



ENTERED  
01/21/2021

**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.*,<sup>1</sup> : Case No. 20-33505 (DRJ)  
 : (Jointly Administered)  
 Reorganized Debtors. : (Formerly Jointly Administered under Lead  
 : Case: Hi-Crush Inc., Case No. 20-33495)<sup>2</sup>  
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**ORDER SUSTAINING REORGANIZED DEBTORS’ THIRD  
OMNIBUS OBJECTION TO CERTAIN CLAIMS (MODIFY AND ALLOW CLAIMS)**  
**[Relates to Docket No. 493]<sup>3</sup>**

Upon the objection (the “**Objection**”)<sup>4</sup> of the above-captioned reorganized debtors (collectively, the “**Reorganized Debtors**”) seeking entry of an order (this “**Order**”) modifying and allowing the Disputed Claims in accordance with the terms on **Schedule 1** hereto, 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

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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.

<sup>4</sup> Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Objection.



is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the 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., each claim listed on **Schedule 1** hereto) shall be modified and allowed in accordance with the modifications in the "Modified" column on **Schedule 1** hereto.

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 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.

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 Objection.

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

**Signed: January 15, 2021.**

  
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**DAVID R. JONES**  
**UNITED STATES BANKRUPTCY JUDGE**

**Schedule 1**

**Disputed Claims**

Hi-Crush Inc., et al. 20-33495 (DRJ)

## Third Omnibus Objection (Modify and Allow)

## Schedule 1 – Disputed Claims

NAME	CLAIM#	ASSERTED			CORRECTED		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 ALL AMERICAN DO IT CENTER 1201 N SUPERIOR ST TOMAH, WI 54660	734	Hi-Crush Wyeville Operating LLC	503(b)(9)	\$2,430.02	Hi-Crush Wyeville Operating LLC	503(b)(9)	\$0.00
		Hi-Crush Wyeville Operating LLC	Unsecured	\$292.59	Hi-Crush Wyeville Operating LLC	Unsecured	\$292.59
			Subtotal	\$2,722.61		Subtotal	\$292.59
Reason: Proof of Claim asserts an amount of \$2,722.61 for unpaid invoices. Claim has been partially satisfied pursuant payment made under First Day Relief via electronic payment(s) dated 10/01/2020.							
2 BEST KEPT PORTABLES PO BOX 61 TOMAH, WI 54660	260	Hi-Crush Wyeville Operating LLC	503(b)(9)	\$753.28	Hi-Crush Wyeville Operating LLC	503(b)(9)	\$0.00
					Hi-Crush Wyeville Operating LLC	Unsecured	\$753.28
						Subtotal	\$753.28
Reason: Proof of Claim asserts administrative priority under 11 U.S.C. § 503(b)(9) in the amount of \$753.28. Asserted amount is for rental and service fees, and as such is not entitled to administrative priority.							
3 CULLIGAN 1825 MOBILE DRIVE WINONA, MN 55987	577	Hi-Crush Inc.	503(b)(9)	\$197.59	Hi-Crush Inc.	503(b)(9)	\$0.00
					Hi-Crush Inc.	Unsecured	\$197.59
						Subtotal	\$197.59
Reason: Proof of Claim asserts administrative priority under 11 U.S.C. § 503(b)(9) in the amount of \$197.59. Asserted amount is for rental fees and sales tax, and as such is not entitled to administrative priority.							
4 DUTCHER PHIPPS CRANE AND RIGGING CO. 5004 S. ARIZONA MONAHANS, TX 79756	32	Hi-Crush Proppants LLC	503(b)(9)	\$24,816.00	Hi-Crush Proppants LLC	503(b)(9)	\$0.00
					Hi-Crush Proppants LLC	Unsecured	\$24,816.00
						Subtotal	\$24,816.00
Reason: Proof of Claim asserts administrative priority under 11 U.S.C. § 503(b)(9) in the amount of \$24,816.00. Asserted amount is for labor and services, and as such is not entitled to administrative priority.							
5 GEOFORCE, INC. KRISTIE L BLUMENSCHNEIN 5830 GRANITE PARKWAY, SUITE 1200 PLANO, TX 75024	587	Pronghorn Logistics, LLC	503(b)(9)	\$3,645.60	Pronghorn Logistics, LLC	503(b)(9)	\$0.00
					Pronghorn Logistics, LLC	Unsecured	\$3,645.60
						Subtotal	\$3,645.60
Reason: Proof of Claim asserts administrative priority under 11 U.S.C. § 503(b)(9) in the amount of \$3,645.60. Asserted amount is for subscription fees, and as such is not entitled to administrative priority.							

Hi-Crush Inc., et al. 20-33495 (DRJ)

## Third Omnibus Objection (Modify and Allow)

## Schedule 1 – Disputed Claims

NAME	CLAIM#	ASSERTED			CORRECTED		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
6 IOWA NORTHERN RAILWAY CO MATTHEW WALZ 201 TOWER PARK DRIVE, SUITE 300 WATERLOO, IA 50701	227	D & I Silica, LLC	503(b)(9)	\$15,480.00	D & I Silica, LLC	503(b)(9)	\$0.00
		D & I Silica, LLC	Unsecured	\$15,480.00	D & I Silica, LLC	Unsecured	\$15,480.00
			Subtotal	\$30,960.00		Subtotal	\$15,480.00
Reason: Proof of Claim asserts an amount of \$30,960.00 for unpaid invoices. Claim has been partially satisfied pursuant payment made under First Day Relief via check number(s) 14735 dated 08/26/2020.							
7 KELLEHER, HELMRICH AND ASSOCIATES, INC. 6920 HOHMAN AVENUE HAMMOND, IN 46324	413	Hi-Crush Inc.	503(b)(9)	\$2,900.00	Hi-Crush Inc.	503(b)(9)	\$0.00
					Hi-Crush Inc.	Unsecured	\$2,900.00
						Subtotal	\$2,900.00
Reason: Proof of Claim asserts administrative priority under 11 U.S.C. § 503(b)(9) in the amount of \$2,900.00. Asserted amount is for software services, and as such is not entitled to administrative priority.							
8 NORTHINGTON, JOHN W.B. NORTHINGTON STRATEGY GROUP 1001 4TH ST. SW, #810 WASHINGTON, DC 20024	49	Hi-Crush Inc.	Priority	\$8,000.00	Hi-Crush Inc.	Priority	\$0.00
					Hi-Crush Inc.	Unsecured	\$8,000.00
						Subtotal	\$8,000.00
Reason: Proof of Claim asserts priority under 11 U.S.C. § 507(a)(4) and § 507(a)(7) in the amount of \$8,000.00. Claimant is not an employee and does not assert that it is an individual or corporation with only one employee acting as an independent contractor and earning greater than 75% and therefore is not eligible for priority under 11 U.S.C. § 507(a)(4). In addition, claimant does not hold a deposit towards a purchase, lease, or rental of property and therefore is not eligible for priority under 11 U.S.C. § 507(a)(7).							
9 RELIANT ENERGY RETAIL SERVICES, LLC ATTN BANKRUPTCY DEPT. - SANDRA MARTEL PO BOX 1046 HOUSTON, TX 77251-9995	418	Hi-Crush Permian Sand LLC	503(b)(9)	\$43,006.31	Hi-Crush Permian Sand LLC	503(b)(9)	\$0.00
		Hi-Crush Permian Sand LLC	Unsecured	\$95,825.21	Hi-Crush Permian Sand LLC	Unsecured	\$138,831.52
			Subtotal	\$138,831.52		Subtotal	\$138,831.52
Reason: Proof of Claim asserts administrative priority under 11 U.S.C. § 503(b)(9) in the amount of \$43,006.31. Asserted amount is for electric utility service which is not a transferable good, and as such is not entitled to administrative priority.							
10 TBC. INC. D/B/S TEXAS BEARING COMPANY PO BOX 1579 AMARILLO, TX 79105	104	Hi-Crush Inc.	503(b)(9)	\$713.56	Hi-Crush Inc.	503(b)(9)	\$0.00
		Hi-Crush Inc.	Unsecured	\$13,429.72	Hi-Crush Inc.	Unsecured	\$13,429.72
			Subtotal	\$14,143.28		Subtotal	\$13,429.72
Reason: Proof of Claim asserts an amount of \$14,143.28 for unpaid invoices. Claim has been partially satisfied pursuant payment made under First Day Relief via check number(s) 13517 dated 11/11/2020.							

Hi-Crush Inc., et al. 20-33495 (DRJ)

Third Omnibus Objection (Modify and Allow)

Schedule 1 – Disputed Claims

NAME	CLAIM#	ASSERTED			CORRECTED			
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT	
11 TRI-COUNTY COMMUNICATIONS COOPERATIVE INC CHERYL RUE AND MARY PETERSON 417 5TH AVE N PO BOX 578 STRUM, WI 54770	455	Hi-Crush Inc.	503(b)(9)	\$9,831.16	Hi-Crush Inc.	503(b)(9)	\$0.00	
					Hi-Crush Inc.	Unsecured	\$9,831.16	
						Subtotal	\$9,831.16	
Reason: Proof of Claim asserts administrative priority under 11 U.S.C. § 503(b)(9) in the amount of \$9,831.16. Asserted amount is for telecommunications services, and as such is not entitled to administrative priority.								
12 WYOMING MACHINERY COMPANY DBA WYOMING RENTS CODY FRIEDLAN 5300 W OLD YELLOWSTONE HWY CASPER, WY 82604	543	Pronghorn Logistics, LLC	503(b)(9)	\$2,940.00	Pronghorn Logistics, LLC	503(b)(9)	\$0.00	
		Pronghorn Logistics, LLC	Unsecured	\$2,984.10	Pronghorn Logistics, LLC	Unsecured	\$5,924.10	
			Subtotal	\$5,924.10		Subtotal	\$5,924.10	
Reason: Proof of Claim asserts administrative priority under 11 U.S.C. § 503(b)(9) in the amount of \$2,940.00. Asserted amount is for rental fees and finance charges, and as such is not entitled to administrative priority.								
		TOTAL			\$ 242,725.14	TOTAL		\$ 224,101.56