

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

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In re: : Chapter 11
:
HI-CRUSH PERMIAN SAND LLC, et al.,1 : Case No. 20-33505 (DRJ)
: (Jointly Administered)
Reorganized Debtors. : (Formerly Jointly Administered under Lead
: Case: Hi-Crush Inc., Case No. 20-33495)
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STIPULATION BETWEEN THE REORGANIZED DEBTORS
AND CHEVRON U.S.A. INC. REGARDING REORGANIZED DEBTOR’S
FIRST OMNIBUS OBJECTION TO CERTAIN CLAIMS (SATISFIED CLAIMS)
[Relates to Docket No. 491]

WHEREAS, on August 12, 2020, Chevron U.S.A. Inc. filed proof of claim number 351 against debtor Hi-Crush LMS LLC in the face amount of \$13,775,824.00 (the “Chevron Claim”);

WHEREAS, on September 23, 2020, the Court entered an order (the “Confirmation Order”) [Docket No. 420] confirming the Joint Plan of Reorganization for Hi-Crush Inc. and its Affiliate Debtors under Chapter 11 of the Bankruptcy Code (as amended, modified, or supplemented, the “Plan”).

WHEREAS, paragraph 53 of the Confirmation Order provides that the agreements between Chevron and the above-captioned reorganized debtors (the “Reorganized Debtors”) are assumed and affirmed as of the Effective Date, and that all rights and claims under those agreements are preserved;

WHEREAS, on November 9, 2020, the Court entered an order [Docket No. 477] approving certain omnibus objection procedures in these chapter 11 cases;

WHEREAS, on December 3, 2020, the Reorganized Debtors’ filed the Reorganized Debtors’ First Omnibus Objection to Certain Claims (Satisfied Claims) (the “First Omnibus

1 The Reorganized Debtors in these cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.



**Objection**”), which sought to disallow the Chevron Claim (the “**Chevron Objection**”), among others; and

**WHEREAS**, Chevron and the Reorganized Debtors have engaged in discussions and have reached an agreement on the resolution of the Chevron Claim and the Chevron Objection.

**IT IS THEREFOR STIPULATED AND AGREED THAT,**

1. Chevron hereby withdraws the Chevron Claim.
2. The Reorganized Debtors hereby withdraw the Chevron Objection.
3. Chevron and the Reorganized Debtors retain all rights under the Confirmation Order.
4. This stipulation applies only to the Chevron Objection and shall not be deemed to be a withdrawal of any other objections asserted in the First Omnibus Objection.

*[Remainder of page intentionally left blank]*

**STIPULATED AND AGREED TO BY:**

December 28, 2020

/s/ Philip M. Guffy

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