



ENTERED
01/27/2021

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

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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
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**ORDER SUSTAINING REORGANIZED DEBTORS’ FOURTH, FIFTH, SIXTH,
AND SEVENTH OMNIBUS OBJECTIONS TO CERTAIN CLAIMS (EQUITY CLAIMS)**
[Relates to Docket Nos. 494, 495, 496, & 497]³

Upon the objections (the “**Objections**”)⁴ of the above-captioned reorganized debtors (collectively, the “**Reorganized Debtors**”) seeking entry of an order (this “**Order**”) disallowing and expunging the Equity Claims, all as more fully set forth in the Objections; 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

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* [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 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.

⁴ Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Objections.



this proceeding and the Objections in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the Debtors' notice of the Objections and opportunity for a hearing on the Objections were appropriate under the circumstances and no other notice need be provided; and upon the hearing held on January 25, 2021; and the Court having reviewed the Objections; and all responses, if any, to the Objections having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Objections 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 Equity Claim (i.e., each claim listed on **Schedule 1** 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. Each Equity Claim and the objections by the Reorganized Debtors to each Equity Claim constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each Equity Claim.

4. 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 Objections.

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

Signed: January 27, 2021.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Equity Claims

Hi-Crush Inc., et al. 20-33495 (DRJ)
Fourth, Fifth, Sixth, and Seventh Omnibus Objections (Equity Claims)
Schedule 1

OMNIBUS OBJECTION #	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
1	4 BLASE J FURFARO 19332 E CAMINO DE LA PLACITA TUCSON, AZ 85748	7/31/2020	Hi-Crush Inc.	67	\$ 7,550.79	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
2	4 BLASE J. FURFARO 10332 E. CAMINO DE LA PLACITA TUCSON, AZ 85748	8/6/2020	Hi-Crush Inc.	175	\$ 50,623.03	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
3	4 D GEORGE RICHARDS AND JOAN A RICHARDS 120 W MOUNTAIN ROAD SPARTA, NJ 07871-3526	8/10/2020	Hi-Crush Inc.	314	Undetermined*	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
4	4 DONALD ADLER 3903 NOSTRAND AVE BROOKLYN, NY 11235	8/4/2020	Hi-Crush Inc.	135	\$ 1,700.00	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
5	4 DONALDE WILLIAMS 3286 S CRAPO RD ITHACA, MI 48847-9564	8/11/2020	Hi-Crush Inc.	322	\$ 18,517.00	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
6	5 JOHN F. EPLING 64766 WOODDELL LANE COVE, OR 97824	8/13/2020	Hi-Crush Inc.	428	\$ 495,100.00	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
7	5 JUDY JAWER 3120 SW 187TH TERRACE MIRAMAR, FL 33029	8/10/2020	Hi-Crush Inc.	251	\$ 9,398.00	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
8	6 PETER SPULER 10800 BLACKPOWDER COURT FORT WASHINGTON, MD 20744	8/3/2020	Hi-Crush Inc.	111	\$ 9,000.00	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.

* - Indicates claim contains unliquidated and/or undetermined amounts

Hi-Crush Inc., et al. 20-33495 (DR.J)
 Fourth, Fifth, Sixth, and Seventh Omnibus Objections (Equity Claims)
 Schedule 1

OMNIBUS OBJECTION #	NAME	DATE FILED	DEBTOR	CLAIM #	CLAIM AMOUNT	REASON FOR DISALLOWANCE
9	RAYMOND WEGLEITNER 1865 WALTER ST MAPLEWOOD, MN 55109	8/25/2020	Hi-Crush Inc.	689	\$ 16,900.00	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
10	ROBERT M SHACKELTON SR 120 HUNNS LAKE RD STANFORDVILLE, NY 12581	7/31/2020	Hi-Crush Inc.	77	\$ 8,066.38	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
11	ROSALIE P. ZANATTA 315 LOMITA AVE MILLBRAE, CA 94030	8/13/2020	Hi-Crush Inc.	436	\$ 1,113.78	Pursuant to Bankruptcy Rule 3007(d)(7), the Debtors object to this claim on the grounds that such claim is asserted on account of equity interests held by the claimant and is therefore not a "claim" as defined in section 101(5) of the Bankruptcy Code. Accordingly Debtors believe the claim should be disallowed and expunged in its entirety.
TOTAL					\$ 617,968.98*	

* - Indicates claim contains unliquidated and/or undetermined amounts

United States Bankruptcy Court
Southern District of Texas

In re:
Hi-Crush Inc.
Debtor

Case No. 20-33495-drj
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Jan 27, 2021

User: VrianaPor
Form ID: pdf002

Page 1 of 2
Total Noticed: 31

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jan 29, 2021:

Recip ID	Recipient Name and Address
db	+ Hi-Crush Inc., 1330 Post Oak Blvd., Suite 600, Houston, TX 77056-3166
aty	+ Thomas E. Reilly, Thomas E. Reilly, P.C., 1468 Laurel Drive, Sewickley, PA 15143-8599
cr	Bankruptcy Administr Wells Fargo Vendor Financial, Ricoh USA Program, 1738 Bass Road, P O Box 13708, Macon, GA 31208-3708
cr	+ Bowlin Enterprises, LLC, Kessler Collins, c/o Howard C. Rubin, 2100 Ross Avenue, Suite 750, Dallas, TX 75201-6707
cr	+ Bridge Funding Group, Inc. f/k/a Bridge Capital Le, c/o Arthur Halsey Rice, Esq., 101 Northeast Third Avenue, Suite 1800, Fort Lauderdale, FL 33301-1252
cr	+ C.K. Industries, Inc., Attn: Katherine T. Hopkins, Kelly Hart & Hallman LLP, 201 Main Street, Suite 2500 Fort Worth, TX 76102-3194
cr	+ Caterpillar Financial Services Corporation, 2120 West End Avenue, Nashville, TN 37203-5341
cr	+ Donald Adler, 3903 Nostrand, Brooklyn, NY 11235-2105
cr	+ Donald E Williams, 3286 S. Crapo Road, Ithaca, MI 48847-9564
intp	+ EOG Resources Inc., c/o Sarah Schultz, Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field Street, Suite 1800 Dallas, TX 75201-4675
cr	+ Ector CAD, 112 E Pecan Street, Suite 2200, San Antonio, TX 78205-1588
cr	+ Endeco Engineers, Inc., Kessler Collins, c/o Howard C. Rubin, 2100 Ross Avenue, Suite 750, Dallas, TX 75201-6707
cr	+ Financial Pacific Leasing, Inc., c/o Padfield & Stout, LLP, Joseph D. Austin, 420 Throckmorton Street, Suite 1210, Fort Worth, TX 76102-3792
cr	+ Hood CAD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller, 2777 N. Stemmons Freeway, Suite 1000 Dallas, TX 75207-2328
cr	+ Howard County Tax Office, et al, c/o Laura J. Monroe, Perdue, Brandon, Fielder, Collins & Mott, PO Box 817, Lubbock, TX 79408-0817
cr	+ John Epling, 64766 Woodell Lane, Cove, OR 97824-8426
op	+ Kurtzman Carson Consultants LLC, 222 N Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245-5614
cr	+ Lexon Insurance Company and Endurance American Ins, Harris Beach PLLC, c/o Lee E. Woodard, Esq., 333 West Washing St., Ste. 200, Syracuse, NY 13202-5202
cr	Midland CAD, c/o Tara LeDay, P. O. Box 1269, Round Rock, TX 78680-1269
cr	+ Peter Spuler, Jr, 10800 Blackpowder Court, Fort Washington, MD 20744-7211
cr	RS Energy Group, Inc., c/o Sprouse Law Firm, 901 Mopac Expressway South, Building 1, Suite 300 Austin, TX 78746
cr	+ Sonia Chae United States Securities and Exchange C, 175 W. Jackson Blvd., Suite 1450, Chicago, IL 60604-2710
cr	+ Superior Industries, Inc., c/o Jarrod B. Martin, Chamberlain Hrdlicka, 1200 Smith Street, Suite 1400, Houston, TX 77002-4496
cr	+ Target Logistics Management LLC, c/o Locke Lord LLP, Attn: Elizabeth M. Guffy, 600 Travis, Suite 2800, Houston, TX 77002-2914
cr	Texas Comptroller of Public Accounts, Revenue Acco, Christopher S. Murphy, PO Box 12548, Austin, TX 78711-2548
cr	+ Union Pacific Railroad Co, c/o Tonya W. Conley, 1400 Douglas St, Stop 1580, Omaha, NE 68179-0002
cr	Workforce Safety & Insurance, PO BOX 5585, Bismark, ND 58506-5585

TOTAL: 27

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	Email/Text: houston_bankruptcy@LGBS.com	Jan 27 2021 21:00:00	Cypress-Fairbanks ISD, Linebarger Goggan Blair & Sampson LLP, C/O Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: houston_bankruptcy@LGBS.com	Jan 27 2021 21:00:00	Harris County, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: Bankruptcy@stearnsbank.com	Jan 27 2021 20:59:00	Stearns Bank NA, Attn: Hannah Gilbert, 4140 Thielman Lane, St. Cloud, MN 56301-3968
cr	+ Email/Text: jthompson@westtexasgas.com	Jan 27 2021 20:59:00	West Texas Gas, Inc., 211 N. Colorado, Midland, TX 79701, UNITED STATES 79701-4607

District/off: 0541-4
 Date Rcvd: Jan 27, 2021
 TOTAL: 4

User: VrianaPor
 Form ID: pdf002

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 Total Noticed: 31

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Baker Botts L.L.P.
cr		Ad Hoc Group of Holders
fa		Alvarez & Marsal North America, LLC
cr		Black Mountain Sand LLC
cr		Brett Hodock
cr		CIT Bank, N.A.
cr		Cantor Fitzgerald Securities, as DIP Term Loan Age
cr		Chevron U.S.A. Inc.
cr		Chicago Freight Car Leasing Co.
cr		Crestmark Vendor Finance, a division of MetaBank
cr		D. George Richards
cr		J. Furfaro Blase
cr		JPMORGAN CHASE BANK, N.A.
op		Lazard Freres and Co. LLC
intp		Marc Merrill
cr		Origin Bank
cr		QS Pecos LLLP, 4000 One Williams Ctr, Tulsa
cr		STAAR Logistics, LLC
cr		Tom Winkelmann
cr		Trinity Industries Leasing Co.
intp		U.S. BANK NATIONAL ASSOCIATION
cr		West Epley LLC
cr		Wisconsin Tort Claimants

TOTAL: 23 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jan 29, 2021

Signature: /s/Joseph Speetjens