

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

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

**DECLARATION OF DISINTERESTEDNESS OF
PRICEWATERHOUSECOOPERS LLP PURSUANT TO THE ORDER
AUTHORIZING DEBTORS TO RETAIN AND COMPENSATE
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, Thomas J. Palmisano, pursuant to 28 U.S.C. § 1746, declare that the following is true to the best of my knowledge, information, and belief:

1. I am a Partner of PricewaterhouseCoopers LLP, located at 1000 Louisiana Street, Suite 5800, Houston, TX 77002 (the “Firm”).

2. This declaration (“Declaration”) is submitted in accordance with that certain *Order Authorizing Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business* [Docket No. 306] (the “OCP Order”). All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the OCP Order.

3. The debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (“Chapter 11 Cases”) have requested that the Firm provide certain

¹ The Debtors in these cases, along with the last four digits of each 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 Debtors’ address is 1330 Post Oak Blvd, Suite 600, Houston, Texas 77056.



services to the Debtors, and the Firm has consented to provide such services (the “Services”) pursuant to those certain Engagement Letters. The requested Services include tax compliance and tax consulting services.

4. The Firm may in the past have performed, may currently perform, and may in the future perform services in matters unrelated to these Chapter 11 Cases for persons that are parties in interest in these Chapter 11 Cases. As part of its customary practices, the Firm is employed in cases, proceedings, and transactions involving many different parties, some of whom may represent or be parties in interest in these Chapter 11 Cases. The Firm does not perform services for any such party in interest in connection with the Chapter 11 Cases.

5. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

6. To the best of my knowledge, neither the Firm nor any professionals who are expected to provide the Services to the Debtors pursuant to those certain Engagement Letters holds or represents an interest adverse to the Debtors or their estates with respect to the matters upon which the Firm is proposed to be employed.

7. Neither I, nor any principal of, nor any professional employed by the Firm has agreed to share, or will share, any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

8. Prior to the Debtors’ bankruptcy filing, PwC rendered services to the Debtors and as of the Petition Date, the Debtors owe the Firm \$11,025 for pre-petition services.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors or any other potential conflict of interest and, upon conclusion of those inquiries, or at

any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: September 16, 2020



Thomas J. Palmisano, Partner
PricewaterhouseCoopers LLP