

ENTERED
12/11/2020

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

-----	X
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
	:	
PDQ PROPERTIES LLC,	:	Case No. 20-33499 (DRJ)
	:	
Debtor.	:	
	:	
Tax I.D. No. 37-1779169	:	
-----	X	
In re:	:	Chapter 11
	:	
HI-CRUSH WYEVILLE OPERATING LLC,	:	Case No. 20-33500 (DRJ)
	:	
Debtor.	:	
	:	
Tax I.D. No. 27-4395797	:	
-----	X	
In re:	:	Chapter 11
	:	
D & I SILICA, LLC,	:	Case No. 20-33501 (DRJ)
	:	
Debtor.	:	
	:	
Tax I.D. No. 20-4999957	:	
-----	X	
In re:	:	Chapter 11
	:	
HI-CRUSH BLAIR LLC,	:	Case No. 20-33502 (DRJ)
	:	
Debtor.	:	
	:	
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	

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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	

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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.	:	
	:	
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	:	
-----	X	

(Docket No. 470)

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: December 02, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE