

Fill in this information to identify the case:

Debtor Hi-Crush Services LLC

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number 20-33510

**Official Form 410
Proof of Claim**

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>BHP Billiton Petroleum Deepwater Inc.</u> Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	BHP Billiton Petroleum Deepwater Inc. c/o David C. Martin Porter Hedges LLP 1000 Main St., 36th Floor Houston, TX 77002	
	Contact phone <u>713-226-6000</u>	Contact phone _____
	Contact email <u>egarfias@porterhedges.com</u>	Contact email _____
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 689,422.77. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

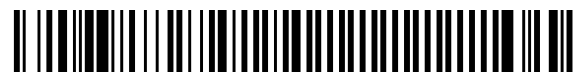
8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.

See attached

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature or property:
 Real estate: If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ 19,481.19

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 01/13/2021
MM / DD / YYYY

/s/Tom Appleman
Signature

Print the name of the person who is completing and signing this claim:

Name Tom Appleman
First name Middle name Last name

Title Petroleum/Legal

Company BHP Billiton Petroleum Deepwater Inc.
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Contact phone _____ Email _____



KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (866) 554-5810 | International (781) 575-2032

Debtor: 20-33510 - Hi-Crush Services LLC		
District: Southern District of Texas, Houston Division		
Creditor: BHP Billiton Petroleum Deepwater Inc. c/o David C. Martin Porter Hedges LLP 1000 Main St., 36th Floor Houston, TX, 77002 Phone: 713-226-6000 Phone 2: Fax: Email: egarfias@porterhedges.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Authorized agent	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: See attached	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 689,422.77	Includes Interest or Charges: No	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: Yes, 19,481.19 Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: Tom Appleman on 13-Jan-2021 5:30:00 p.m. Eastern Time Title: Petroleum/Legal Company: BHP Billiton Petroleum Deepwater Inc.		

United States Bankruptcy Court for the Southern District of Texas

Indicate Debtor against which you assert a claim by checking the appropriate box below. **(Check only one Debtor per claim form.)**

- | | | |
|--|---|--|
| <input type="checkbox"/> Hi-Crush Inc. (Case No. 20-33495) | <input type="checkbox"/> Hi-Crush Holdings LLC (Case No. 20-33509) | <input type="checkbox"/> Hi-Crush Whitehall LLC (Case No. 20-33498) |
| <input type="checkbox"/> BulkTracer Holdings LLC (Case No. 20-33511) | <input type="checkbox"/> Hi-Crush Investments Inc. (Case No. 20-33504) | <input type="checkbox"/> Hi-Crush Wyeville Operating LLC (Case No. 20-33500) |
| <input type="checkbox"/> D & I Silica, LLC (Case No. 20-33501) | <input type="checkbox"/> Hi-Crush LMS LLC (Case No. 20-33503) | <input type="checkbox"/> OnCore Processing LLC (Case No. 20-33496) |
| <input type="checkbox"/> FB Industries USA Inc. (Case No. 20-33513) | <input type="checkbox"/> Hi-Crush Permian Sand LLC (Case No. 20-33505) | <input type="checkbox"/> PDQ Properties LLC (Case No. 20-33499) |
| <input type="checkbox"/> FB Logistics, LLC (Case No. 20-33516) | <input type="checkbox"/> Hi-Crush PODS LLC (Case No. 20-33507) | <input type="checkbox"/> Pronghorn Logistics Holdings, LLC (Case No. 20-33512) |
| <input type="checkbox"/> Hi-Crush Augusta LLC (Case No. 20-33497) | <input type="checkbox"/> Hi-Crush Proppants LLC (Case No. 20-33506) | <input type="checkbox"/> Pronghorn Logistics, LLC (Case No. 20-33515) |
| <input type="checkbox"/> Hi-Crush Blair LLC (Case No. 20-33502) | <input checked="" type="checkbox"/> Hi-Crush Services LLC (Case No. 20-33510) | <input type="checkbox"/> PropDispatch LLC (Case No. 20-33514) |
| <input type="checkbox"/> Hi-Crush Canada Inc. (Case No. 20-33508) | | |

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Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. Who is the current creditor?	BHP Billiton Petroleum (Deepwater) Inc. Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? David C. Martin Porter Hedges LLP 1000 Main Street 36th Floor Houston, TX 77002 (713) 226-6749 dmartin@porterhedges.com	Where should payments to the creditor be sent? (if different) Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Country _____ Contact phone _____ Contact email _____
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
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See Attached Addendum

9. Is all or part of the claim secured? No
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I am the creditor's attorney or authorized agent.

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I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 01/13/2021
MM / DD / YYYY

Appleman, Tom
Digitally signed by Appleman, Tom
DN: cn=Appleman, Tom, o=BHP Billiton Group Operations Pty Ltd, ou=MULTI-ALLOWED
Date: 2021.01.13 13:46:50 -08'00'

Signature

Print the name of the person who is completing and signing this claim:

Name Tom Appleman
First name Middle name Last name

Title Petroleum/Legal

Company BHP Billiton Petroleum (Deepwater) Inc.
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1500 Post Oak Boulevard
Number Street

Houston Texas 77056 USA
City State ZIP Code Country

Contact phone (248) 762-4822 Email tom.appleman@bhp.com

PROOF OF CLAIM ADDENDUM

This Proof of Claim is submitted by BHP Billiton Petroleum (Deepwater) Inc. (“Claimant”) and all others claiming by or through it and all successors and assigns, to preserve and claim amounts owed by Hi-Crush Services LLC (the “Debtor”). This Proof of Claim is filed as an unsecured claim. Claimant expressly preserves and asserts, to the extent not stayed by 11 U.S.C. § 362, any right of setoff and demands adequate protection thereof.

Prior to the Petition Date, Claimant and the Debtor entered into that certain Sublease Agreement, dated as of October 19, 2017, for certain premises in the building located at 1330 Post Oak Boulevard, Houston, Texas 77056 (including any agreements, master leases, subleases, riders, schedules, certificates, memoranda, amendments supplements, guaranties, and any other document related thereto, the “Lease”).

As of the Petition Date, Debtor owed Claimant \$19,481.19 for rent and related charges. Furthermore, Claimant also files its claim for rejection damages based on the Debtor’s rejection of the Lease (the “Rejection Damages”). Pursuant to 11 U.S.C. § 502(b)(6), the Rejection Damages are capped at \$669,941.58.

The total claim amount owed by the Debtor is \$689,422.77 (the “Claim Amount”). A copy of the invoice supporting the amount of Claimant’s pre-petition claim is attached hereto as **Exhibit A**.

A copy of the Lease may be obtained upon written request to David C. Martin, Porter Hedges LLP, 1000 Main Street, 36th Floor, Houston, Texas 77002 and upon entry into an appropriate protective order. All requests for further information may be made by written request to Mr. Martin.

In filing this Proof of Claim, Claimant does not waive any right or rights it may have against any other entities, person or persons liable for all or any part of the claims described herein.

This Proof of Claim is filed to protect Claimant from any potential forfeiture of its claim by reason of the bar date for claims in this case. Filing this Proof of Claim is not:

a. a waiver or release of Claimant's rights or claims against any person, entity or property;

b. a waiver or release of Claimant's right to trial by jury in any proceeding as to any matters so triable, whether or not the same are designated legal or equitable rights in any case, controversy or proceeding relating hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2)(H), and whether such jury trial right is pursuant to statute or the United States Constitution;

c. a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court Judge;

d. a waiver or release of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceedings commenced with respect thereto or any other proceeding which may be commenced in this case against or otherwise involving Claimant; or

e. an election of remedy.

TAX INVOICE



Invoice to:
Hi-Crush Services LLC
1330 Post Oak Blvd
HOUSTON TX 77056
USA

BHP Billiton Petroleum (Deepwater) Inc.
1360 Post Oak Boulevard
Suite 150
Houston TX 77056-3020

Co. Code/Invoice Number : PI00/00002107
Date : 29/06/2020
Customer Reference No. : 8006078
Page : 1 of 1

Our Ref	Description	Tax Rate	Amount	Tax	Total
1800007337	Base Rent - July 2020				26,125.25
	Estimated OpEx - July 2020				28,776.28
Grand Total			54,901.53	0.00	54,901.53

Tax Code

YM USA: Output Tax Not Relevant

YZ USA: Input Tax Not Relevant

Payment Term

Within 30 days Due net

Bank Information

Bank name: Bank Of America

Account number: [REDACTED]

Wire ABA [REDACTED]

EFT ABA [REDACTED]

Remarks : When remitting payment kindly quote our invoice number as stated above.

Please email your remittance to :

SundryARGASKL@bhp.com