

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

----- X
In re: : Chapter 11
:
HI-CRUSH PERMIAN SAND LLC, *et al.*,¹ : Case No. 20-33505 (CML)
: (Jointly Administered)
Reorganized Debtors. : (Formerly Jointly Administered under Lead
: Case: Hi-Crush Inc., Case No. 20-33495)²
----- X

**EMERGENCY MOTION OF THE REORGANIZED DEBTORS FOR
ENTRY OF A FINAL DECREE CLOSING THE REMAINING CHAPTER 11 CASE**

Emergency relief has been requested. Relief is requested not later than 9:00 a.m. (prevailing Central Time) on December 31, 2025.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing, if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

The above-captioned reorganized debtors (collectively, the “**Reorganized Debtors**”) respectfully state the following in support of this motion (this “**Motion**”):

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 5918 W. Courtyard Dr., Suite 500, Austin, TX 78730.

² On December 11, 2020, the Court entered the *Final Decree Closing Certain of the Chapter 11 Cases* [Case No. 20-33495, Docket No. 505], which closed each Reorganized Debtor’s case except for Hi-Crush Permian Sand LLC, Case No. 20-33505, and directed that all further filings be made in that case.



203350525122600000000001

RELIEF REQUESTED

1. The Reorganized Debtors request entry of a final decree, substantially in the form attached hereto (the “**Final Decree**”), closing the remaining chapter 11 case of Hi-Crush Permian Sand LLC (the “**Remaining Case**”) and granting related relief.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157, and this Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested in this Motion are section 350(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), Rule 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), and the Procedures for Complex Cases in the Southern District of Texas.

BACKGROUND

4. On July 12, 2020 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief in this Court commencing cases (the “**Chapter 11 Cases**”) under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of J. Philip McCormick, Jr., Chief Financial Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings* [Case No. 20-33495, Docket No. 24].

5. On September 23, 2020, the Court entered the *Findings of Fact, Conclusions of Law and Order Confirming the Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Case No. 20-33495, Docket No. 420] (the “**Confirmation Order**”) confirming the *Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Case No. 20-33495, Docket No. 289] (the “**Plan**”).³ On October 9, 2020, the Plan was substantially consummated, and the Effective Date (as defined in the Plan) occurred.⁴

6. On December 11, 2020, the Court entered the *Final Decree Closing Certain of the Chapter 11 Cases* [Case No. 20-33495, Docket No. 505] (the “**Partial Final Decree**”), which closed the Chapter 11 Cases of all the Reorganized Debtors except for the Remaining Case. The Partial Final Decree also provide that all remaining matters in the Chapter 11 Cases would be administered in the Remaining Case.

7. Since the Effective Date, all retained professionals in the Chapter 11 Cases have filed their final applications for compensation, the Reorganized Debtors have completed the claims reconciliation process, and all distributions required under the Plan have been made. There are no other pending matters left to address, and the Remaining Case is ready to be closed. The Reorganized Debtors are current on their reporting requirements and have paid all statutory fees due to the United States Trustee. Any final reports will be filed, and all fees payable to the United States Trustee will be paid, promptly after entry of the Final Decree

³ Capitalized terms used but defined herein have the meanings given to them in the Plan.

⁴ See Notice of (I) Effective Date of the Joint Plan or Reorganization for Hi-Crush Inc. and its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code and (II) Establishing Deadline for the Filing of Administrative Claims Against the Debtors [Case No. 20-33495, Docket No. 452].

BASIS FOR RELIEF

8. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022.

9. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Bankruptcy Local Rules. *In re JCP Props. Ltd.*, 540 B.R. 596, 605 (Bankr. S.D. Tex. 2015) (citing *In re SLI, Inc.*, No. 02-12608, 2005 WL 1668396, at *1 (Bankr. D. Del. June 24, 2005)). The Advisory Committee Note to Bankruptcy Rule 3022 (the “**Advisory Committee Note**”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payouts under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022, Advisory Committee Note (1991). Courts look “to the advisory committee’s notes on Bankruptcy Rule 3022 in seeking guidance as to the meaning of ‘fully administered.’” *See, e.g., JCP Props.*, 540 B.R. at 605 (observing that factors (3)-(5) correspond “to whether substantial consummation” of the chapter 11 plan has been achieved); *In re Valence*

Tech., Inc., No. 12-11580-CAG, 2014 WL 5320632, at *1 (Bankr. W.D. Tex. Oct. 17, 2014); *SLI, Inc.*, 2005 WL 1668396, at *2; *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999).

10. Not all of the factors need to be present for the Court to enter a final decree. *See Valence Tech.*, 2014 WL 5320632, at *3 (noting that the six Advisory Committee Note factors “are not exhaustive nor must all six be present to establish that a case should be closed”) (citing cases).

11. In addition to weighing the six factors contained in the Advisory Committee Note for purposes of determining whether a case has been fully administered, courts also consider whether the plan has been substantially consummated. *See JCP Props.*, 540 B.R. at 605 (noting that “substantial consummation is the pivotal question here to determine the propriety of closing the . . . case by Final Decree.”). Section 1101(2) of the Bankruptcy Code defines “substantial consummation” as the: (a) transfer of all or substantially all of the property proposed by the plan to be transferred; (b) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (c) commencement of distribution under the plan. 11 U.S.C. § 1102(2).

12. Here, the Remaining Case has been fully administered and is ready to be closed. Taking each of the Advisory Committee Note factors in turn, (i) the Confirmation Order is final, by virtue of the Confirmation Order entered on September 23, 2020, and the Effective Date has occurred; (ii) the distributions and payments required under the Plan have been made; (iii) property has vested in the Reorganized Debtors under the Plan and any property to be transferred pursuant to the Plan has been transferred; (iv) the Reorganized Debtors have assumed management and operation of the reorganized businesses; (v) the Reorganized Debtors have fully paid the

administrative and priority claims under the Plan, including to professionals; and (f) no motions, proceedings, or contested matters are pending.

13. Moreover, the Plan is substantially consummated given all three elements under the Bankruptcy Code's definition of "substantial consummation" are met.

14. Finally, entry of a final decree closing the Chapter 11 Cases will not adversely affect the substantive rights of any party in interest. *See In re Clayton*, 101 F.3d 697, 1996 WL 661099, at *1 (5th Cir. 1996) ("[E]ntry of a final decree is merely a perfunctory, administrative event and nothing more than a ministerial housekeeping act which was never designed to determine with finality the substantive rights of parties involved in a Chapter 11 case.") (quoting *Greater Jacksonville Transp. Co. v. Willis (In re Greater Jacksonville Transp. Co.)*, 169 B.R. 221, 224 (Bankr. M.D. Fla. 1994)); *see also In re Gould*, 437 B.R. 34, 38 (Bankr. D. Conn. 2010) (noting that a final decree "simply delineates on the docket that the case is closed; it represents the administrative conclusion of the case for recording keeping purposes.").

15. Closing the Remaining Case is consistent with the confirmed Plan, which provides that "[t]he Reorganized Debtors shall, promptly after the full administration of the Chapter 11 Cases, File with the Bankruptcy Court all documents required by Bankruptcy Rule 3022 and any applicable order of the Bankruptcy Court to close the Chapter 11 Cases." Plan, Art. XII.Q. Accordingly, for the reasons set forth above, closing the Remaining Case is appropriate.

EMERGENCY CONSIDERATION

16. The Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 9013-1(i). Emergency consideration is necessary to allow the Remaining Case to be closed before the end of the year. Absent closing of the Remaining Case before the end of the year, the Reorganized Debtors would be required to incur unnecessary expenses and fees to provide reporting for another quarter for a fully administered case.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the Final Decree, substantially in the form attached hereto, and grant such other and further relief as may be just and proper.

Dated: December 26, 2025
Houston, Texas

Respectfully Submitted,

/s/ Philip M. Guffy

Timothy A. ("Tad") Davidson II (TX Bar No. 24012503)

Joseph P. Rovira (TX Bar No. 24066008)

Ashley Harper (TX Bar No. 24065272)

Philip M. Guffy (TX Bar No. 24113705)

HUNTON ANDREWS KURTH LLP

600 Travis Street, Suite 4200

Houston, Texas 77002

Tel: 713-220-4200

Email: taddavidson@HuntonAK.com

josephrovira@HuntonAK.com

ashleyharper@HuntonAK.com

pguffy@HuntonAK.com

Counsel for the Reorganized Debtors

CERTIFICATE OF SERVICE

I certify that on December 26, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Philip M. Guffy

Philip M. Guffy

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

----- X
In re: : Chapter 11
:
HI-CRUSH PERMIAN SAND LLC, *et al.*,¹ : Case No. 20-33505 (CML)
: (Jointly Administered)
Reorganized Debtors. : (Formerly Jointly Administered under Lead
: Case: Hi-Crush Inc., Case No. 20-33495)²
----- X

FINAL DECREE CLOSING THE REMAINING CHAPTER 11 CASE
[Relates to Docket No.]

Upon the motion (the “**Motion**”)³ of the Reorganized Debtors for entry of a final decree (this “**Final Decree**”) closing the Remaining Case, 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

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 5918 W. Courtyard Dr., Suite 500, Austin, TX 78730.

² On December 11, 2020, the Court entered the *Final Decree Closing Certain of the Chapter 11 Cases* [Case No. 20-33495, Docket No. 505], which closed each Reorganized Debtor’s case except for Hi-Crush Permian Sand LLC, Case No. 20-33505, and directed that all further filings be made in that case.

³ Capitalized terms used but not defined herein have the meanings given to them in the Motion.

under the circumstances and that no other or further notice is necessary; and all objections, if any, to entry of this Final Decree having been withdrawn, resolved, 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 Final Decree,

IT IS HEREBY ORDERED THAT:

1. The Chapter 11 Case of Hi-Crush Permian Sand LLC (the “**Remaining Case**”) is closed; provided that this Court retains jurisdiction as provided in the Plan and Confirmation Order.

2. By no later than the later of (a) twenty-one (21) days after the date of entry of this Final Decree and (b) the date on which such post-confirmation report is otherwise due, the Reorganized Debtors shall file a post-confirmation quarterly report for the last period during which the Remaining Case remained open.

3. By no later than the later of (a) thirty (30) days after the date of entry of this Final Decree and (b) the date on which such quarterly fees are otherwise due, the Reorganized Debtors shall pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) to the U.S. Trustee. This Court retains jurisdiction to enforce payment of fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

4. Following the completion of the services identified in paragraph 5 below, Kurtzman Carson Consultants, LLC dba Verita Global (“**Verita**”) shall have no further obligations to this Court or any party in interest regarding the claims, noticing, and solicitation services in these Chapter 11 Cases.

5. Consistent with the Order Authorizing the Retention and Appointment of Kurtzman Carson Consultant, LLC as Claims, Noticing, and Solicitation Agent Effective as of the Petition

Date [Case No. 20-33495, Docket No. 32], Verita “shall be responsible for archiving all proofs of claim with the Federal Archives Record Administration, if applicable, and transmitting to the Clerk’s office all claims in an electronic format.”

6. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen any of the Chapter 11 Cases for cause pursuant to section 350(b) of the Bankruptcy Code.

7. 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 waiver of the rights of the Reorganized Debtors or any Entity under the Plan.

8. Notwithstanding anything to the contrary in this Final Decree, all of the terms and conditions of this Final Decree shall be immediately effective and enforceable.

9. The Reorganized Debtors or any Entity authorized pursuant to the Plan, and their respective agents, 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.

10. 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: _____, 2025

CHRISTOPHER LOPEZ
UNITED STATES BANKRUPTCY JUDGE