



ENTERED  
12/14/2020

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

|   |  |
|---|--|
| In re:<br><br>HI-CRUSH INC., <i>et al.</i> , <sup>1</sup><br><br>Debtors. | Chapter 11<br><br>Case No. 20-33495 (DRJ)<br><br>(Jointly Administered)<br><br><b>Re: Docket No. 467</b> |
|---|--|

**ORDER APPROVING FIRST AND FINAL FEE  
APPLICATION OF LAZARD FRÈRES AND CO. LLC, AS INVESTMENT BANKER  
FOR THE DEBTORS**

Upon the *First and Final Application of Lazard Frères and Co. LLC for Allowance of Compensation and Reimbursement of Expenses Incurred as Investment Banker to the Debtors and Debtors in Possession for the Period from July 12, 2020 to and Including October 9, 2020* (the “Final Application”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors,” and, as reorganized, the “Reorganized Debtors”) for entry of an order (this “Order”), it is HEREBY ORDERED THAT:

1. The Final Application is GRANTED.
2. Lazard is allowed on a final basis, for the Final Application Period,
  - (a) compensation in the amount of \$6,400,000.00 for professional services rendered to the Debtors and
  - (b) reimbursement of actual and necessary expenses in the amount of \$64,606.70,
 for a total allowed amount of \$6,464,606.70.

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number where available), 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, (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Debtors’ address is 1330m Post Oak Blvd, Suite 600, Houston, Texas 77056.

<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Fee Application.



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3. The Debtors or Reorganized Debtors, as applicable, are authorized to pay Lazard \$6,464,606.70, less any amounts already paid to Lazard on account of fees earned and expenses incurred by Lazard during the Final Application Period.

4. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

5. This Order shall be effective immediately upon entry.

**Signed: December 10, 2020.**



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**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 14, 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 16, 2020:**

| <b>Recip ID</b> | <b>Recipient Name and Address</b>  |
|-----------------|--|
| 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.

| <b>Recip ID</b> | <b>Notice Type: Email Address</b>         | <b>Date/Time</b>     | <b>Recipient Name and Address</b>  |
|-----------------|---|----------------------|--|
| cr              | Email/Text: houston_bankruptcy@LGBS.com   | Dec 14 2020 21:08:00 | 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 14 2020 21:08:00 | 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 14 2020 21:05:00 | Stearns Bank NA, Attn: Hannah Gilbert, 4140 Thielman Lane, St. Cloud, MN 56301-3968  |
| cr              | + Email/Text: jthompson@westtexasgas.com  | Dec 14 2020 21:06:00 | West Texas Gas, Inc., 211 N. Colorado, Midland, TX 79701, UNITED STATES 79701-4607   |

TOTAL: 4

District/off: 0541-4  
Date Rcvd: Dec 14, 2020

User: aalo  
Form ID: pdf002

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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 16, 2020

Signature:           /s/Joseph Speetjens