed; *provided* that this Court shall retain jurisdiction as provided in the Plan and the Confirmation Order:

Debtor	Case No.
Hi-Crush Inc.	20-33495
OnCore Processing LLC	20-33496
Hi-Crush Augusta LLC	20-33497
Hi-Crush Whitehall LLC	20-33498
PDQ Properties LLC	20-33499
Hi-Crush Wyeville Operating LLC	20-33500
D & I Silica, LLC	20-33501
Hi-Crush Blair LLC	20-33502
Hi-Crush LMS LLC	20-33503
Hi-Crush Investments Inc.	20-33504
Hi-Crush Proppants LLC	20-33506
Hi-Crush PODS LLC	20-33507
Hi-Crush Canada Inc.	20-33508
Hi-Crush Holdings LLC	20-33509
Hi-Crush Services LLC	20-33510
BulkTracer Holdings LLC	20-33511
Pronghorn Logistics Holdings, LLC	20-33512
FB Industries USA Inc.	20-33513
PropDispatch LLC	20-33514
Pronghorn Logistics, LLC	20-33515
FB Logistics, LLC	20-33516

2. The Reorganized Debtors, no later than twenty (20) days after the date of entry of the Final Decree, shall file a post-confirmation quarterly report for the last period during which the Affiliate Cases remained open, and shall serve a true and correct copy of said statements on the acting United States Trustee for the Southern District of Texas (the “**U.S. Trustee**”).

3. The Reorganized Debtors, no later than twenty (20) days after the date of entry of the Final Decree, shall pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) by remitting payment to the United States Trustee Payment Center, P.O. Box 6200-19, Portland, Oregon, 97228-6200, and shall furnish evidence of such payment to the acting U.S. Trustee, 515 Rusk, Suite 3516, Houston, Texas. The payment shall reflect the Reorganized Debtors' account numbers and shall be transmitted with a "Chapter 11 Quarterly Disbursement and Fee Report" available from the acting U.S. Trustee. This Court shall retain jurisdiction to enforce payment of fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

4. The Remaining Case of Hi-Crush Permian Sand, LLC, *In re Hi-Crush Permian Sand, LLC*, No. 20-33505, shall remain open pending the entry of a final decree by this Court closing the Remaining Case.

5. The Remaining Matters, whether or not they pertain to the Remaining Case or Affiliate Cases, including any Claims Objections with respect to claims against the Affiliate Debtors, shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen the Affiliate Cases. Any failure of the Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, to file an objection to any claim or interest in the Affiliate Cases on or prior to entry of this Final Decree shall not constitute allowance of the claim or interest and shall not result in such claim or interest being deemed Allowed against or in any Debtor. Any objections to claims against or interests in the Affiliate Debtors may be filed, administered, and adjudicated in the Remaining Case.

6. Entry of this Final Decree is without prejudice to (a) the rights of the Debtors or any party in interest to seek to reopen any of these Affiliate Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Debtors, the Reorganized Debtors

or any Entity authorized pursuant to the Plan, as applicable, to dispute, in the Bankruptcy Court or any applicable non-bankruptcy forum, any claims that were filed against the Debtors in these Chapter 11 Cases as contemplated by the Plan and the Confirmation Order. Notwithstanding anything to the contrary contained in the Plan, any failure of the Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, to file an objection to any claim in these Chapter 11 Cases shall not constitute allowance of the claim and shall not result in such claim being deemed Allowed against any Debtor.

7. All further reporting concerning the administration of the assets and liabilities of the Affiliate Debtors shall occur only in the Remaining Case. A docket entry shall be made in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of Hi-Crush Permian Sand, LLC, Case No. 20-33505. The docket in Case No. 20-33505 should be consulted for all matters affecting this case.

8. Quarterly disbursements for the Remaining Debtor will be reported pending the entry of a final decree by this Court closing the Remaining Case.

9. Notwithstanding anything to the contrary in this Final Decree, all of the terms and conditions of this Final Decree are subject to, and shall be immediately effective and enforceable.

10. The Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, and their respective agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

11. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the right of the Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, to dispute

any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Decree or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights or the rights of any other Person under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors, the Reorganized Debtors, or any Entity authorized pursuant to the Plan, as applicable, that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors, the Reorganized Debtors or any Entity authorized pursuant to the Plan, as applicable, expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

12. 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 Final Decree.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.

Signed: _____, 2020

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE