

Debtor Hi-Crush Inc. Case number (if known) _____
 Name _____

Fill in this information to identify the case:

Debtor Name Hi-Crush Inc.
 United States Bankruptcy Court for the:
Southern District of Texas
 (State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy **04/20**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Hi-Crush Inc.

2. **All other names debtor used in the last 8 years** Hi-Crush Augusta Acquisition Co. LLC
 Include any assumed names, trade names, and *doing business as* names Hi-Crush Finance Corp.
Hi-Crush Partners LP

3. **Debtor's federal Employer Identification Number (EIN)** 9 0 - 0 8 4 0 5 3 0

4. **Debtor's address**

Principal place of business	Mailing address, if different from principal place of business
<u>1330 Post Oak Blvd, Suite 600</u>	_____
Number Street	Number Street
<u>Houston TX 77056</u>	_____
City State ZIP Code	City State ZIP Code

Location of principal assets, if different from principal place of business

Harris County
 County

Number Street _____
 City State ZIP Code _____

5. **Debtor's website (URL)** https://www.hicrushinc.com/

6. **Type of debtor**

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____



Debtor Hi-Crush Inc. Case number (if known) _____
 Name _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <https://www.uscourts.gov/four-digit-national-association-naics-codes>

1 4 0 0

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

Debtor Hi-Crush Inc. Case number (if known) _____
 Name _____

9. **Were prior bankruptcy cases filed by or against the debtor within the last 8 years?** No
 Yes District _____ When _____ Case Number _____
 MM / DD / YYYY
 If more than 2 cases, attach a separate list. District _____ When _____ Case Number _____
 MM / DD / YYYY

10. **Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** No
 Yes Debtor See attached Schedule 1 Relationship See Attached Schedule 1
 District Southern District of Texas When Contemporaneously
 List all cases. If more than 1, attach a separate list. MM / DD / YYYY
 Case number, if known _____

11. **Why is the case filed in this district?** *Check all that apply:*
 Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. **Does the debtor own or have possession of any real property or personal property that needs immediate attention?** No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
Why does the property need immediate attention? (Check all that apply.)
 It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
 It needs to be physically secured or protected from the weather.
 It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 Other _____
Where is the property? _____
 Number Street

 City State ZIP Code
Is the property insured?
 No
 Yes. Insurance agency _____
 Contact name _____
 Phone _____

Debtor Hi-Crush Inc. Case number (if known) _____
 Name _____

Statistical and administrative information

13. **Debtor's estimation of available funds** *Check one:*
 Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.
-
14. **Estimated number of creditors**
 (on a consolidated basis)
- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |
-
15. **Estimated assets**
 (on a consolidated basis)
- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
-
16. **Estimated liabilities**
 (on a consolidated basis)
- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. **Declaration and signature of authorized representative of debtor**
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/12/2020
 MM / DD / YYYY

× /s/ J. Philip McCormick, Jr. J. Philip McCormick, Jr.
 Signature of authorized representative of debtor Printed name
 Title Authorized Signatory

Debtor Hi-Crush Inc. Case number (if known) _____
Name

18. **Signature of attorney**

x

/s/ Timothy A. Davidson II

Date 07/12/2020

Signature of authorized representative of debtor

MM/ DD / YYYY

Timothy A. Davidson II

Printed name

Hunton Andrews Kurth LLP

Firm name

600 Travis Street, Suite 4200

Number Street

Houston

Texas

77002

City

State

ZIP Code

713-220-4200

Taddavidson@huntonak.com

Contact phone

Email address

24012503

Texas

Bar number

State

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

In re:	X	
	:	Chapter 11
	:	
HI-CRUSH INC., et al, ¹	:	Case No. 20-_____ (_____)
	:	
Debtors	:	
	:	
	:	
	X	

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11

1. If any of the debtor’s securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-35630
2. The following financial data is the latest available information and refers to the debtor’s condition on March 31, 2020

a.	Total assets	<u>953,082,000</u>
b.	Total debts (including debts listed in 2.c below)	<u>699,137,000</u>
c.	Debt securities held by more than 500 holders	<u>N/A</u>
		Approximate number of holders:
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	<u>see comment</u>
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	<u>see comment</u>
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	<u>see comment</u>
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	<u>see comment</u>
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	<u>see comment</u>
d.	Number of shares of preferred stock	<u>0</u>
e.	Number of shares of common stock	<u>99,876,054 as of 06/22/2020</u>

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.

Comments, if any: Hi-Crush Inc. does not and cannot know the precise number of beneficial holders of any of the debt securities it has issued and does not believe that any such securities are held by more than 500 holders.

3. Brief description of debtor's business: Debtor is engaged in the mining, processing, and distributing silica sand, a key input for the hydraulic fracturing of oil and gas wells.
4. List of the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: None.

Fill in this information to identify the case:

Debtor Name Hi-Crush Inc.

United States Bankruptcy Court for the:

Southern _____ District of Texas _____
(State)

Case number (if _____ Chapter 11
known):

Check if this is an
amended filing

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of Hi-Crush Inc.

Hi-Crush Inc.
OnCore Processing LLC
Hi-Crush Augusta LLC
Hi-Crush Whitehall LLC
PDQ Properties LLC
Hi-Crush Wyeville Operating LLC
D & I Silica, LLC
Hi-Crush Blair LLC
Hi-Crush LMS LLC
Hi-Crush Investments Inc.
Hi-Crush Permian Sand LLC
Hi-Crush Proppants LLC
Hi-Crush PODS LLC
Hi-Crush Canada Inc.
Hi-Crush Holdings LLC
Hi-Crush Services LLC
BulkTracer Holdings LLC
Pronghorn Logistics Holdings, LLC
FB Industries USA Inc.
FB Logistics, LLC
PropDispatch LLC
Pronghorn Logistics, LLC

**RESOLUTIONS ADOPTED BY
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
HI-CRUSH INC.**

July 12, 2020

On this 12th day of July, 2020, the undersigned, being all of the members of the board of directors (the “**Board of Directors**”) of Hi-Crush Inc., a Delaware corporation (the “**Company**,” and, collectively with OnCore Processing LLC, Hi-Crush Augusta LLC, Hi-Crush Whitehall LLC, PDQ Properties LLC, Hi-Crush Wyeville Operating LLC, D & I Silica, LLC, Hi-Crush Blair LLC, Hi-Crush LMS LLC, Hi-Crush Investments Inc., Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC, Hi-Crush PODS LLC, Hi-Crush Canada Inc., Hi-Crush Holdings LLC, Hi-Crush Services LLC, BulkTracer Holdings LLC, PropDispatch LLC, Pronghorn Logistics Holdings, LLC, Pronghorn Logistics, LLC, FB Industries USA Inc., and FB Logistics LLC, the “**Companies**”), hereby consent in writing, pursuant to the provisions of applicable law, based on the advice of the Company’s professionals and advisors, and after thorough discussions, to taking the following actions and adopting the following resolutions:

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties, that the Company seek relief under the provisions of Chapter 11, Title 11 of the United States Code (the “**Bankruptcy Code**”); and it is further

RESOLVED, that the Company is hereby authorized, and each “**Authorized Person**” (as defined below) shall be, and hereby is, authorized and directed on behalf of the Company, to commence a case under Chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”) by executing, verifying and delivering a voluntary petition in the name of the Company under Chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) in such form and at such time as the Authorized Person executing said petition shall determine; and it is further

RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and directed on behalf of the Company, to seek to have its Chapter 11 Case jointly administered by the Bankruptcy Court with the separate cases commenced by the other Companies under Chapter 11 of the Bankruptcy Code (the respective Chapter 11 Case together with such other separate cases, the “**Chapter 11 Cases**”); and it is further

RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized, on behalf of and in the name of the Company, to the extent applicable, to obtain the use of cash collateral, in such amounts and on such terms as may be agreed by any Authorized Person, including the grant of replacement liens or other adequate protection, as is reasonably necessary for the continuing conduct of the affairs of the Company; and it is further

RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized, on behalf of and in the name of the Company, to enter into such forbearance agreements, waivers, amendments or modifications, or other supplements relating to

the Company's existing indebtedness as may be deemed necessary or appropriate by such Authorized Person; and it is further

RESOLVED, that the Company is authorized, and each Authorized Person shall be, and hereby is, authorized, on behalf of and in the name of the Company, to the extent applicable, to enter into and seek authority from the Bankruptcy Court to enter into and/or assume the Restructuring Support Agreement, by and among the Companies and the Consenting Noteholders (as defined herein), substantially in the form presented to the Board on July 12, 2020, or similar agreements in connection with the Chapter 11 Cases and to enter into, and/or seek approval of, any agreements, documents or instruments related thereto; and it is further

RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to employ and retain the law firms of Latham & Watkins LLP and Hunton Andrews Kurth LLP to act as attorneys, Alvarez & Marsal North America LLC to act as financial advisor, and Lazard Frères & Co. LLC to act as investment banker for the Company in connection with the Chapter 11 Cases; and it is further

RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, on behalf of and in the name of the Company, to employ and retain such further legal, restructuring, financial, accounting and bankruptcy services firms (together with the foregoing identified firms, the "**Professionals**") as may be deemed necessary or appropriate by the Authorized Person to assist the Company in carrying out its responsibilities in the Chapter 11 Cases and achieving a successful reorganization.

Approval of Credit Facilities

WHEREAS, it is proposed that the Company enter into (i) that certain Senior Secured Debtor-In-Possession Credit Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the "**ABL Credit Agreement**"), by and among the Company, as borrower (in such capacity, the "**Borrower**"), the Lenders and other parties from time to time party thereto (the "**ABL Lenders**") and JPMorgan Chase Bank, N.A., as administrative agent (in such capacity, the "**ABL Agent**"), and (ii) that certain Senior Secured Debtor-In-Possession Term Loan Credit Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the "**Term Loan Credit Agreement**"), and together with the ABL Credit Agreement, the "**Credit Agreements**"), by and among the Borrower, the Lenders and other parties from time to time party thereto (the "**Term Loan Lenders**"), and together with the ABL Lenders, the "**Lenders**") and Cantor Fitzgerald Securities, as administrative agent (in such capacity, the "**Term Loan Agent**"), and each Lender and other party from time to time party thereto;

WHEREAS, it is proposed that the Company enter (i) into that certain Super-Priority Debtor-In-Possession Pledge and Security Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the "**ABL Security Agreement**"), by and among the Borrower, the subsidiaries of the Borrower party thereto from time to time (collectively with the Borrower, the "**ABL Grantors**"), and the ABL

Agent, and (ii) that certain Super-Priority Debtor-In-Possession Pledge and Security Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “**Term Loan Security Agreement**”, and together with the ABL Security Agreement, the “**Security Agreements**”), by and among the Borrower, the subsidiaries of the Borrower party thereto from time to time (collectively with the Borrower, the “**Term Loan Grantors**”, and together with the ABL Grantors, the “**Grantors**”), and the Term Loan Agent;

WHEREAS, it is proposed that the Company enter (i) into that certain Guaranty Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “**ABL Guaranty**”), by and among the Guarantors party thereto from time to time (the “**ABL Guarantors**”), and the ABL Agent, and (ii) that certain Guaranty Agreement, dated as of the date hereof (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “**Term Loan Guaranty**”, and together with the ABL Guaranty, the “**Guaranty Agreements**”), by and among the Guarantors party thereto from time to time (the “**Term Loan Guarantors**”, and together with the ABL Guarantors, the “**Guarantors**”), and the Term Loan Agent;

WHEREAS, it is proposed that the Company make, or permit a designee to make, such filings and enter into those Credit Documents (as defined in each Credit Agreement) guaranties, instruments, certificates, agreements or documents necessary, desirable, convenient, appropriate, advisable or reasonably requested by each Agent to satisfy the covenants, conditions precedent and any conditions subsequent for the extension of credit under each Credit Agreement, or in connection with the performance of its obligations under such Credit Agreement and each Security Agreement (all such Credit Documents, guaranties, instruments, certificates, agreements or documents, together with each Credit Agreement, each Security Agreement and each Guaranty Agreement, the “**Credit Facility Documents**”); and

WHEREAS, the Board of Directors of the Company has determined that the execution, delivery and performance of each Credit Facility Document will benefit the Company and is in the best interest of the Company, and that the Company is hereby authorized to grant a lien on and/or pledge substantially all of its assets to secure the obligations under the Credit Facility Documents and to enter into and to perform its obligations under each Credit Facility Document.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby determines that the approval of the transactions contemplated by the Credit Facility Documents and the execution, delivery and performance by the Company of such Credit Facility Documents on the terms and conditions as substantially described or provided to the Board of Directors will benefit the Company and is in the best interest of the Company;

RESOLVED, that the Company is hereby authorized, and each Authorized Person shall be, and hereby is, authorized and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, loan agreements, notes, guaranties, security agreements,

pledge agreements and all other documents, agreements or instruments (collectively, the “**Credit Documents**”), and to take any and all actions that the Authorized Person deems necessary or appropriate, each in connection with the Chapter 11 Cases and/or any post-petition financing or any cash collateral usage contemplated hereby or thereby; and it is further

RESOLVED, that the Company is hereby authorized and directed to enter into and perform all of its obligations under the Credit Facility Documents when so executed, to deliver each such document in accordance with its terms, and to grant liens and security interests in and/or otherwise pledge any and all of its properties and assets as described in the Credit Facility Documents; and it is further

RESOLVED, that the Company is hereby authorized to grant a lien on, security interest in, and/or pledge any and all of its properties and assets to secure its obligations under the Credit Facility Documents and to enter into and to perform its obligations under each Credit Facility Document and that the grant of liens, security interests and pledges by the Company as contemplated in the Credit Facility Documents, and the grant of any additional liens, security interests or pledges pursuant to any additional security agreements or pledge agreements that may be required under the Credit Facility Documents, and the execution of documents, agreements and instruments in connection therewith, and the filing of financing statements to perfect or otherwise evidence such liens, security interests or pledges, are in each case hereby authorized, approved, and adopted, as applicable; and it is further

General

RESOLVED, that each Authorized Person shall be, and hereby is, authorized, with full power of delegation, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, all such further agreements, documents, certificates, statements, notices, undertakings and other writings, and to incur and to pay or direct payment of all such fees and expenses, as in the judgment of the Authorized Person shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any officer of the Company or any of the Professionals in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that any and all actions, whether previously or subsequently taken by any Authorized Person or any other person authorized to act by an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and it is further

RESOLVED, that for the purposes of these resolutions, the term “**Authorized Person**” shall mean and include each of the Chief Executive Officer, the Chief Financial Officer and the General Counsel, Chief Compliance Officer and Secretary of the Company; and it is further

RESOLVED, that to the extent of any inconsistency between the terms of these Resolutions Adopted by Unanimous Written Consent and the by-laws of the Company (the “**By-Laws**”), the terms of these Resolutions Adopted by Unanimous Written Consent shall control and the By-Laws shall be amended hereby; and it is further

RESOLVED, that these Resolutions Adopted by Unanimous Written Consent shall be governed by the laws of the State of Delaware (without regard to conflict of laws principles).

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Company, have executed these Resolutions Adopted by Unanimous Written Consent as of the date first set forth above.



Name: Robert E. Rasmus

Name: John F. Affleck-Graves

Name: John Kevin Poorman

Name: Joseph C. Winkler III

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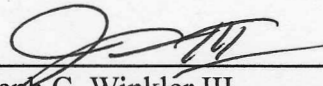
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Name: Robert E. Rasmus

Name: John F. Affleck-Graves

Name: John Kevin Poorman



Name: Joseph C. Winkler III

**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-_____ (_____)
	:	
Debtors.	:	(Joint Administration Requested)
	:	
	X	

**CONSOLIDATED LIST OF CREDITORS HOLDING THE
THIRTY LARGEST UNSECURED CLAIMS**

Hi-Crush Inc. and the entities listed in Schedule 1 to this petition (together, the “**Debtors**”) each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to file a consolidated list of creditors holding the thirty largest unsecured claims (the “**Largest Unsecured Creditors List**”).

The Largest Unsecured Creditors List is based on the Debtors’ books and records as of July 10, 2020, and was prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Largest Unsecured Creditors List does not include persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31).

The information contained in the Largest Unsecured Creditors List shall not constitute an admission by, nor shall it be binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ rights to challenge the amount or characterization of any claim at a later date.

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.

The failure to list a claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' rights to contest the validity priority and/or amount of such a claim.

Fill in this information to identify the case:

Debtor name: Hi-Crush Inc.

United States Bankruptcy Court for the Southern District of Texas (Houston Division)

Case number (if known):

 Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	U.S. Bank National Association as Trustee ATTN: Andrew Williams 1420 5th Avenue, 7th Floor Seattle, WA 98101 U.S. Bank National Association as Trustee ATTN: Corporate Trust 8 Greenway Plaza, Suite 1100 Houston, TX 77046-0892	Andrew Williams EMAIL - andrew.williams3@usbank.com PHONE - 206-344-4659 FAX - 206-344-4632 Corporate Trust FAX - 713-212-3718	9.5% Senior Unsecured Notes	Unliquidated			\$ 450,000,000
2	Trinity Industries Leasing Company ATTN: Eric Marchetto 2525 N Stemmons Fwy Dallas, TX 75207	Eric Marchetto EMAIL - eric.marchetto@trin.net PHONE - 214-589-8976 FAX - 214-589-7402	Trade Debts				\$ 2,475,932
3	Chicago Freight Car Leasing Company ATTN: Paul Deasy 425 N Martingale Rd Schaumburg, IL 60173	Paul Deasy EMAIL - paul.deasy@crdx.com PHONE - 847-318-8000 FAX - 847-318-8045	Trade Debts				\$ 2,334,479
4	Greenbrier Leasing Company LLC ATTN: Adrian Downes One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035	Adrian Downes EMAIL - adrian.downes@gbrx.com PHONE - 503-684-7000 FAX - 503-968-4375	Trade Debts				\$ 1,420,253
5	MUL Railcars, Inc ATTN: J.T. Sharp 121 SW Morrison Street, Suite 1525 Portland, OR 97204	J.T. Sharp EMAIL - jtsharp@mac.com PHONE - 503-208-9295	Trade Debts				\$ 1,410,187
6	Gerke Excavating Inc ATTN: Jay Gerke 15341 State Highway 131 Tomah, WI 54660	Jay Gerke EMAIL - jjg@gerkeexcavating.com PHONE - 608-372-4203 FAX - 608-372-4139	Trade Debts				\$ 1,021,706
7	MVP Transport LLC ATTN: Mitchell Paystrup 787 Shavey Lane Springville, UT 84663	Mitchell Paystrup EMAIL - mitchellpaystrup@gmail.com PHONE - 801-360-1153	Trade Debts				\$ 937,559
8	Canadian National Railway ATTN: Ghislain Houle 935 de La Gauchetière Street West Montreal, QC H3B 2M9 Canada	Ghislain Houle EMAIL - ghislain.houle@cn.ca PHONE - 514-399-4821 FAX - 514-399-5985	Trade Debts				\$ 723,817
9	Union Pacific Railroad Company ATTN: Jim Vena 1400 Douglas Street Omaha, NE 68179	Jim Vena EMAIL - jimvena@up.com PHONE - 402-544-5000	Trade Debts				\$ 614,100
10	Permian Excavating LLC ATTN: Jay Gerke 15341 State Hwy 131 Tomah, WI 54660	Jay Gerke EMAIL - jjg@gerkeexcavating.com PHONE - 608-372-4203 FAX - 608-372-4139	Trade Debts				\$ 507,133
11	KimberCo Services LLC ATTN: Sonia Gutierrez 2027 Zacate Drive Odessa, TX 79765	Sonia Gutierrez EMAIL - sonia.g@kimbercollc.com PHONE - 432-556-2602	Trade Debts				\$ 488,805
12	Norfolk Southern Railway Company ATTN: Mark George 3 Commercial Place Norfolk, VA 23510	Mark George EMAIL - mark.george@nscorp.com PHONE - 757-629-2680 FAX - 757-533-4872	Trade Debts				\$ 353,970

Debtor: Hi-Crush Inc.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13 CIT Group ATTN: Randy Kaploe 30 S. Wacker Drive, Suite 2900 Chicago, IL 60606	Randy Kaploe EMAIL - randy.kaploe@cit.com PHONE - 855-462-2652 FAX - 312-906-5833	Trade Debts				\$ 309,381
14 Texas Specialty Sands ATTN: Stuart Weinman 300 Throckmorton Street, Suite 300 Fort Worth, TX 76102	Stuart Weinman EMAIL - stuart.weinman@tssands.com PHONE - 817-420-7474	Trade Debts				\$ 270,231
15 Bridge Funding Group Inc. ATTN: Dan McKew 215 Schilling Circle, Suite 100 Hunt Valley, MD 21031	Dan McKew EMAIL - dmckew@bridgeunited.com PHONE - 305-569-2049 FAX - 786-313-1139	Trade Debts				\$ 270,021
16 Riverside Rail 1 LLC ATTN: Larry Littlefield One Centerpointe Drive Suite 200 Lake Oswego, OR 97035	Larry Littlefield EMAIL - lelittlefield@gmail.com PHONE - 503-684-7000 FAX - 503-684-7553	Trade Debts				\$ 265,000
17 Charco III Inc. ATTN: Pam Charles 216 W Market St Clearfield, PA 16830	Pam Charles EMAIL - pam.charles@charco3.com PHONE - 814-765-3404	Trade Debts				\$ 239,064
18 Maverick Logistics Services LLC ATTN: Sean Mosher 611 W Commerce St Eastland, TX 76448	Sean Mosher EMAIL - sean@mavericklogistics.us PHONE - 254-334-1530	Trade Debts				\$ 216,194
19 Atlas Sand Company, LLC ATTN: Hunter Wallace 5918 W. Courtyard Dr., Ste. 500 Austin, TX 78730	Hunter Wallace EMAIL - hwallace@atlassand.com PHONE - 512-220-1200	Trade Debts				\$ 199,956
20 Oakdale Electric Cooperative ATTN: Rose Bartholomew 489 N. Oakwood St Tomah, WI 54660	Rose Bartholomew EMAIL - roseb@oakdalerec.com PHONE - 608-372-4131	Trade Debts				\$ 180,168
21 Heyl Patterson Thermal Processing LLC ATTN: Doug Schieber 400 Lydia Street Carnegie, PA 15106	Doug Schieber EMAIL - dschieber@carriervibrating.com PHONE - 412-788-9810	Trade Debts				\$ 177,487
22 Tex Energy Resources LLC ATTN: Santos-Sonia Uvalle 508 N Grandview Ave Odessa, TX 79762	Santos-Sonia Uvalle EMAIL - texenergyresources@gmail.com PHONE - 432-272-0706 FAX - 432-614-1455	Trade Debts				\$ 166,288
23 Newpark Mats & Integrated Services LLC ATTN: Matthew Lanigan 410 17th Street, Suite 770 Denver, CO 80202	Matthew Lanigan EMAIL - mlanigan@newpark.com PHONE - 303-475-2631 FAX - 720-904-7970	Trade Debts				\$ 162,856
24 The Kunkle Group, LLC ATTN: Kelli Houser 8509 RT 954 HWY N Creekside, PA 15732	Kelli Houser EMAIL - kunklegroup@gmail.com PHONE - 724-397-8024	Trade Debts				\$ 154,331
25 Bowlin Enterprises ATTN: Jon Bowlin 9475 Linwood Avenue Shreveport, LA 71106	Jon Bowlin EMAIL - jbowlin@endeco.net PHONE - 903-935-9369 FAX - 919-231-2607	Trade Debts				\$ 150,000
26 Modern Material Services LLC dba Arrow Material Services C/O Young Conaway Stargatt & Taylor, LLP ATTN: Kara Hammond Coyle Rodney Square 1000 North King Street Wilmington, DE 19801	Kara Hammond Coyle EMAIL - kcoyle@ycst.com PHONE - 302-571-6600 FAX - 302-576-3472	Trade Debts				\$ 144,407
27 Professional Trucking Services LLC ATTN: Max Gonzalez, Jr. 1501 South Loop 288 #104-305 Denton, TX 76205	Max Gonzalez, Jr. EMAIL - max@pro-trucking.com PHONE - 432-236-0039	Trade Debts				\$ 132,543
28 Superior Industries, Inc. ATTN: Jarrod Felton 315 E Highway 28 Morris, MN 56267	Jarrod Felton EMAIL - jarrod.felton@superior-ind.com PHONE - 320-589-2406 FAX - 320-585-5644	Trade Debts				\$ 123,574

Debtor: Hi-Crush Inc.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29	STAAR Logistics ATTN: Crystal Neill 560 Myrtle St Reynoldsville, PA 15851	Crystal Neill EMAIL - cneill@staarlogistics.com PHONE - 814-612-2115 FAX - 814-612-2059	Trade Debts				\$ 120,585
30	Sandbros Logistics LLC ATTN: Latoya Jones 3616 N County Rd 1148 Midland, TX 79705	Latoya Jones EMAIL - info@sandbrosllc.com PHONE - 432-308-1537	Trade Debts				\$ 113,825

Fill in this information to identify the case:

Debtor Name Hi-Crush Inc.

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (If known): _____ Chapter 11

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/12/2020
MM / DD / YYYY

*/s/ J. Philip McCormick, Jr.
Signature of individual signing on behalf of debtor

J. Philip McCormick, Jr.
Printed name

Authorized Signatory
Position or relationship to debtor

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

----- X
 In re: : Chapter 11
 :
 HI-CRUSH INC. : Case No. 20-_____ (_____)
 :
 Debtor. :
 :
 ----- X

LIST OF EQUITY HOLDERS

Pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure, the following is a list equity security holders:¹

Equity Holders	Address of Equity Holder	Percentage of Equity Held
Cede & Co (Fast Account)	PO Box 20 Bowling Green Station New York NY 10004	98.26%
Blessed & Favored Investments LLC Attn Mr Jay Alston	904 West Idaho Street Hammond LA 70401	1.41%
Robert E Rasmus	1330 Post Oak Blvd Ste 600 Houston TX 77056	0.14%
Joseph C Winkler III	635 Lornmead Houston TX 77024	0.01%
Martha Romig	22439 S Rebecca Burwell Katy TX 77056	< 0.01%
Andrea Horning	11390 Kalispell Street Commerce City CO 80022	< 0.01%
Mike Mesrobian	2298 West 28th Unit 039 Denver CO 80211	< 0.01%
Christian Ayala	1330 Post Oak Blvd Suite 600 Houston TX 77056	< 0.01%
Augustine Cantu	1330 Post Oak Blvd Suite 600 Houston TX 77056	< 0.01%
Fred P Swing Tr 10/04/06 Frederick P Swing Rev Trust	24010 Harborview Rd Port Charlotte Fl 33980	< 0.01%
Willaim Terry Golden	11472 Alabama Highway 172 Odenville Al 35120-4359	< 0.01%

¹ Hi-Crush Inc. does not and cannot know the precise holdings or identity of the beneficial holders of its publicly traded common stock. Therefore, Hi-Crush Inc. is listing the registered holders of its publicly traded common stock.

Fill in this information to identify the case:

Debtor Name Hi-Crush Inc.
 United States Bankruptcy Court for the:
Southern District of Texas
 (State)
 Case number (If known): _____ Chapter 11

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration* List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/12/2020
 MM / DD / YYYY

× /s/ J. Philip McCormick, Jr.
 Signature of individual signing on behalf of debtor

J. Philip McCormick, Jr.
 Printed name

Authorized Signatory
 Position or relationship to debtor

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

----- X
In re: : Chapter 11
 :
HI-CRUSH INC. : Case No. 20-_____ (_____)
 :
Debtor. :
 :
----- X

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, there are no corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

Fill in this information to identify the case:

Debtor Name Hi-Crush Inc.
 United States Bankruptcy Court for the:
Southern District of Texas
 (State)
 Case number (If known): _____ Chapter 11

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule _____*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Corporate Ownership Statement.*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/12/2020
 MM / DD / YYYY

* /s/ J. Philip McCormick, Jr.
 Signature of individual signing on behalf of debtor

J. Philip McCormick, Jr.
 Printed name

Authorized Signatory
 Position or relationship to debtor