

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	



2033495201213000000000002

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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**”)<sup>1</sup> 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

<sup>1</sup> 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:

<b>Debtor</b>	<b>Case No.</b>
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**

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: Dec 11, 2020

User: aalo  
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 Dec 13, 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 Administrators 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	Dec 11 2020 20:34:00	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	Dec 11 2020 20:34:00	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	Dec 11 2020 20:32:00	Stearns Bank NA, Attn: Hannah Gilbert, 4140 Thielman Lane, St. Cloud, MN 56301-3968
cr	+ Email/Text: jthompson@westtexasgas.com	Dec 11 2020 20:33:00	West Texas Gas, Inc., 211 N. Colorado, Midland, TX 79701, UNITED STATES 79701-4607

TOTAL: 4

District/off: 0541-4  
Date Rcvd: Dec 11, 2020

User: aalo  
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
fa		Alvarez & Marsal North America, LLC
cr		Black Mountain Sand LLC
cr		Brett Hodock
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.
op		Lazard Freres and Co. LLC
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: 20 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: Dec 13, 2020

Signature: /s/Joseph Speetjens