

ENTERED

November 30, 2021

Nathan Ochsner, Clerk

**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' FIFTEENTH OMNIBUS OBJECTION TO CERTAIN CLAIMS
 (NO LIABILITY CLAIMS, SATISFIED CLAIMS, AND AMENDED CLAIMS)
 [Relates to Objection at Docket No. 149]**

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: November 30, 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