

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

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In re:	:	Chapter 11
	:	
HI-CRUSH INC., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

**REORGANIZED DEBTORS' MOTION FOR ENTRY OF AN ORDER
APPROVING OMNIBUS CLAIMS OBJECTION PROCEDURES
AND FILING OF SUBSTANTIVE OMNIBUS CLAIM OBJECTIONS**

This motion seeks an order that may adversely affect you. If you oppose the motion, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file your response within 21 days of the date this was served on you. Your response must state why the motion should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the motion and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the motion at the hearing.

Represented parties should act through their attorney.

The above-captioned reorganized debtors (collectively, the “**Reorganized Debtors**”) respectfully state the following in support of this motion (the “**Motion**”):

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.



RELIEF REQUESTED

1. By this Motion, the Reorganized Debtors seek entry of an order (the “**Order**”), substantially in the form attached hereto, approving the omnibus claims objection procedures set forth herein and attached to the Order as **Exhibit 1** (the “**Objection Procedures**”).

JURISDICTION AND VENUE

2. 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.

3. The bases for the relief requested herein are sections 105(a) and 502(a) 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**”), Rules 3007-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), and the Procedures for Complex Cases in the Southern District of Texas (the “**Complex Rules**”).

BACKGROUND

4. 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* (the “**First Day Declaration**”), filed on the Petition Date.

5. 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* (as may be

amended, modified, or supplemented, the “**Plan**”) [Docket No. 289]. On September 23, 2020, the Court 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* (the “**Confirmation Order**”) [Docket No. 420]. 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].

CLAIMS RECONCILIATION PROCESS

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

7. 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* (the “**Bar Date Order**”) [Docket No. 88] 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 entities² holding or wishing to assert a “claim” (as defined in section 101(15) of the Bankruptcy Code).

² 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 is January 8, 2021, at 5:00 p.m. (prevailing Central Time) (together with the General Bar Date, the “**Bar Dates**”).

8. On July 16, 2020, Kurtzman Carson Consultants LLC (“**KCC**”) mailed notice of the Bar Dates (the “**Bar Date Notice**”) to potential claimants in accordance with the procedures set forth in the Bar Date Order. *See Certificate of Service of Aljaira Duarte re: 1) Notice of Deadlines for the Filing of Proofs of Claim, Including Claims Arising Under Section 503(b)(9) of the Bankruptcy Code; 2) Official Form 410 Proof of Claim; and 3) Notice of Chapter 11 Bankruptcy Case* [Docket No. 170].³ The Reorganized Debtors also published the Bar Date Notice in accordance with the Bar Date Order in the *Wall Street Journal* and in the *Houston Chronicle* on July 17, 2020. *See Affidavit of Publication* [Docket Nos. 165, 166].

9. According to the official register of claims maintained by KCC, to date over 748 proofs of claim (the “**Proofs of Claim**”) have been filed against the Debtors. The Proofs of Claim have a total aggregate face value of over \$10.3 billion (in addition to unliquidated and undetermined amounts).

10. The Debtors also listed numerous claims in their Schedules (such claims, along with the claims asserted in the Proofs of Claim, the “**Claims**”),⁴ some of which have been satisfied under the authority granted to the Debtors pursuant to certain “first day” orders and other orders entered in this case.

11. The Reorganized Debtors, together with their advisors, are in the process of reviewing and reconciling all Claims asserted against their estates in the Proofs of Claim and listed in the Schedules. Based on this review, the Reorganized Debtors have determined that a large number of Claims have no merit, have been satisfied or are otherwise subject to expungement,

³ The Reorganized Debtors also served the Bar Date Notice on additional parties as evidenced by the Supplemental Certificates of Service at Docket Nos. 214, 215, 226, 303, 312, 319, 326, 329, and 429.

⁴ Under section 1111(a) of the Bankruptcy Code, scheduled claims are treated as proofs of claim. *See* 11 U.S.C. § 1111(a) (“A proof of claim . . . is deemed filed under section 501 of this title for any claim . . . that appears in the schedules . . . except a claim . . . that is scheduled as disputed, contingent, or unliquidated.”).

such as Proofs of Claim filed after the Bar Date, have been paid pursuant to certain “first day” orders, and have been filed on account of equity interests.

PROPOSED OBJECTION PROCEDURES

12. To expedite and ultimately complete the claims reconciliation process in a timely, efficient, and cost-effective manner, the Reorganized Debtors seek to implement the Objection Procedures, substantially in the form attached to the Order as **Exhibit 1**. The Objection Procedures describe the key aspects of the Reorganized Debtors’ proposed Claims objection process, including, among other things:

- (a) the form of omnibus objection (each, an “**Omnibus Objection**”) to be submitted by the Reorganized Debtors;
- (b) the types of exhibits and supporting documentation that the Reorganized Debtors will include with each Omnibus Objection;
- (c) the form of the notice provided to affected creditors/equity holders (the “**Objection Notice**”);
- (d) where reasonably available, the information necessary for affected creditors/equity holders to attempt to resolve the objection to their Claim and/or file a formal response thereto, and the implications of failing to timely resolve or respond to an objection;
- (e) information relating to filing a formal reply to a filed response; and
- (f) information relating to discovery and hearings on Omnibus Objections.

13. To protect the due process rights of creditors/equity holders, the Reorganized Debtors will comply with the procedural safeguards for omnibus claim objections set forth in Bankruptcy Rule 3007(e) and Bankruptcy Local Rule 3007-1. The Reorganized Debtors also intend to serve affected creditors/equity holders with a customized Objection Notice, substantially in the form attached to the Order as **Exhibit 2**, which will include, among other things, (a) the name of the claimant; (b) the Proof of Claim number or the number of the Claim listed in the

Schedules; (c) the basis of the objection to each particular Claim; (d) the response date and response procedures; and (e) the date, time, and location of the hearing and related procedures.⁵

ADDITIONAL GROUNDS FOR OBJECTION

14. Although the Reorganized Debtors expect to object to a number of Claims on the grounds enumerated in Bankruptcy Rule 3007(d), certain Claims may necessitate objections on additional grounds not expressly set forth therein (collectively, the “**Additional Grounds**”), including that such Claims, in whole or in part:

- (a) are inconsistent with the Debtors books and records;
- (b) fail to specify the asserted Claim amount (or only list the Claim amount as “unliquidated”);
- (c) seek recovery of amounts for which the Debtors are not liable;
- (d) seek recovery of amounts based on equity interests in the Debtors;
- (e) are incorrectly or improperly classified, including any Claims and Proofs of Claim filed as secured claims, priority claims, or under section 503(b)(9) of the Bankruptcy Code that are to be reclassified as unsecured claims, in whole or in part;
- (f) are filed against entities that were not debtors or against multiple Debtors;
- (g) fail to specify a Debtor against whom the Claim is asserted;
- (h) are disallowed pursuant to section 502 of the Bankruptcy Code;
- (i) are Claims that seek priority in an amount that exceeds a statutory limit or otherwise improperly assert a right to priority treatment; or
- (j) fail to sufficiently specify the basis for the Claim or provide sufficient supporting documentation therefor.

15. To minimize the cost, confusion, and delay otherwise attendant to preparing and filing individual objections on a claim-by-claim basis, the Reorganized Debtors seek to object, as

⁵ While the Objection Notice generally will be in the form attached to the Order, it may be tailored to address issues specific to particular creditors, Claims or objections, as necessary and appropriate.

contemplated by Bankruptcy Rule 3007(c), to certain Claims on the Additional Grounds outlined above in an omnibus objection format. The relief sought in this Motion will allow the Reorganized Debtors to complete the claims reconciliation process in a timely, efficient, and cost-effective manner by avoiding the expense and delay attendant in preparing and filing hundreds of individualized objections based on the same or similar underlying grounds while not prejudicing the claimant/equity holder. Notably, the Objection Procedures protect creditors' due process rights by implementing the same safeguards for omnibus objections set forth in Bankruptcy Rule 3007(e) and Bankruptcy Local Rule 3007-1 and the individualized noticing process described above.

BASIS FOR RELIEF

16. Section 502(a) of the Bankruptcy Code provides that “[a] claim or interest, proof of which is filed under section 501 of this title is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Bankruptcy Rule 3001(f) states that “[a] proof of claim executed and filed in accordance with these rules shall constitute prima facie evidence of the validity and amount of the claim.” Fed. R. Bankr. P. 3001(f). Under section 1111(a) of the Bankruptcy Code, scheduled claims are treated as proofs of claim. *See* 11 U.S.C. § 1111(a) (“A proof of claim . . . is deemed filed under section 501 of this title for any claim . . . that appears in the schedules . . . except a claim . . . that is scheduled as disputed, contingent, or unliquidated.”). As a result, the Reorganized Debtors must review all Claims in these chapter 11 cases as part of their claims reconciliation process.

17. In addition to the grounds enumerated in Bankruptcy Rule 3007(d) for filing omnibus objections to claims, Bankruptcy Rule 3007(c) affords the Court discretion to authorize omnibus objections based upon grounds beyond those explicitly delineated by Bankruptcy Rule 3007(d). *See* Fed. R. Bankr. P. 3007(c) (“Unless otherwise ordered by the court or permitted by subdivision (d), objections to more than one claim shall not be joined in a single objection.”).

Furthermore, Bankruptcy Local Rule 3007-1 expressly permits a debtor, subject to prior court approval, to file omnibus objections to claims.

18. Section 105(a) of the Bankruptcy Code provides that a bankruptcy court may “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a). Under section 105(a) of the Bankruptcy Code, the Court has expansive equitable power to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor’s assets, as long as the powers conferred under section 105 of the Bankruptcy Code are “exercised in a manner that is consistent with the Bankruptcy Code.” *Stern v. Stern (In re Stern)*, 204 F.3d 1117 (5th Cir. 1999).

19. Authorizing the Reorganized Debtors to file omnibus objections to Claims consistent with the Objection Procedures is an appropriate use of the Court’s power under section 105(a) of the Bankruptcy Code and conforms to the spirit of Bankruptcy Rule 3007 and Bankruptcy Local Rule 3007-1, the underlying goal of which is to balance the due process rights of creditors with the efficient administration of large chapter 11 cases.

20. The proposed Objection Procedures would provide an organized framework for the careful review, prosecution, and reconciliation of Claims by, among other things: (a) providing greater certainty in administering the objection process; (b) promoting the consensual resolution of Claims objections or, alternatively, establishing an efficient and fair mechanism to settle Claims objections; and (c) reducing the cost, time, and delay of prosecuting Claims objections. At the same time, the proposed Objection Procedures respect creditors’ due process rights by, among other things, implementing the safeguards set forth for omnibus objections already authorized under Bankruptcy Rule 3007(e) and Bankruptcy Local Rule 3007-1, and requiring service of the

Objection Notice on affected creditors in full compliance with the due process requirements of the Bankruptcy Code.

21. Similarly, allowing the Reorganized Debtors to object to Claims on the Additional Grounds in an omnibus format will promote the efficient and cost-effective administration of the estates. Specifically, the relief requested will save the Reorganized Debtors the time and expense of filing potentially hundreds of individual claim objections, some of which could be duplicative and confusing to creditors. The relief requested will permit the Reorganized Debtors to run a well-organized, efficient, and cost-effective Claims objection process, and all parties in interest will benefit from a streamlined process that will result in fewer pleadings and fewer hearings.

RESERVATION OF RIGHTS

22. Nothing contained herein shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors or Reorganized Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) an impairment or waiver of the Reorganized Debtors' or any other party in interest's right to dispute any claim against, or interest in, the Reorganized Debtors, or their property or estates; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion, or any order granting the relief requested by the Motion; (e) an implication, admission, or finding as to (i) the validity, enforceability, or perfection of any interest or encumbrance on the property of the Reorganized Debtors or their estates or (ii) the applicability of any exception or exclusion from property of the estate under Section 541 of the Bankruptcy Code or other applicable law; (f) an impairment or waiver of any claims or causes of action which may exist against any entity; or (g) a waiver of the Reorganized Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

NOTICE

23. Notice of this Motion will be given to: the United States Trustee for the Southern District of Texas and all parties that have requested post-Effective Date notice pursuant the terms of the Plan. In light of the nature of the relief requested, the Reorganized Debtors submit that no other or further notice is required or needed under the circumstances.

24. A copy of this Motion is available on (i) the Court's website: www.txs.uscourts.gov, and (ii) the website maintained by the Reorganized Debtors' Claims and Noticing Agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/hicrush.

[Remainder of page intentionally left blank]

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the proposed Order, substantially in the form attached hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: October 16, 2020
Houston, Texas

Respectfully Submitted,

/s/ Timothy A. ("Tad") Davidson II

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Counsel for the Reorganized Debtors

CERTIFICATE OF SERVICE

I certify that on October 16, 2020, 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/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II

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

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In re:	:	Chapter 11
	:	
HI-CRUSH INC., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

**ORDER GRANTING REORGANIZED
DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) APPROVING OMNIBUS CLAIMS OBJECTION PROCEDURES
AND FILING OF SUBSTANTIVE OMNIBUS CLAIM OBJECTIONS AND
(II) WAIVING THE REQUIREMENT OF BANKRUPTCY RULE 3007(e)(6)**

[Relates to Docket No. ____]

Upon the motion (the “**Motion**”)² of the above-captioned reorganized debtors (collectively, the “**Reorganized Debtors**”) for entry of an order (this “**Order**”) approving the omnibus claims objection procedures set forth herein and attached hereto as **Exhibit 1** (the “**Objection Procedures**”); all as more fully set forth in the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and under the Plan; 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 Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Motion.

this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion is in the best interests of the Reorganized Debtors' estates, their creditors, and other parties in interest; and it appearing that the Reorganized Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion 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. Notwithstanding anything to the contrary in the Bankruptcy Code and Bankruptcy Rules, and pursuant to Bankruptcy Rule 3007(c) and Bankruptcy Local Rule 3007-1, the Reorganized Debtors may file Omnibus Objections that include objections to Claims on any basis provided for in Bankruptcy Rule 3007(d), Bankruptcy Local Rule 3007-1, or the Additional Grounds.

2. The Reorganized Debtors shall file and prosecute any Omnibus Objections in accordance with the Objection Procedures attached hereto as **Exhibit 1**, which are hereby approved, and the other procedural safeguards set forth in Bankruptcy Rule 3007(e) and Bankruptcy Local Rule 3007-1.

3. The form of Objection Notice attached hereto as **Exhibit 2** is hereby approved.

4. Nothing in this Order shall affect the Reorganized Debtors' authority to pay Claims to the extent authorized by a separate order of the Court.

5. The Reorganized Debtors are authorized to object to Claims filed/scheduled against a Debtor whose case has been closed and these Objection Procedures shall apply as applicable to

any such objections.

6. Notwithstanding the relief granted in the Order and any actions or payments taken pursuant to such relief, nothing in the Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors or Reorganized Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) an impairment or waiver of the Reorganized Debtors' or any other party in interest's right to dispute any claim against, or interest in, the Reorganized Debtors, or their property or estates; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion, or any order granting the relief requested by the Motion; (e) an implication, admission, or finding as to (i) the validity, enforceability, or perfection of any interest or encumbrance on the property of the Reorganized Debtors or their estates or (ii) the applicability of any exception or exclusion from property of the estate under Section 541 of the Bankruptcy Code or other applicable law; (f) an impairment or waiver of any claims or causes of action which may exist against any entity; or (g) a waiver of the Reorganized Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

7. Adequate notice of, and an opportunity for a hearing on, the Motion has been provided, and such notice satisfies the requirements of Bankruptcy Rule 6004(a).

8. The Reorganized Debtors are authorized to take such action necessary to effectuate the relief granted in this Order.

9. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: _____, 2020

DAVID R. JONES
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Objection Procedures

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

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In re:	:	Chapter 11
	:	
HI-CRUSH INC., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

PROCEDURES FOR FILING OMNIBUS CLAIMS OBJECTIONS

1. Grounds for Omnibus Objections. In addition to those grounds expressly set forth in Bankruptcy Rule 3007(d), the Reorganized Debtors² may file omnibus objections (each, an **“Omnibus Objection”**) to Claims on the grounds that such Claims, in part or in whole:

- (a) are inconsistent with the Debtors books and records;
- (b) fail to specify the asserted Claim amount (or only list the Claim amount as “unliquidated”);
- (c) seek recovery of amounts for which the Debtors are not liable;
- (d) seek recovery of amounts based on equity interests in the Debtors;
- (e) are incorrectly or improperly classified, including any Claims and Proofs of Claim filed as secured claims, priority claims, or under section 503(b)(9) of the Bankruptcy Code that are to be reclassified as unsecured claims, in whole or in part;

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 Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

- (f) are filed against entities that were not debtors or against multiple Debtors;
- (g) fail to specify a Debtor against whom the Claim is asserted;
- (h) are disallowed pursuant to section 502 of the Bankruptcy Code;
- (i) are Claims that seek priority in an amount that exceeds a statutory limit or otherwise improperly assert a right to priority treatment; or
- (j) fail to sufficiently specify the basis for the Claim or provide sufficient supporting documentation therefor.

2. Form of Omnibus Objection. Each Omnibus Objection will be numbered consecutively, regardless of basis.

3. Supporting Documentation. To the extent appropriate, Omnibus Objections shall include an affidavit or declaration that provides a factual basis for the Reorganized Debtors' objection to the Claims in accordance with Bankruptcy Local Rule 3007-1(a).

4. Claims Exhibits. An exhibit listing the Claims that are subject to the particular Omnibus Objection will be attached thereto. Each exhibit will include only the Claims to which there is a common basis for the objection. Claims for which there are more than one basis for the objection will be referenced on each exhibit applicable thereto. The exhibits will include, without limitation, the following information, alphabetized by claimant:

- (a) the Claims that are the subject of the Omnibus Objection and, if applicable, the Proof of Claim number related thereto from the claims register or the number of the Claim listed in the Schedules;
- (b) the asserted amount of the Claim;
- (c) the grounds for the objection;
- (d) a cross-reference to the section of the Omnibus Objection discussing such Claim; and
- (e) other information, as applicable, including (i) the proposed classification of Claims the Reorganized Debtors seek to reclassify, (ii) the reduced claim amounts of Claims the Reorganized Debtors seek to reduce, or (iii) the surviving Claims of claimants affected by the Omnibus Objection.

5. Objection Notice. Each Omnibus Objection will be accompanied by a customized objection notice, substantially in the form annexed to the Order as **Exhibit 2** (the “**Objection Notice**”), tailored, as appropriate, to address a particular creditor, Claim, or objection, which will:

- (a) adequately describe the nature of the objection;
- (b) inform creditors that their rights may be affected by the objection;
- (c) describe the procedures for filing a written response (each, a “**Response**”) to the objection, including all relevant dates and deadlines related thereto;
- (d) identify the hearing date, if applicable, and related information; and
- (e) describe how copies of Proofs of Claim, the Omnibus Objection, and other pleadings filed in the chapter 11 cases may be obtained.

6. Notice and Service. Each Omnibus Objection will be filed with the Court and served electronically using the Court’s electronic filing system. Each Omnibus Objection (along with a copy of the Objection notice) will be mailed to each claimholder that is subject to such objection.

7. Omnibus Claims Objection Hearings. Each Omnibus Objection shall be set for hearing no less than 30 days after service of the Omnibus Objection (each, a “**Hearing**”), unless as otherwise ordered by the Court. In the Reorganized Debtors’ sole discretion, and after notice to the affected claimant, the Reorganized Debtors may (without further order of the Court) adjourn the Hearing on the Omnibus Objection to a subsequent hearing date by filing a notice or statement on the record. For Claims subject to an Omnibus Objection and with respect to which either no Response is filed in accordance with the proposed response procedures and no appearance is made at the Hearing or a Response is filed in accordance with the proposed response procedures but such Response is resolved prior to the Hearing, the Reorganized Debtors may request at the Hearing that the Court enter an order granting the Omnibus Objection with respect to such Claim. Contested Claims for which a Response is filed in accordance with the proposed response

procedures but such Response is not resolved prior to the Hearing and an appearance is made at the Hearing may be heard at the Hearing or adjourned to a subsequent hearing date in the Reorganized Debtors' sole discretion. If a subsequent hearing is determined to be necessary, the Reorganized Debtors shall file with the Court and serve on the affected claimants a notice of the hearing (the date of which shall be determined in consultation with the affected claimant(s)) or announce such adjournment on the record. Notwithstanding the foregoing, nothing herein shall prejudice the Reorganized Debtors' rights to seek entry of an order sustaining the Omnibus Objection as to any or all Claims contained therein, as applicable, pursuant to Section "N" of the Complex Rules.

8. Contested Matter. Each claim subject to an Omnibus Objection and the Response thereto shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Court will be deemed a separate order with respect to such claim. The Reorganized Debtors may, in their discretion and in accordance with other orders of this Court, and the provisions of the Bankruptcy Code and Bankruptcy Rules, settle the priority, amount, and validity of such contested Claims without any further notice to, or action, order, or approval of, the Court.

RESPONSES TO OMNIBUS OBJECTIONS

9. Parties Required to File a Response. Any party who disagrees with an objection is required to file a Response in accordance with the procedures set forth herein and to appear at the Hearing. If a claimant whose claim is subject to an Omnibus Objection does not file a Response in compliance with the procedures below or fails to appear at the Hearing, the Court may, in the its discretion, grant the objection with respect to such claim without further notice to the claimant.

10. Response Contents. Each Response must contain the following (at a minimum):

- (a) a caption stating the name of the Court, the name of the Debtor(s), the case number, and the Omnibus Objection to which the Response is directed;
- (b) a concise statement setting forth the reasons why the Court should not grant the objection with respect to such Claim, including the factual and legal bases upon which the claimant will rely in opposing the Omnibus Objection; and
- (c) the following contact information for the responding party:
 - (i) the name, address, telephone number, and email address of the responding claimant or the name, address, telephone number, and email address of the claimant's attorney or designated representative to whom the attorneys for the Reorganized Debtors should serve a reply to the Response, if any; or
 - (ii) the name, address, telephone number, and email address of the party with authority to reconcile, settle, or otherwise resolve the objection on the claimant's behalf.

11. Filing of the Response. A Response will be deemed timely only if it is filed with the Court no later than 4:00 pm (Prevailing Central Time) on the day that is thirty (30) calendar days from the date the Omnibus Objection is served.

12. Failure to Respond. **Failure to timely file a Response as set forth herein or to appear at the Hearing may result in the Court granting the Omnibus Objection without further notice or hearing.** Upon entry of an order sustaining an Omnibus Objection, affected creditors will be served with such order.

13. Reply to a Response. The Reorganized Debtors shall be permitted to file a reply to any Response no later than two business days before the hearing with respect to the relevant Omnibus Objection.

MISCELLANEOUS

14. Additional Information. Copies of these procedures, the Motion, the Order or any other pleadings (the "**Pleadings**") filed in these chapter 11 cases are available at no cost on the

website maintained by the Reorganized Debtors' Claims and Noticing Agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/hicrush.. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov/>.

15. Reservation of Rights. Nothing in any Omnibus Objection or Objection Notice shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors or Reorganized Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) an impairment or waiver of the Reorganized Debtors' or any other party in interest's right to dispute any claim against, or interest in, the Reorganized Debtors, or their property or estates; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion, or any order granting the relief requested by the Motion; (e) an implication, admission, or finding as to (i) the validity, enforceability, or perfection of any interest or encumbrance on the property of the Reorganized Debtors or their estates or (ii) the applicability of any exception or exclusion from property of the estate under Section 541 of the Bankruptcy Code or other applicable law; (f) an impairment or waiver of any claims or causes of action which may exist against any entity; or (g) a waiver of the Reorganized Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law.

Exhibit 2

Form of Objection Notice

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

-----	X	
In re:	:	Chapter 11
	:	
HI-CRUSH INC., <i>et al.</i> , ¹	:	Case No. 20-33495 (DRJ)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

NOTICE OF REORGANIZED DEBTORS' [NUMBER] OMNIBUS CLAIM OBJECTION

This is an objection to your claim. This objection asks the court to disallow the claim that you filed in this bankruptcy case. 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 [DATE] at [TIME] (Prevailing Central Time) in Courtroom 400, 4th floor, United States Bankruptcy Court for the Southern District of Texas, 515 Rusk Street, Houston, Texas 77002. You may participate in the hearing by audio/video connection.

Audio communication will be by use of the Court's regular dial-in facility. You may access the facility at (832) 917-1510. You will be responsible for your own long-distance charges. Once connected, you will be asked to enter the conference room number. Judge Jones' conference room number is 205691.

You may view video via GoToMeeting. To use GoToMeeting, the Court recommends that you download the free GoToMeeting application. To connect, you should enter the meeting Code "JudgeJones" in the GoToMeeting app or click the link on Judge Jones' home page on the Southern District of Texas website. Once connected, 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.

Hearing appearances must be made electronically in advance of the hearing. To make your electronic appearance, go to the Southern District of Texas website and select “Bankruptcy Court” from the top menu. Select “Judges’ Procedures,” then “View Home Page” for Judge Jones. Under “Electronic Appearance” select “Click here to submit Electronic Appearance”. Select the case name, complete the required fields and click “Submit” to complete your appearance.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must either appear at the hearing or file a written response prior to the hearing. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

INTRODUCTION

Why am I receiving this document? You are receiving this notice because Hi-Crush, Inc. and its affiliates (referred to as “**the Reorganized Debtors**”) are objecting to the proof of claim you filed or your claim that was listed on the Debtors’ schedules in this bankruptcy proceeding.

Why is my claim being objected to? Your claim is being objected to because the Reorganized Debtors believe [GROUNDS OF OBJECTION].

What do I need to do? If you do not disagree with the grounds for the objection, you do not need to do anything. If, however, you do disagree with the grounds of the objection, you must file a response with the court and send a copy to the Reorganized Debtors’ attorneys pursuant to the procedures set forth below by no later than by 4:00 p.m. (prevailing Central Time) on [DATE], 2020. **If you do not respond to this objection, your claim may be [disallowed/expunged/reclassified/reduced/subordinated] without further notice to you.**

Where can I find out which claim is being objected to? Attached to this notice is a list of the claims subject to the objection. You need to locate your name on that list where it will identify the basis for the objection.

Where can I find out more information? To get more information about this objection, you can contact counsel to the Reorganized Debtors listed below. These attorneys represent the Reorganized Debtors and cannot give you legal advice. If you are seeking advice about your legal rights, you should consult your own attorney.

How do I file a response? To respond to this objection, you will need to state in writing why you believe the objection is wrong. You will have to file that response with the court. To get more information on how to file documents with the court, visit the court’s website at <https://txs.uscourts.gov/> or call the clerk’s office at 713-250-5500. **Please do not contact the court to discuss the merits of your claim or the objection. The court cannot give you legal advice.**

When do I need to file my response? Your response must be filed no later than [DATE]. If you do not respond by that date, **your claim may be [disallowed/expunged/reclassified/reduced/subordinated] without further notice to you.**

IMPORTANT INFORMATION REGARDING THE OBJECTION

Grounds for the Objection. By the Omnibus Objection², the [applicable Debtor party] [are/is] seeking to **[disallow/expunge/reclassify/reduce/subordinate]** your claim(s) listed in the table below on the grounds that your claim(s) [is/are] []. The claim(s) subject to the Omnibus Objection may also be found on the schedules attached to the Omnibus Objection, a copy of which has been provided with this notice.

Omnibus Objection Procedures. On [DATE], 2020, the United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) entered an order [Docket No. __] approving procedures for filing and resolving omnibus objections to claims asserted against the Reorganized Debtors in these chapter 11 cases (the “**Objection Procedures**”). A copy of the Objection Procedures is included with this notice. **Please review the Objection Procedures to ensure your response to the Omnibus Objection, if any, is timely and correctly filed.**

RESOLVING THE OMNIBUS OBJECTION

Parties Required to File a Response. If you disagree with the Omnibus Objection filed against your Claim, you must file a response (each, a “**Response**”) with the Court in accordance with the procedures described below and appear at the Hearing (as defined herein).

Response Contents. Each Response must contain the following (at a minimum):

- (a) a caption stating the name of the Court, the name of the Debtor(s), the case number, and the title of the Omnibus Objection to which the Response is directed;
- (b) a concise statement setting forth the reasons why the Court should not grant the Omnibus Objection with respect to your Claim, including the specific factual and legal bases upon which you rely in opposing the Omnibus Objection; and
- (c) the following contact information for the responding party:
 - (i) the name, address, telephone number, and email address of the responding claimant or the name, address, telephone number, and email address of the claimant’s attorney or designated representative to whom the attorneys for the Reorganized Debtors should serve a reply to the Response, if any; or
 - (ii) the name, address, telephone number, and email address of the party with authority to reconcile, settle, or resolve the Omnibus Objection on your behalf.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the *Debtors’ Motion for Entry of an Order Approving Omnibus Claims Objection Procedures*.

Notice and Service. Your Response must be filed with the Court by 4:00 p.m. (prevailing Central Time) on [DATE], 2020, unless as otherwise ordered by the court.

Failure to Respond. **Failure to timely file a Response as set forth herein or to appear at the Hearing may result in the Court granting the Omnibus Objection without further notice or hearing.** Upon entry of an order sustaining an Omnibus Objection, affected creditors will be served with such order.

Hearing. If a Response is timely filed, the Court will hold an initial hearing. The initial hearing will be non-evidentiary and used as a scheduling conference. Failure to appear at the initial hearing may result in the summary disposition of the objection.

Discovery. If any party determines that discovery is necessary in advance of a hearing on an Omnibus Objection, the party may serve notice on the affected Debtor or claimant and its counsel of record. Failure to comply with this paragraph will not preclude a party from later seeking discovery.

ADDITIONAL INFORMATION

Questions or Information. Copies of these procedures, the Motion, the Order or any other pleadings (the “**Pleadings**”) filed in these chapter 11 cases are available at no cost at cases.primeclerk.com/spr. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <https://ecf.txsb.uscourts.gov/>. **Please do not contact the Court to discuss the merits of any claim or any Objection filed with respect thereto.**

RESERVATION OF RIGHTS

Nothing in any Omnibus Objection or Objection Notice shall be deemed (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors or the Reorganized Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) an impairment or waiver of the Reorganized Debtors’ or any other party in interest’s right to dispute any claim against, or interest in, the Debtors or Reorganized Debtors, their property or estates; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion, or any order granting the relief requested by the Motion; (e) an implication, admission, or finding as to (i) the validity, enforceability, or perfection of any interest or encumbrance on the property of the Reorganized Debtors or their estates or (ii) the applicability of any exception or exclusion from property of the estate under section 541 of the Bankruptcy Code or other applicable law; (f) an impairment or waiver of any claims or causes of action which may exist against any entity; or (g) a waiver of the Reorganized Debtors’ or any other party in interest’s rights under the Bankruptcy Code or any other applicable law.

Dated: [____], 2020
Houston, Texas

Respectfully Submitted,

/s/ [DRAFT]

Timothy A. (“Tad”) Davidson II (TX Bar No. 24012503)

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