

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

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In re: : Chapter 11  
 :  
HI-CRUSH INC., *et al.*,<sup>1</sup> : Case No. 20-33495 (DRJ)  
 :  
Debtors. : (Jointly Administered)  
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**DEBTORS’ AGENDA OF MATTERS SET FOR FIRST DAY HEARING  
ON JULY 13, 2020, AT 3:30 P.M. (PREVAILING CENTRAL TIME)**

**I. EVIDENTIARY SUPPORT FOR FIRST DAY PLEADINGS**

A. ***First Day Declaration.*** Declaration of J. Philip McCormick, Jr., Chief Financial Officer of the Debtors, in Support of the Chapter 11 Petitions and First Day Pleadings [Docket No. 24]

**Status:** This Declaration will be relied upon as evidentiary support for the voluntary chapter 11 petitions and the first day pleadings listed below.

B. ***Lefkovits Declaration.*** Declaration of Ari Lefkovits in Support of Debtors’ Emergency Motion for Entry of Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition ABL Secured Parties, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related [Docket No. 25]

**Status:** This Declaration will be relied upon as evidentiary support for the DIP Motion listed below.

C. ***Omohundro Declaration.*** Declaration of Ryan Omohundro in Support of Debtors’ Emergency Motion for Entry of Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash

<sup>1</sup> 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.



Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition ABL Secured Parties, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related [Docket No. 26]

**Status:** This Declaration will be relied upon as evidentiary support for the DIP Motion listed below.

## II. FIRST DAY PLEADINGS

1. **Joint Administration Motion.** Debtors' Emergency Motion for Entry of an Order Directing Joint Administration of Related Chapter 11 Cases [Docket No. 2]

**Status:** This matter has been resolved. Order entered at Docket No. 6.

2. **Notice of Complex Case Designation.** Notice of Designation as Complex Chapter 11 Bankruptcy Case [Docket No. 3]

**Status:** This matter is going forward.

3. **Consolidated Creditor List Motion.** Debtors' Emergency Motion for Entry of Order (I) Authorizing the Debtors to File a Consolidated List of Creditors and a Consolidated List of the Debtors' Thirty (30) Largest Unsecured Creditors, (II) Waiving the Requirement to File a List of Equity Security Holders, (III) Authorizing the Debtors to Redact Certain Personal Identification Information, and (IV) Approving the Form and Manner of Notifying Creditors of the Commencement of these Chapter 11 Cases and Other Information [Docket No. 4]

**Status:** This matter is going forward.

4. **Schedules Extension Motion.** Debtors' Emergency Motion for Entry of an Order Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports [Docket No. 5]

**Status:** This matter is going forward.

5. **Bar Date Motion.** Debtors' Emergency Motion for Entry of 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. 7]

**Status:** This matter is going forward.

6. **DIP Motion.** Debtors' Emergency Motion for Entry of Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition ABL Secured Parties, (V)

Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 8]

**Status:** This matter is going forward.

7. ***Cash Management Motion.*** Debtors' Emergency Motion for Entry of an Order (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, (II) Authorizing Continuation of Existing Deposit and Investment Practices, (III) Approving the Continuation of Intercompany Transactions, and (IV) Granting Administrative Expense Status to Certain Postpetition Intercompany Claims [Docket No. 10]

**Status:** This matter is going forward.

8. ***Insurance Motion.*** Debtors' Emergency Motion for Entry of an Order Authorizing Debtors to (I) Pay their Prepetition Insurance Obligations, (II) Pay their Prepetition Bonding Obligations, (III) Maintain their Postpetition Insurance Coverage, (IV) Maintain their Bonding Program, and (V) Maintain Postpetition Financing of Insurance Premiums [Docket No. 11]

**Status:** This matter is going forward.

9. ***Lien Claimants Motion.*** Debtors' Emergency Motion for Entry of Order (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Lien Claimants, and Royalty Interest Owners, (II) Confirming Administrative Expense Priority of Undisputed and Outstanding Prepetition Orders, and (III) Granting Related Relief [Docket No. 12]

**Status:** This matter is going forward.

10. ***Critical Vendors Motion.*** Debtors' Emergency Motion for Entry of Order (I) Authorizing Payment of (A) Prepetition Claims of the Critical Vendors and (B) 503(b)(9) Claims; (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers; and (III) Granting Related Relief [Docket No. 13]

**Status:** This matter is going forward.

11. ***Taxes Motion.*** Debtors' Emergency Motion for Entry of an Order Authorizing Payment of Prepetition Taxes and Fees [Docket No. 14]

**Status:** This matter is going forward.

12. ***Utilities Motion.*** Debtors' Emergency Motion for Entry of Order (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [Docket No. 15]

**Status:** This matter is going forward.

13. ***Customer Programs Motion.*** Debtors' Emergency Motion for Entry of Order (I) Authorizing the Debtors to Continue their Customer Programs and (II) Granting Related Relief [Docket No. 16]

**Status:** This matter is going forward.

14. ***Employee Wages Motion.*** Debtors' Emergency Motion for Entry of an Order (I) Authorizing (A) Payment of Prepetition Workforce Obligations and (B) Continuation of Workforce Programs on a Postpetition Basis, (II) Authorizing Payment of Payroll Taxes, (III) Confirming the Debtors' Authority to Transmit Payroll Deductions, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Directing Banks to Honor Prepetition Checks and Fund Transfers for Authorized Payments [Docket No. 17]

**Status:** This matter is going forward.

15. ***KCC Retention Application.*** Debtors' Emergency Application for Entry of an Order Authorizing Employment and Retention of Kurtzman Carson Consultants LLC as Claims, Noticing, and Solicitation Agent Effective as of Petition Date [Docket No. 18]

**Status:** This matter is going forward.

16. ***Equity Trading Motion.*** Debtors' Emergency Motion for Entry of Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of the Debtors [Docket No. 19]

**Status:** This matter is going forward.

### **III. NON-EMERGENCY MATTERS NOT SET FOR FIRST DAY HEARING**

17. ***Omnibus Rejection Procedures Motion.*** Debtors' First Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Executory Contracts and Unexpired Leases Effective as of the Dates Specified in the Motion and (II) Abandon Certain Remaining Personal Property in Connection Therewith [Docket No. 20]

**Status:** This matter is not going forward at this hearing and will be set for hearing, if necessary, in accordance with the Court's schedule.

18. ***Railcar Motion.*** Debtors' Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Railcar Lease Agreements Effective as of the Petition Date, and (II) Enter Into Proposed New Railcar Lease Agreements Effective as of the Petition Date [Docket No. 21]

**Status:** This matter is not going forward at this hearing and will be set for hearing, if necessary, in accordance with the Court's schedule.

19. ***Motion to Seal Letter Agreements.*** Debtors' Motion for Entry of an Order Authorizing the Debtors to File the Letter Agreements Under Seal [Docket No. 23]

**Status:** This matter is not going forward at this hearing and will be set for hearing, if necessary, in accordance with the Court's schedule.

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Signed: July 13, 2020  
Houston, Texas

Respectfully Submitted,

/s/ Timothy A. ("Tad") Davidson II  
Timothy A. ("Tad") Davidson II (TX Bar No. 24012503)  
Ashley L. Harper (TX Bar No. 24065272)  
**HUNTON ANDREWS KURTH LLP**  
600 Travis Street, Suite 4200  
Houston, Texas 77002  
Tel: 713-220-4200  
Fax: 713-220-4285  
Email: taddavidson@HuntonAK.com  
ashleyharper@HuntonAK.com

-and-

George A. Davis (*pro hac vice* admission pending)  
Keith A. Simon (*pro hac vice* admission pending)  
David A. Hammerman (*pro hac vice* admission pending)  
Annemarie V. Reilly (*pro hac vice* admission pending)  
Hugh K. Murtagh (*pro hac vice* admission pending)  
**LATHAM & WATKINS LLP**  
885 Third Avenue  
New York, New York 10022  
Tel: 212-906-1200  
Fax: 212-751-4864  
Email: george.davis@lw.com  
keith.simon@lw.com  
david.hammerman@lw.com  
annemarie.reilly@lw.com  
hugh.murtagh@lw.com

*Proposed Counsel for the Debtors and Debtors in  
Possession*

**CERTIFICATE OF SERVICE**

I certify that on July 13, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Timothy A. ("Tad") Davidson II  
Timothy A. ("Tad") Davidson II