

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

<p>In re:</p> <p>CARBO CERAMICS INC., et al.,</p> <p style="text-align: center;">Debtors.¹</p>	§ § § § § §	<p>Case No. 20-31973 (MI)</p> <p>(Chapter 11)</p> <p>(Jointly Administered)</p>
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**FINAL DECREE (I) CLOSING CERTAIN CHAPTER 11 CASES; (II)
AMENDMENT OF THE ORDER DIRECTING JOINT ADMINISTRATION OF THE
CHAPTER 11 CASES; AND (III) GRANTING RELATED RELIEF
(Relates to Docket No. ____)**

Upon the Plan Administrator’s *Emergency Motion for (I) Entry of a Final Decree Closing Certain Chapter 11 Cases; (II) Amendment of the Order Directing Joint Administration of the Chapter 11 Cases; and (III) Granting Related Relief* (the “Motion”);² and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best

¹ The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: CARBO Ceramics Inc. (0013); StrataGen, Inc. (5205); and Asset Guard Products Inc. (6422). The location of the Debtors’ U.S. corporate headquarters and the Debtors’ service address is: 575 N. Dairy Ashford Road, Suite 300, Houston, Texas 77079.

² Capitalized terms not defined herein have the meaning ascribed to them in the Motion.

interests of the Reorganized Debtors, their estates and creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth in this Final Decree.
2. The following Affiliate Cases are closed in accordance with the provisions of section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, effective as of the date of entry of this Final Decree; *provided* that this Court shall retain jurisdiction of the Cases as provided in the Plan and Confirmation Order:

- *In re Asset Guard Products Inc.*, Case No. 20-31974; and
- *In re CARBO Ceramics, Inc.*, Case No. 20-31973.

3. The Open Case, *In re StrataGen, Inc.*, Case No. 20-31975, shall remain open pending the entry of a final decree by this Court closing the Open Case.

4. Paragraph 5 of the Joint Administration Order is amended to provide that the Cases will be jointly administered under Case No. 20-31975, *In re StrataGen, Inc.*, and to provide that the following caption shall be used in the Cases going forward:

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

In re:	§	Case No. 20-31975 (MI)
	§	
STRATAGEN, INC., et al.,	§	(Chapter 11)
	§	
Reorganized Debtors.³	§	(Jointly Administered)
	§	

³ The Reorganized Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification numbers are: CARBO Ceramics Inc. (0013); StrataGen, Inc. (5205); and Asset Guard Products Inc. (6422). The location of the Debtors' U.S. corporate headquarters and the Debtors' service address is: 575 N. Dairy Ashford Road, Suite 300, Houston, Texas 77079.

5. Paragraph 7 of the Joint Administration Order is amended to provide that all further pleadings and other papers filed in connection with the Cases shall be filed in and all further docket entries shall be made in the Open Case, Case No. 20-31975. The clerk shall designate on the dockets of the Cases that the Cases are jointly administered under the Open Case.

6. All contested matters or adversary proceedings that have been filed or that may be filed in the future including, but not limited to, any chapter 5 causes of action related to any of the Cases or Debtors shall be administered in the Open Case, notwithstanding the fact that such contested matters or adversary proceedings may be related to an Affiliate Case. Nothing in this Final Decree shall affect the substantive rights of any party-in-interest, including the Plan Administrator, Liquidating Trust, and any of the Reorganized Debtors. All defenses, including defenses based on Bankruptcy Code section 546(a)(2), are preserved.

7. Based on reported disbursements, the Plan Administrator and U.S. Trustee stipulate that the amounts for quarterly fees due and owing as of September 15, 2021, under 28 U.S.C. § 1930(a)(6)(A) or (B) in connection with the Cases on disbursements made through June 30, 2021, including interest thereon, are reflected in the account reconciliation statements annexed hereto as Schedule 1. The Plan Administrator shall pay such currently due and owing quarterly fees within seven days of the entry of this Final Decree by remitting payment to the U.S. Trustee online at <https://www.pay.gov/public/form/start/672415208> or by check sent to the United States Trustee Payment Center, P.O. Box 6200-19, Portland, Oregon, 97228-6200 and shall furnish evidence of such payment to the Office of the United States Trustee (the “U.S. Trustee”), via email to Jayson B. Ruff at Jayson.b.ruff@usdoj.gov. The payment shall reflect the Debtors’ account numbers and shall be transmitted with a “Chapter 11 Quarterly Disbursement and Fee Report” available from the U.S. Trustee.

8. On or before October 31, 2021, the Plan Administrator shall file post confirmation reports for the quarter ending on September 30, 2021, pertaining to the Liquidation Trust's disbursements relating to the Affiliate Cases for that period. The Plan Administrator shall make reasonable, good faith, efforts to coordinate with the Affiliate Debtors in the preparation of post confirmation reports for the period starting on July 1, 2021 through the date of entry of the Final Decree, pertaining to the Affiliate Debtors' own disbursements for that period, and file such Affiliate Debtors' reports on or before October 31, 2021. In coordinating with the Affiliate Debtors and filing such post confirmation reports on behalf of the Affiliate Debtors, the Plan Administrator and its professionals, agents, and successors, shall not be deemed responsible for the accuracy of such post confirmation reports. The quarterly fees under 28 U.S.C. § 1930(a)(6)(A) and (B) that become due and payable on disbursements made through the date of entry of this Final Decree relating to the Affiliate Cases together with accrued interest, if any, shall be timely paid by the Plan Administrator by timely remitting payment to the U.S. Trustee online at <https://www.pay.gov/public/form/start/672415208> or by check sent to the United States Trustee Payment Center, P.O. Box 6200-19, Portland, Oregon, 97228-6200, and furnishing evidence of such payment to the U.S. Trustee via email to Jayson B. Ruff at Jayson.b.ruff@usdoj.gov. The payment shall reflect the Affiliate Debtors' account numbers and shall be transmitted with a "Chapter 11 Quarterly Disbursement and Fee Report" available from the U.S. Trustee. This Court shall retain jurisdiction to enforce fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

9. Any Remaining Matters, including, without limitation, any pending or future contested matters or adversary proceedings, whether or not they pertain to the Open Case or Affiliate Cases, including any Claims Objections with respect to Claims against the Affiliate Debtors or adversary proceedings relating to the Affiliate Debtors or Affiliate Cases, shall be filed,

administered, and adjudicated in the Open Case without the need to reopen the Affiliate Cases and the Court shall retain jurisdiction over the Remaining Matters. Any failure of the Plan Administrator or Reorganized Debtors to file an objection to any Claim or Interest in the Affiliate Cases on or prior to entry of this Final Decree shall not constitute allowance of the Claim or Interest and shall not result in such Claim or Interest being deemed Allowed against or in any Debtor or Reorganized Debtor. The Plan Administrator is authorized to amend the Schedules and Statements of Financial Affairs filed by the Affiliate Debtors by filing such amendment in the Lead Case provided, however, that the Plan Administrator shall give the Reorganized Debtors notice of any such proposed amendment not less than five (5) business days prior to filing.

10. This Final Decree is intended to facilitate the administration of the Affiliate Cases only and shall not have or be deemed to have any substantive effect whatsoever upon any of the Cases except as expressly provided herein. Nor shall this Final Decree modify, or be deemed to modify, any order of this Court previously entered in the Cases except for the Joint Administration Order as provided in Paragraphs 4 and 5 of this Final Decree.

11. The Plan Administrator, the Reorganized Debtors, and their respective agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

12. Notwithstanding anything to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

13. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Final Decree.

Dated: _____, 2021

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1
QUARTERLY FEE ACCOUNT RECONCILIATIONS
FOR DISBURSEMENTS THROUGH JUNE 30, 2021



Chapter 11 Quarterly Fee Information and Collection System (FICS)
US Trustees, US Department of Justice

Account Reconciliation

Field Office: 07 01 Houston, TX

Case #: 414-20-31973	CPC: 06-18-20	OCS: A	Billed(\$):	784,049.01
Debtor: CARBO CERAMICS, INC.	CDC:	CTO:	Fees(\$):	780,894.00
Opened: 03-29-20	Closed:	CBC:	Interest(\$):	3,155.01
		TIN:	Payments(\$):	-324,437.37
			Principal(\$):	-321,912.37
			Interest(\$):	-2,525.00
			Balance(\$):	459,611.64

Quarterly Fees and Disbursements

Quarter	Disbursements (\$)	Fee (\$)
1-2020	0	325
2-2020	38,780,102	250,000
3-2020	23,785,071	237,851
4-2020	18,079,650	180,797
1-2021	11,143,610	111,436
2-2021	121,197	485

Payments

Batch/Trans ID	Date	Type Code	Payment(\$)
01-024	05-04-20	PMTLB	-325.00
26PJEL32	08-03-20	PMTLB	-250,000.00
01-002	04-15-21	PMTLB	-71,587.37
26T0DOV3	08-12-21	PMTLBINT	-2,525.00

Interest

Transaction Date	Assessment Period	Days	Interest Rate	Amount (\$)
09-07-21	08-01-21 through 08-31-21	31	1%	389.82
08-06-21	07-01-21 through 07-31-21	31	1%	389.41
07-06-21	05-01-21 through 06-30-21	61	1%	766.26
05-07-21	05-01-20 through 04-30-21	365	1%	1,609.52



Chapter 11 Quarterly Fee Information and Collection System (FICS)

US Trustees, US Department of Justice

Account Reconciliation

Field Office: 07 01 Houston, TX

Case #: 414-20-31974	CPC: 06-18-20	OCS: 414-20-31973 A	Billed(\$): 116,492.89
Debtor: ASSET GUARD PRODUCTS INC.	CDC:	CTO:	Fees(\$): 116,053.00
Opened: 03-29-20	Closed:	CNV:	Interest(\$): 439.89
		TIN:	Payments(\$): -31,554.65
			Principal(\$): -31,554.65
			Interest(\$): 0.00
			Balance(\$): 84,938.24

Quarterly Fees and Disbursements

Quarter	Disbursements (\$)	Fee (\$)
1-2020	0	325
2-2020	3,122,964	31,230
3-2020	1,735,811	17,358
4-2020	2,787,777	27,878
1-2021	3,901,161	39,012
2-2021	14,872	250

Payments

Batch/Trans ID	Date	Type Code	Payment(\$)
26OOLF0P	04-23-20	PMTLB	-325.00
26PJ3S91	07-31-20	PMTLB	-31,229.65

Interest

Transaction Date	Assessment Period	Days	Interest Rate	Amount (\$)
09-07-21	08-01-21 through 08-31-21	31	1%	71.77
08-06-21	07-01-21 through 07-31-21	31	1%	71.55
07-06-21	05-01-21 through 06-30-21	61	1%	140.80
05-07-21	08-01-20 through 04-30-21	273	1%	155.77



Chapter 11 Quarterly Fee Information and Collection System (FICS)

US Trustees, US Department of Justice

Account Reconciliation

Field Office: 07 01 Houston, TX

Case #: 414-20-31975	CPC: 06-18-20	OCS: 414-20-31973 A	Billed(\$):	16,883.75
Debtor: STRATAGEN, INC.	CDC:	CTO:	Fees(\$):	16,825.00
Opened: 03-29-20	CNV:	CBC:	Interest(\$):	58.75
Closed:		TIN:	Payments(\$):	-5,200.00
			Principal(\$):	-5,200.00
			Interest(\$):	0.00
			Balance(\$):	11,683.75

Quarterly Fees and Disbursements

Quarter	Disbursements (\$)	Fee (\$)
1-2020	0	325
2-2020	520,121	4,875
3-2020	218,971	1,625
4-2020	333,140	4,875
1-2021	796,499	4,875
2-2021	0	250

Payments

Batch/Trans ID	Date	Type Code	Payment(\$)
26OOLF3B	04-23-20	PMTLB	-325.00
26PJ3SAV	07-31-20	PMTLB	-4,875.00

Interest

Transaction Date	Assessment Period	Days	Interest Rate	Amount (\$)
09-07-21	08-01-21 through 08-31-21	31	1%	9.87
08-06-21	07-01-21 through 07-31-21	31	1%	9.66
07-06-21	05-01-21 through 06-30-21	61	1%	19.01
05-07-21	08-01-20 through 04-30-21	273	1%	20.21