



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., <i>et al.</i> , 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.



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

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 23, 2020

User: emiller
Form ID: pdf002

Page 1 of 2
Total Noticed: 28

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 25, 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 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
cr	Workforce Safety & Insurance, PO BOX 5585, Bismark, ND 58506-5585

TOTAL: 24

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 23 2020 20:27:00	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 23 2020 20:27:00	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 23 2020 20:26:00	Stearns Bank NA, Attn: Hannah Gilbert, 4140 Thielman Lane, St. Cloud, MN 56301-3968
cr	+ Email/Text: jthompson@westtexasgas.com	Dec 23 2020 20:27:00	West Texas Gas, Inc., 211 N. Colorado, Midland, TX 79701, UNITED STATES 79701-4607

TOTAL: 4

District/off: 0541-4
Date Rcvd: Dec 23, 2020

User: emiller
Form ID: pdf002

Page 2 of 2
Total Noticed: 28

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 25, 2020

Signature: /s/Joseph Speetjens