

**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 (DRJ)
: (Jointly Administered)
Reorganized Debtors. : (Formerly Jointly Administered under Lead
: Case: Hi-Crush Inc., Case No. 20-33495)²
----- X

REORGANIZED DEBTORS’ FIFTEENTH OMNIBUS OBJECTION TO CERTAIN CLAIMS (NO LIABILITY CLAIMS, SATISFIED CLAIMS, AND AMENDED CLAIMS)

This objection seeks to disallow certain claims. Claimants receiving this objection should locate their names and claims on Schedule 1, Schedule 2, and Schedule 3 attached to the proposed form of order attached to this objection. If you do not file a response within 30 days after the objection was served on you, your claim may be disallowed without a hearing.

A hearing will be conducted on this matter on December 10, 2021 at 9:30 a.m. (prevailing Central Time) in Courtroom 400, 4th floor, United States Bankruptcy Court for the Southern District of Texas, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will be by audio and video connection.

Audio communication will be by use of the Court’s dial-in facility. You may access the facility at 832-917-1510. Once connected, you will be asked to enter the conference room number. Judge Jones’ conference room number is 205691. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Jones’ home page. The meeting code is “JudgeJones”. Click the settings icon in the upper right corner and enter your name under the personal information setting.

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: Hi-Crush Inc. (0530), OnCore Processing LLC (9403), Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC (5797), D & I Silica, LLC (9957), Hi-Crush Blair LLC (7094), Hi-Crush LMS LLC, Hi-Crush Investments Inc. (6547), Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC (0770), Hi-Crush PODS LLC, Hi-Crush Canada Inc. (9195), Hi-Crush Holdings LLC, Hi-Crush Services LLC (6206), BulkTracer Holdings LLC (4085), Pronghorn Logistics Holdings, LLC (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Reorganized Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.

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.



Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the “Electronic Appearance” link on Judge’s home page. Select the case name, complete the required fields and click “Submit” to complete your appearance.

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within 30 days from the date this objection was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

The above-captioned reorganized debtors (collectively, the “**Debtors**” or “**Reorganized Debtors**,” as applicable) respectfully state the following in support of this omnibus claims objection (this “**Objection**”):

RELIEF REQUESTED

1. By this Objection, the Reorganized Debtors seek entry of an order (the “**Order**”), substantially in the form attached hereto, disallowing each of the claims identified on **Schedule 1** (the “**No Liability Claims**”), **Schedule 2** (the “**Satisfied Claims**”), and **Schedule 3** (the “**Amended Claims**”) to the Order (collectively, the “**Disputed Claims**”) in their entirety for the following reasons:

- a. a review of the Reorganized Debtors’ books and records show that the Reorganized Debtors do not owe any amounts to the claimants on account of the No Liability Claims listed on **Schedule 1**;
- b. each Satisfied Claim listed on **Schedule 2** was satisfied or released prior to the Petition Date (as defined below) or during the course of these chapter 11 cases;
- c. each Amended Claim listed on **Schedule 3** was amended and superseded by a subsequently filed proof of claim by the claimant on account of the same liability;

2. In support hereof, the Reorganized Debtors submit the declaration of Jeffrey Sielinski, Senior Director of Alvarez and Marsal North America, LLC (the “**Sielinski Declaration**”), attached here as **Exhibit A**.

JURISDICTION AND VENUE

3. 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.

4. The bases for the relief requested herein are sections 105(a) and 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), rule 3007-1(b) of the Bankruptcy Local Rules for the Southern District of Texas, and the Procedures for Complex Cases in the Southern District of Texas.

BACKGROUND

5. 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* [Docket No. 24]³ (the “**First Day Declaration**”), filed on the Petition Date.

6. On August 15, 2020, the Debtors filed their *Joint Plan of Reorganization for Hi-Crush Inc. and Its Affiliate Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 289] (as may be amended, modified, or supplemented, the “**Plan**”). On September 23, 2020, the Court

³ All references to “Docket No.” refer to the docket in the former lead case of Hi-Crush Inc., Case No. 20-33495 unless otherwise indicated.

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* [Docket No. 420] (the “**Confirmation Order**”).

7. The Plan provides that the Reorganized Debtors are authorized to object to scheduled claims and proofs of claim and interests. *See* Plan Article VIII. On October 9, 2020, the Plan was substantially consummated, and the Effective Date (as defined in the Plan) occurred. *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* [Docket No. 452] (the “**Notice of Effective Date**”).

8. On August 11, 2020, the Debtors filed their respective schedules of assets and liabilities (“**Schedules**”) and statements of financial affairs, pursuant to Bankruptcy Rule 1007. *See* Docket Nos. 231-274.

9. On July 13, 2020, the Court entered the *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. 88] (the “**Bar Date Order**”) pursuant to which the Court, among other things, established August 16, 2020, at 5:00 p.m. (prevailing Central Time) (the “**General Bar Date**”), as the deadline for all non-governmental entities⁴ holding or wishing to assert a “claim” (as defined in section 101(15) of the Bankruptcy Code).

10. Notice of the Bar Dates was provided to all known creditors on July 16, 2020, including to the registered holders of the Debtors’ equity interests. *See Certificate of Service*

⁴ The deadline for all governmental units asserting a “claim” (as defined in section 101(15) of the Bankruptcy Code) against the Reorganized Debtors that arose on or prior to the Petition Date to file written proof of such claim was January 8, 2021, at 5:00 p.m. (prevailing Central Time) (together with the General Bar Date, the “**Bar Dates**”).

[Docket No. 170]. In addition, notice of the Bar Dates was provided via publication in the national edition of the *Wall Street Journal* and the *Houston Chronicle* on July 17, 2020. See *Affidavits of Publication* [Docket Nos. 165 and 166].

11. On October 16, 2020, the Reorganized Debtors filed the *Reorganized Debtors' Motion for Entry of an Order Approving Omnibus Claims Objection Procedures and Filing of Substantive Omnibus Claim Objections* [Docket No. 456] (the "**Omnibus Procedures Motion**") seeking approval of certain omnibus claims objection procedures (the "**Omnibus Objection Procedures**"). On November 10, 2020, the Court entered an order granting the Omnibus Procedures motion [Docket No. 477] (the "**Omnibus Procedures Order**") and approving the Omnibus Objection Procedures.

THE DISPUTED CLAIMS

12. Based on the Reorganized Debtors' review of their books and records and the filed proofs of claims, the Reorganized Debtors object to the Disputed Claims for the Reasons set forth below. Accordingly, the Reorganized Debtors request that the Court enter the Order disallowing the Disputed Claims as set forth on **Schedule 1**, **Schedule 2**, and **Schedule 3** to the Order

I. No Liability Claims

13. The Reorganized Debtors object to the No Liability Claims because the Reorganized Debtors have determined, based on a thorough review of their books and records, that the Reorganized Debtors do not owe any amounts to the claimants on account of the No Liability Claims. In particular, the No Liability Claims were filed on account of estimated taxes owed by the Reorganized Debtors. However, upon filing the appropriate returns, no amounts were owed to the claimants. Accordingly, the Reorganized Debtors request that the Court enter the Order, disallowing the No Liability Claims listed on **Schedule 1**.

II. Satisfied Claims

14. The Reorganized Debtors object to the Satisfied Claims because the Reorganized Debtors have determined, based on a thorough review of their books and records, that the Satisfied Claims have been satisfied (or released) in full either before or after the Petition Date and that no further distributions are required on account of such satisfied (or released) amounts. In particular, the Satisfied Claims are claims of taxing authorities that were paid by the Reorganized Debtors. Accordingly, the Reorganized Debtors request that the Court enter the Order, disallowing the Satisfied Claims on **Schedule 2**.

III. Amended Claims

15. The Reorganized Debtors object to the “Amended Claims” listed in the column labeled “Claims to be Disallowed” on **Schedule 3** to the Order because the Reorganized Debtors have determined that each Amended Claim has been amended and superseded by a subsequently filed proof of claim by the claimant on account of the same liability. Accordingly, the Reorganized Debtors request that the Court enter the Order, disallowing the Amended Claims listed in the column labeled “Claims to be Disallowed” on **Schedule 3**.

16. For the avoidance of doubt, this Objection does not affect the Remaining Claims (i.e., those claims listed in the “Remaining Claims” columns on **Schedule 3** to the Order). However, the Reorganized Debtors retain the right to object to the Remaining Claims on any applicable grounds.

BASIS FOR RELIEF

17. Section 502(a) of the Bankruptcy Code provides, in pertinent part, as follows: “[a] claim or interest, proof of which is filed under section 501 of [the Bankruptcy Code], is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502. Moreover, section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed if “such claim is

unenforceable against the debtor and property of the debtor, under any agreement or applicable law” 11 U.S.C. § 502(b)(1).

18. Bankruptcy Rule 3007 provides certain grounds upon which “objections to more than one claim may be joined in an omnibus objection,” which includes when “the objections are based solely on the grounds that the claims should be disallowed, in whole or in part, because . . . they were not timely filed [or] they have been satisfied or released during the case in accordance with the Code, applicable rules, or a court order.” Fed. R. Bankr. P. 3007(d).

19. As set forth in Bankruptcy Rule 3001(f), a properly executed and filed proof of claim constitutes *prima facie* evidence of the validity and the amount of the claim under section 502(a) of the Bankruptcy Code. *See, e.g., In re Jack Kline Co., Inc.*, 440 B.R. 712, 742 (Bankr. S.D. Tex. 2010). A proof of claim loses the presumption of *prima facie* validity under Bankruptcy Rule 3001(f) if an objecting party refutes at least one of the allegations that are essential to the claim’s legal sufficiency. *See In re Fidelity Holding Co., Ltd.*, 837 F.2d 696, 698 (5th Cir. 1988). Once such an allegation is refuted, the burden reverts to the claimant to prove the validity of its claim by a preponderance of the evidence. *Id.* Despite this shifting burden during the claim objection process, “the ultimate burden of proof always lies with the claimant.” *In re Armstrong*, 347 B.R. 581, 583 (Bankr. N.D. Tex. 2006) (citing *Raleigh v. Ill. Dep’t of Rev.*, 530 U.S. 15 (2000)).

20. For the reasons set forth above, as supported by the Sielinski Declaration, the Reorganized Debtors respectfully request that the Court enter the Order sustaining this Objection and disallowing the Disputed Claims. Failure to do so could result in the claimants receiving unwarranted or duplicate recoveries from the Reorganized Debtors—to the detriment of legitimate creditors.

RESERVATION OF RIGHTS

21. This Objection is without prejudice to the rights of the Reorganized Debtors or any other party in interest to object to the Disputed Claims on any grounds whatsoever, and the Reorganized Debtors expressly reserve all further substantive or procedural objections they may have.

SEPARATE CONTESTED MATTER

22. To the extent that a response is filed regarding any Disputed Claim and the Reorganized Debtors are unable to resolve any such response, each such Disputed Claim, and the Objection as it pertains to such Disputed Claim, will constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Further, the Reorganized Debtors request that any order entered by the Court regarding an objection or other reply asserted in response to this Objection be deemed a separate order with respect to each claim.

[Remainder of page intentionally left blank]

Dated: October 26, 2021
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

Fax: 713-220-4285

Email: pguffy@HuntonAK.com

taddavidson@HuntonAK.com

josephrovira@HuntonAK.com

ashleyharper@HuntonAK.com

-and-

George A. Davis (admitted *pro hac vice*)

Keith A. Simon (admitted *pro hac vice*)

David A. Hammerman (admitted *pro hac vice*)

Annemarie V. Reilly (admitted *pro hac vice*)

Hugh K. Murtagh (admitted *pro hac vice*)

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

Counsel for the Reorganized Debtors

CERTIFICATE OF SERVICE

I certify that on October 26, 2021, 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

Exhibit A

Sielinski Declaration

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

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

**DECLARATION OF JEFFREY SIELINSKI IN SUPPORT OF
REORGANIZED DEBTORS’ FIFTEENTH OMNIBUS OBJECTION TO CERTAIN
CLAIMS (NO LIABILITY CLAIMS, SATISFIED CLAIMS, AND AMENDED CLAIMS)**

I, Jeffrey Sielinski, hereby declare under penalty of perjury:

1. I am a Senior Director with Alvarez & Marsal North America, LLC, (“**A&M**”), a restructuring advisory services firm with numerous offices throughout the country.³ I, along with my colleagues at A&M, have been engaged by the Reorganized Debtors to provide various restructuring and financial services. In my current position with the Reorganized Debtors, I am responsible for all claims management related matters. I am generally familiar with the Reorganized Debtors’ day-to-day operations, financing arrangements, business affairs, and books and records that reflect, among other things, the Reorganized Debtors’ liabilities and the amount

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: Hi-Crush Inc. (0530), OnCore Processing LLC (9403), Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC (5797), D & I Silica, LLC (9957), Hi-Crush Blair LLC (7094), Hi-Crush LMS LLC, Hi-Crush Investments Inc. (6547), Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC (0770), Hi-Crush PODS LLC, Hi-Crush Canada Inc. (9195), Hi-Crush Holdings LLC, Hi-Crush Services LLC (6206), BulkTracer Holdings LLC (4085), Pronghorn Logistics Holdings, LLC (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Reorganized Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.

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 otherwise defined in this Declaration have the meanings given to them in the Objection.

thereof owed to their creditors as of the Petition Date and afterwards. I am above 18 years of age, and I am competent to testify.

2. I submit this declaration (this “**Declaration**”) in support of the *Reorganized Debtors’ Fifteenth Omnibus Objection to Certain Claims (No Liability Claims, Satisfied Claims, and Amended Claims)* (the “**Objection**”) and am directly, or by and through the Reorganized Debtors’ advisors and personnel, familiar with the information contained therein and the Disputed Claims. I am authorized to submit this declaration on the Reorganized Debtors’ behalf. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge of the Reorganized Debtors’ operations and finances, information learned from my review of relevant documents, and information I have received from other members of the Reorganized Debtors’ management, the Reorganized Debtors’ employees or the Reorganized Debtors’ advisors. As to matters regarding state and federal law, including bankruptcy law, I have relied on the advice of counsel. If I were called upon to testify, I could and would testify competently to the facts set forth in this Declaration on that basis.

3. To the best of my knowledge, information, and belief, insofar as I have been able to ascertain after reasonable inquiry, considerable time and resources have been expended to ensure a high level of diligence in reviewing and reconciling the proofs of claim filed against the Reorganized Debtors in the chapter 11 cases. In evaluating the Disputed Claims, the Reorganized Debtors and/or their advisors thoroughly reviewed the Reorganized Debtors’ books and records and the Disputed Claims (as well as any supporting documentation) and have determined that the Disputed Claims should be disallowed in their entirety for the reasons set forth in the Objection.

4. Failure to do so could result in such claimants receiving an unwarranted or duplicate recovery—to the detriment of similarly situated creditors with legitimate claims. Thus, I believe that disallowance of the Disputed Claims in their entirety is appropriate.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: October 26, 2021

Respectfully submitted,

/s/ Jeffrey Sielinski

Jeffrey Sielinski, Senior Director
Alvarez & Marsal North America, LLC

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

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

**ORDER SUSTAINING REORGANIZED
DEBTORS’ FIFTEENTH OMNIBUS OBJECTION TO CERTAIN CLAIMS
(NO LIABILITY CLAIMS, SATISFIED CLAIMS, AND AMENDED CLAIMS)
[Relates to Objection at Docket No. ____]**

Upon the objection (the “**Objection**”)³ of the above-captioned reorganized debtors (collectively, the “**Reorganized Debtors**”) seeking entry of an order (this “**Order**”) disallowing the Disputed Claims in their entirety, all as more fully set forth in the Objection; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: Hi-Crush Inc. (0530), OnCore Processing LLC (9403), Hi-Crush Augusta LLC (0668), Hi-Crush Whitehall LLC (5562), PDQ Properties LLC (9169), Hi-Crush Wyeville Operating LLC (5797), D & I Silica, LLC (9957), Hi-Crush Blair LLC (7094), Hi-Crush LMS LLC, Hi-Crush Investments Inc. (6547), Hi-Crush Permian Sand LLC, Hi-Crush Proppants LLC (0770), Hi-Crush PODS LLC, Hi-Crush Canada Inc. (9195), Hi-Crush Holdings LLC, Hi-Crush Services LLC (6206), BulkTracer Holdings LLC (4085), Pronghorn Logistics Holdings, LLC (5223), FB Industries USA Inc. (8208), PropDispatch LLC, Pronghorn Logistics, LLC (4547), and FB Logistics, LLC (8641). The Reorganized Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.

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 herein but not defined shall have the meanings ascribed to such terms in the Objection.

1409; and it appearing that the Reorganized Debtors' notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Objection; and all responses, if any, to the Objection having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. Each Disputed Claim (i.e., those claims listed on **Schedule 1**, **Schedule 2**, and **Schedule 3** hereto) is disallowed in its entirety.

2. Kurtzman Carson Consultants LLC, as claims agent, is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Order.

3. The Reorganized Debtors and Kurtzman Carson Consultants LLC are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

4. Each Disputed Claim and the objections by the Reorganized Debtors to each Disputed Claim constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each Disputed Claim.

5. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

Signed: _____, 2021

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

No Liability Claims

Hi-Crush Permian Sand LLC, et al. 20-33505 (DRJ)
 Fifteenth Omnibus Objection
 Schedule 1 - No Liability Claims

NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1 DEPARTMENT OF TREASURY - INTERNAL REVENUE SERVICE INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101-7346	12/11/2020	Hi-Crush Investments Inc.	832	\$ 10,000.00	Proof of Claim asserts a \$10,000.00 estimated corporate tax liability for the tax periods ending 12/31/2018 and 12/31/2019. The Debtor filed its 12/31/2018 Form 1120 return and no tax was due to the claimant. The Debtor also filed its final tax return for the tax period ended 5/31/2019 and no tax was due to the claimant. As this was the Debtor's final return there was no return filing requirement for the tax period ended 12/31/2019. As such, the Debtors believe claim 832 should be disallowed.
2 DEPARTMENT OF TREASURY - INTERNAL REVENUE SERVICE INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101-7346	12/14/2020	Hi-Crush Proppants LLC	833	\$ 10,000.00	Proof of Claim asserts a \$10,000.00 estimated corporate tax liability for the tax period ending 10/31/2019. The Debtor filed its final tax return for the tax period ended 10/21/2018 and no tax was due to the claimant. As this was the Debtor's final return there was no return filing requirement for the tax period ended 10/31/2019. As such, the Debtors believe claim 833 should be disallowed.
3 LOUISIANA WORKFORCE COMMISSION STACEY WRIGHT-JOHNSON 1001 NORTH 23RD STREET BATON ROUGE, LA 70802	8/13/2020	Hi-Crush Services LLC	479	\$ 850.38	Proof of Claim asserts a liability of \$850.38 for unpaid unemployment taxes. The Debtors have resolved any unpaid balances associated with this claim and have no outstanding liability. As such, the Debtors believe claim 479 should be disallowed.
TOTAL				\$ 20,850.38	

Schedule 2

Satisfied Claims

Hi-Crush Permian Sand LLC, et al. 20-33505 (DRJ)
Fifteenth Omnibus Objection
Schedule 2 - Satisfied Claims

NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT	REASON FOR SATISFACTION
1 DEPARTMENT OF TREASURY - INTERNAL REVENUE SERVICE INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101-7346	12/3/2020	20-33495 (DRJ)	Hi-Crush Inc.	830	\$ 129,473.40	Proof of Claim asserts an amount of \$129,473.40 for unpaid taxes. Claim has been satisfied in full pursuant payment made under First Day Relief via check number 14377 dated 04/28/2021.
2 DEPARTMENT OF TREASURY - INTERNAL REVENUE SERVICE INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101-7346	9/13/2021	20-33498 (DRJ)	Hi-Crush Whitehall LLC	851	\$ 700.00	Proof of Claim asserts a liability for unpaid partnership taxes for the periods 2014 - 2020. This claim is duplicative of claim 781. The Debtors have allowed claim 781 as filed and made the full distribution to the claimant pursuant the Debtors' confirmed Joint Plan of Reorganization. As such, claim 851 has been satisfied.
3 HARRIS COUNTY, ET AL TARA L. GRUNDEMEIER LINEBARGER GOGGAN BLAIR & SAMPSON, LLP PO BOX 3064 HOUSTON, TX 77253-3064	7/29/2020	20-33511 (DRJ)	BulkTracer Holdings LLC	122	\$ 165.46	Proof of Claim asserts an amount of \$165.46 for unpaid taxes. Claim has been satisfied in full pursuant payment made under First Day Relief via electronic payment on 06/15/2021.
4 LOUISIANA WORKFORCE COMMISSION STACEY WRIGHT-JOHNSON 1001 NORTH 23RD STREET BATON ROUGE, LA 70802	8/13/2020	20-33511 (DRJ)	BulkTracer Holdings LLC	481	\$ 24.31	Proof of Claim asserts an amount of \$24.31 for unpaid taxes. Claim has been satisfied in full pursuant payment made under First Day Relief via check number 15096 dated 08/19/2021.
5 NM TAXATION & REVENUE DEPARTMENT PO BOX 8575 ALBUQUERQUE, NM 87198-8575	1/13/2021	20-33510 (DRJ)	Hi-Crush Services LLC	842	\$ 132.03	Proof of Claim asserts an amount of \$132.03 for unpaid taxes. Claim has been satisfied in full pursuant payment made under First Day Relief via electronic payment on 05/27/2021.
TOTAL					\$ 130,495.20	

Schedule 3

Amended Claims

Hi-Crush Permian Sand LLC, et al. 20-33505 (DRJ)
 Fifteenth Omnibus Objection
 Schedule 3 - Amended Claims

CLAIMS TO BE DISALLOWED

REMAINING CLAIMS

	NAME	DATE FILED	CASE NUMBER / DEBTOR	CLAIM #	CLAIM AMOUNT	NAME	DATE FILED	CASE NUMBER / DEBTOR	CLAIM #	CLAIM AMOUNT
1	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 -2952	08/03/20	Hi-Crush Proppants LLC 20-33506 (DRJ)	128	\$ 6,067.83	FRANCHISE TAX BOARD BANKRUPTCY SECTION MS A340 PO BOX 2952 SACRAMENTO, CA 95812 -2952	06/14/21	Hi-Crush Inc. 20-33495 (DRJ)	850	\$ 3,929.56