



ENTERED
12/22/2020

**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

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

[Relates to Motion at Docket No. 450]

Upon the motion (the “Motion”)² of the Debtors for an Order (i) that certain Sublease Agreement, dated as of October 19, 2020, by and between BHP Billiton Petroleum (Deepwater) Inc., a Delaware Corporation (the “Sublessor”) and Debtor Hi-Crush Services LLC, including any agreements, master leases, subleases, riders, schedules, certificates, memoranda, amendments, supplements, guaranties, and any other documents related to thereto (the “Office Sublease”), effective as of December 31, 2020, 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

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



203349520122200000000002

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 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

ORDERED THAT:

1. The Debtors are authorized to reject the Office Sublease, including, to the extent applicable, any agreements, amendments, modifications, and subleases related thereto, effective as of December 31, 2020.

2. The Debtors are authorized to abandon the Abandoned Property, and the Sublessor and Landlord may dispose of the Abandoned Property on and after December 31, 2020 in their sole and absolute discretion without further notice to or the approval from the Debtors or any third party.

3. Third parties, including but not limited to third parties party to the Office Sublease, shall not impede or interfere in any manner with the removal by the Sublessor and Landlord of their equipment or other property based on any claims, financial or otherwise, against the Debtors whether arising prepetition or postpetition.

4. Nothing in this Order shall prejudice the rights of the Sublessor with respect to any claim for damages arising from the rejection of the Office Sublease and with respect to any objection by the Debtors thereto.

5. Any claims based on the rejection of the Office Sublease shall be filed in accordance with the bar date for filing proofs of claims, set forth in the *Order (I) Establishing (A) Bar Dates and (B) Related Procedures for Filing Proofs of Claim, (II) Approving the Form and Manner of Notice Thereof and (III) Granting Related Relief* [Docket No. 88] and are to be adjudicated in accordance with and subject to the terms and provisions of the Plan.

6. Nothing herein shall prejudice the rights of the Debtors to argue that the Office Sublease was terminated prior to December 31, 2020 or that any claim for damages arising from the rejection of the Office Sublease is limited to the remedies available under any applicable termination provision of such contract or lease, as applicable, or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

7. Nothing in the Motion or this Order shall be construed as: (i) an admission as to the validity of any claim against any Debtor or the existence of any lien against the Debtors' properties; (ii) a waiver of the Debtors' rights to dispute any claim or lien on any grounds; (iii) a promise to pay any claim; (iv) an implication or admission that any particular claim would constitute an allowed claim; or (v) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code (other than the Office Sublease); or (vi) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Order. Nothing contained in this Order shall be deemed to increase, decrease, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

8. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6004(a).

9. Notwithstanding Bankruptcy Rule 6004(h) to the extent applicable, this Order shall be effective and enforceable immediately upon entry hereof.

10. 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 Order.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: December 22, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE