

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known) Chapter **11**☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	Lonestar Prospects, Ltd.	
<hr/>		
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	DBA Vista Sand, Ltd. Vista Proppants and Logistics	
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	45-1484483	
<hr/>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	4413 Carey Street Fort Worth, TX 76119	
	<small>Number, Street, City, State & ZIP Code</small>	<small>P.O. Box, Number, Street, City, State & ZIP Code</small>
	Tarrant	Location of principal assets, if different from principal place of business
	<small>County</small>	<small>Number, Street, City, State & ZIP Code</small>
<hr/>		
5. Debtor's website (URL)	www.vprop.com	
<hr/>		
6. Type of debtor	<input type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input checked="" type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<hr/>		



204200220060900000000004

Debtor **Lonestar Prospects, Ltd.**
Name

Case number (if known) _____

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2123**8. Under which chapter of the Bankruptcy Code is the debtor filing?** *Check one:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Lonestar Prospects, Ltd.**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Lonestar Prospects, Ltd.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on **June 9, 2020**
MM / DD / YYYY**X** /s/ Gary Barton
Signature of authorized representative of debtor

Title **Chief Restructuring Officer****Gary Barton**
Printed name**18. Signature of attorney****X** /s/ Stephen Pezanosky
Signature of attorney for debtorDate **June 9, 2020**
MM / DD / YYYY**Stephen M. Pezanosky**
Printed name**Haynes and Boone, LLP**
Firm name**301 Commerce Street
Suite 2600
Fort Worth, TX 76102**

Number, Street, City, State & ZIP Code

Contact phone **817-347-6601**Email address **stephen.pezanosky@haynesboone.com****15881850 (Texas) TX**
Bar number and State

Debtor **Lonestar Prospects, Ltd.**
Name

Case number (if known)

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter **11**☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION**
Pending Bankruptcy Cases Attachment

Debtor	Denetz Logistics, LLC	Relationship to you	Common Ownership
District	Northern District of Texas, Fort Worth Division	When	Case number, if known
Debtor	Lonestar Prospects Management, L.L.C.	Relationship to you	Common Ownership
District	Northern District of Texas, Fort Worth Division	When	Case number, if known
Debtor	MAALT Specialized Bulk, LLC	Relationship to you	Common Ownership
District	Northern District of Texas, Fort Worth Division	When	Case number, if known
Debtor	MAALT, LP	Relationship to you	Common Ownership
District	Northern District of Texas, Fort Worth Division	When	Case number, if known
Debtor	Vista Proppants and Logistics, LLC	Relationship to you	Common Ownership
District	Northern District of Texas, Fort Worth Division	When	Case number, if known
Debtor	VPROP Operating, LLC	Relationship to you	Common Ownership
District	Northern District of Texas, Fort Worth Division	When	Case number, if known

**ACTION BY WRITTEN CONSENT
OF THE GENERAL PARTNER
OF
LONESTAR PROSPECTS, LTD.,
a Texas limited partnership**

June 9, 2020

In accordance with the laws of the State of Texas, the undersigned, an authorized officer of Vista Proppants and Logistics, LLC, a Delaware limited liability company ("Company"), which is the sole member of VPROP Operating, LLC, a Delaware limited liability company ("Borrower"), which is the sole member of Lonestar Prospects Management, L.L.C., a Texas limited liability company ("General Partner"), which is the sole general partner of Lonestar Prospects, Ltd., a Texas limited partnership, doing business as Vista Sand ("Partnership"), in lieu of a meeting, the call and notice of which are hereby expressly waived, does hereby consent and agree to the adoption of the following resolutions and each and every action effected thereby (the "Consent") on behalf of Partnership:

Recitals

WHEREAS, the Partnership is undergoing unprecedented financial distress and operational challenges relating to the COVID-19 pandemic;

WHEREAS, the General Partner and Partnership have received, reviewed, and considered materials presented by management and the legal and financial advisors of the Partnership regarding the Partnership's financial and operating difficulties and the impact of the foregoing on the Partnership's businesses;

WHEREAS, the General Partner and Partnership have received, reviewed and considered advice from management and the legal and financial advisors of the Partnership regarding possible strategic alternatives to address the Partnership's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on the Partnership's businesses and their stakeholders;

WHEREAS, in light of the foregoing, the General Partner and Partnership have determined that it is desirable and in the best interests of the Partnership to cause to be filed a petition by the Partnership seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") on or after June 9, 2020;

WHEREAS, the Partnership does not have sufficient liquidity to continue operations during the pendency of the chapter 11 bankruptcy proceeding, the Partnership has further determined that it is advisable and in the best interests of the Partnership, and their stakeholders for the Partnership to: (i) obtain post-petition financing (the "DIP Facility"), in accordance with that certain key term sheet (in substantially the form previously provided to and reviewed by the General Partner and Partnership, the "DIP Term Sheet"), pursuant to a debtor-in-possession credit agreement to be entered into among Ares Capital Corporation, as administrative agent (the "DIP Agent") on behalf of the lenders named therein (the "DIP Lenders"), the Borrower, the Partnership

and the other borrower parties identified therein (the “Loan Parties”) in substantially the form previously provided to and reviewed by the General Partner and Partnership (the “DIP Credit Agreement”) to fund the working capital requirements of the Borrower and other transactions as more fully described therein in substantially similar terms as set forth in the DIP Term Sheet and (ii) grant a security interest in substantially all of the Partnership’s assets to the DIP Agent for the benefit of the DIP Lenders to secure the obligations under the DIP Facility, as further provided in the DIP Credit Agreement;

WHEREAS, in order to evidence and secure the indebtedness, obligations, and liabilities of the Loan Parties pursuant to the DIP Credit Agreement, the General Partner and Partnership deem it advisable and in the best interest of the Partnership to (i) enter into, execute, deliver, and perform its obligations under any and all agreements, documents, instruments, certificates, acknowledgments, statements and papers as may be contemplated by or entered into in connection therewith, including any of the foregoing pursuant to which the Partnership will grant a security interest on their respective assets described therein (collectively with the DIP Credit Agreement, the “Loan Documents”) and any amendments, supplements, modifications, restatements, or increases to any of the foregoing on such terms and conditions as General Partner, acting alone, deems to be in the best interests of the Partnership; and (ii) consummate the transactions contemplated by the Loan Documents; and

WHEREAS, the General Partner and Partnership have determined that it is advisable and in the best interests of the Partnership to elect a new officer of the Partnership.

NOW, THEREFORE, BE IT

Filing and Prosecution of Bankruptcy Case

RESOLVED, that it is desirable and in the best interest of the Partnership to authorize Gary Barton (“Authorized Officer”), to cause to be filed a petition in the name of the Partnership (the “Chapter 11 Petition”) seeking relief under the provisions of Chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the General Partner shall authorize and direct Authorized Officer, acting on behalf of the Partnership, to execute and verify the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Bankruptcy Court”), in such form and at such time as Authorized Officer shall determine; and it is further

RESOLVED, that Authorized Officer, acting on behalf of the Partnership, hereby is authorized to execute and file (or direct others to do so on behalf of the Partnership as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Chapter 11 case, provided; however, such authorization does not include a delegation of authority to Authorized Officer for actions that require board approval, including, without limitation, approval and filing of a plan of

reorganization, or any material amendments thereto, in connection with the Chapter 11 case; and it is further

Employment of Professionals

RESOLVED, that the law firm of Haynes and Boone, LLP (“Haynes and Boone”) be, and hereby is, employed under general retainer as bankruptcy counsel for the Partnership in the Chapter 11 case, and Authorized Officer, acting on behalf of the Partnership, is hereby authorized and directed to execute appropriate retention agreements, direct payment of appropriate retainers in substantially the amounts previously discussed by the Board prior to and immediately upon the filing of the Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Haynes and Boone; and it is further

RESOLVED, that the consulting firm of Kurtzman Carson Consultants LLC (“KCC”) be, and hereby is, employed as claims, noticing, balloting, and solicitation agent and to provide other related services for the Partnership in the Chapter 11 case, and Authorized Officer, acting on behalf of the Partnership, is hereby authorized and directed to execute appropriate retention agreements, direct payment of appropriate retainers in substantially the amount previously discussed by the Board prior to and immediately upon the filing of the Chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of KCC; and it is further

RESOLVED, that Authorized Officer, acting on behalf of the Partnership, is hereby authorized and directed to employ any other firm as professionals or consultants to the Partnership as are deemed necessary to represent and assist the Partnership in carrying out their duties under the Bankruptcy Code and, in connection therewith, Authorized Officer, acting behalf of the Partnership, is hereby authorized and directed to execute appropriate retention agreements, direct payment of appropriate retainers prior to and after the filing of the Chapter 11 case and cause to be filed appropriate applications for authority to retain the services of such firm; and it is further

Authorization to Obtain DIP Financing

RESOLVED, that it is advisable and in the best interests of the Partnership to consummate the DIP Facility and to execute and deliver the Loan Documents; and it is further

RESOLVED, that the form, terms and provisions of the Loan Documents to be executed by the Partnership, substantially in the form described or provided to the General Partnership and Partnership, be, and the same hereby is, approved in all respects; and it is further

RESOLVED, that the officers of the Company, acting on behalf of the Company, on behalf of Borrower, on behalf of General Partner, on its own behalf and as general partner of Partnership, are hereby granted full authority to obtain debtor in possession financing on the terms contained in the DIP Term Sheet and DIP Credit Agreement and such other ancillary agreements, documents, and instruments relating thereto and that each of the officers be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Partnership, to execute each Loan Document in substantially the form so described or provided with such changes therein and additions thereto as the officer executing such Loan Document, as the case may be, on behalf of the Partnership shall approve, such execution to be conclusive proof of such approval; and that the Partnership is hereby authorized and directed to perform all of its obligations under the Loan

Documents when so executed, to deliver each such Loan Document in accordance with its terms, and to grant the security interests set forth under the other Loan Documents; and it is further

RESOLVED, that the officers of the Company, acting on behalf of the Company, on behalf of Borrower, on behalf of General Partner, on its own behalf and as general partner of Partnership be, and each hereby is, authorized, empowered and directed, each in the name and on behalf of the Partnership, to execute such amendments, supplements or other modifications to any of the Loan Documents, from time to time subsequent to the effective date of the Loan Documents as such officer may deem appropriate, in such form as the person executing the same on behalf of the Partnership, as applicable, shall approve, such execution to be conclusive proof of such approval; and that the Partnership is hereby authorized and directed to perform all of its obligations under such agreement when so executed; and it is further

RESOLVED, that the officers of the Company, acting on behalf of the Company, on behalf of Borrower, on behalf of General Partner, on its own behalf and as general partner of Partnership be, and each hereby is, authorized and directed, each in the name and on behalf of the Partnership, to take all such steps and do all such acts and things as they or any one or more of them shall deem necessary or advisable to proceed with the transactions contemplated by the foregoing resolutions and the Loan Documents, including without limitation, the signing of the Loan Documents and any and all other documents required to be signed by the Partnership in connection with the Loan Documents (including, without limitation, any documents or certificates to be executed or delivered by any officer to the Lenders or Administrative Agent, or any other party to any Loan Documents, or their respective attorneys or the Partnership's attorneys), the execution and delivery of any necessary or appropriate agreements, instruments, certificates, affidavits, notices or other documents in connection therewith, the authorization of all financing statements, the execution and delivery of any amendments, waivers or supplements to any of the Loan Documents, the signing or endorsement of any checks or notes, the establishment of accounts, the posting of any bonds, and the payment of any fees, and from time to time to take any and all action to make, execute, verify and file all applications, certificates, documents, or other instruments and to do any and all acts and things which any one or more of them shall deem necessary, advisable or appropriate in order to carry out the intent and purpose of any and all of the foregoing resolutions; and it is further

RESOLVED, that the officers of the Company, acting on behalf of the Company, on behalf of Borrower, on behalf of General Partner, on its own behalf and as general partner of Partnership are hereby authorized and directed to, on behalf of Partnership, grant or reaffirm guarantees, security interests, liens and/or pledges on all of the Partnership's assets to secure the obligations arising under or pursuant to the Loan Documents and such other ancillary agreements, documents, and instruments relating thereto; and it is further

Appointment of Chief Restructuring Officer

RESOLVED, that, subject to the same terms and conditions as set forth in the May 19, 2020 engagement letter covering his appointment as Chief Restructuring Officer of Company, Gary Barton ("Mr. Barton") be, and hereby is, elected as the Chief Restructuring Officer of

Partnership, to serve until his successor shall have been duly elected and qualified, or until his earlier death, resignation, retirement, disqualification, or removal from office; and it is further

RESOLVED, that any and all authorized actions previously taken by Mr. Barton in such capacity are hereby ratified, approved, confirmed, and adopted as the actions of Partnership.

General Authorizing Resolutions

RESOLVED that Authorized Officer, acting on behalf of the Partnership, is hereby granted full authority to act in the name of and on behalf of the Partnership, under the Partnership's seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Partnership, to take or cause to be taken any and all other actions, and to incur all such fees and expenses deemed to be necessary, appropriate, or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority, provided; however, such authorization does not include a delegation of authority to Authorized Officer for actions that require board approval, including, without limitation, approval and filing of a plan of reorganization, or any material amendments thereto, in connection with the Chapter 11 case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Officer, acting on behalf of the Partnership, to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Partnership; and it is further

RESOLVED, that Authorized Officer, acting on behalf of the Partnership, is authorized, empowered and directed to certify and attest any documents or materials deemed necessary, desirable, or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of further approvals or consents by the partners of the Partnership or the affixing of any seal of the Partnership; and it is further

RESOLVED, that all actions heretofore taken by the Partnership, and other authorized representatives of the Partnership with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions that require approval are hereby in all respects, approved, adopted, ratified, and confirmed.

This Consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which, together, shall constitute one consent. All of the foregoing resolutions shall be deemed adopted simultaneously.

Signature Page Follows

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first set forth above.

GENERAL PARTNER:

LONESTAR PROSPECTS MANAGEMENT, L.L.C.,
a Texas limited liability company

By: VPROP OPERATING, LLC,
a Delaware limited liability company,
its sole member

By: VISTA PROPPANTS AND LOGISTICS, LLC,
a Delaware limited liability company,
its sole member

By: 
Name: Gary Humphreys
Title: CEO

Fill in this information to identify the case:Debtor name Lonestar Prospects, Ltd.

United States Bankruptcy Court for the: Northern District of Texas

Case number (If known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Penske Truck Leasing Co., L.P. 2675 Morgantown Road Reading, PA 19607	Attn: Marc Althen Title: President Email: marc.althen@gopenske.com	Trade Payable	Contingent, Unliquidated, Disputed			\$ 6,131,484
2	Trinity Industries Leasing Co. 2525 N. Stemmons Freeway Dallas, TX 75207	Attn: Robert Hulick Title: EVP Email: robert.hulick@trin.net	Trade Payable				\$ 1,709,195
3	Sand Hill Land & Cattle LLC 610 Fall Creek Highway Granbury, TX 76049	Attn: Ike Thomas Email: ikeh1972@gmail.com	Royalty Agreement				\$ 1,527,674
4	Caterpillar Financial Services 2120 West End Avenue Nashville, TN 37203	Attn: David Walton Title: President & CEO Email: David.Walton@cat.com	Trade Payable				\$ 1,369,504
5	Sikes, RJ 8251 St Johns Drive Waxahachie, TX 75167	Attn: Jeff Hansen Phone: 817-429-0956	Tax Sharing Agreement				\$ 1,333,333
6	CCC Group Inc 5797 Dietrich Road San Antonio, TX 78219	Attn: Joe Garza Title: CEO/President Phone: 361-643-9555 Email: joeg@cccgroupinc.com	Settlement Agreement				\$ 1,234,687
7	SandBox Logistics, LLC 24275 Katy Freeway Suite 600 Katy, TX 77494	Attn: Daniel Miers Title: President Phone: 337-654-2725 Email: dmiers@sandboxlogistics.com	Trade Payable				\$ 774,602
8	Twin Eagle Sand Logistics, LLC 8847 W Sam Houston Pkwy N Houston, TX 77040	Attn: Andrew Branaugh Title: VP Phone: 972-741-5935 Email: Andrew.Branaugh@twineagle.com	Trade Payable				\$ 702,559
9	MP Systems Company 11407 Strang Line Road Lenexa, KS 66215	Attn: Ken Phelps Title: President/COO Phone: 414-462-7700 Email: ken.phelps@pieperpower.com	Trade Payable				\$ 668,740
10	The Andersons Railcar Leasing 1947 Briarfield Blvd. Maumee, OH 43537	Attn: Sean Hankinson Title: VP Sales Phone: 419-891-6352	Trade Payable				\$ 625,906
11	American Structural Metals Inc 777 Lehmann Way Somerset, WI 54025	Attn: Scott Sprenger Title: President Phone: 715-247-1027	Trade Payable				\$ 543,525
12	Engineered Software Products 1075 Progress Circle Lawrenceville, GA 30043	Attn: Sean Patenaude Title: Project Manager Phone: 770-682-8259 Email: spatenaude@espatl.com	Trade Payable				\$ 525,214

Debtor Lonestar Prospects, Ltd.

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13	American Bin & Conveyor 221 Front St Burlington, WI 53105	Attn: Carrie Nash Title: Purchasing Agent Phone: 262-763-0123 Email: carrie@americanconveyor.com	Trade Payable				\$ 426,871
14	HOLT CAT 5665 S East Loop 410 San Antonio, TX 78222	Attn: Peter Holt Title: CEO Phone: 210-648-1111 Email: peter.holt@holtcat.com	Trade Payable				\$ 340,373
15	Warren Cat Rental 3601 N Garnett Rd Tulsa, OK 74116	Attn: Kevin Matthews Title: Sales Manager Phone: 405-630-7398 Email: kevin.matthews@warrencat.com	Trade Payable				\$ 329,664
16	Frontier Tank Lines 6850 TPC Drive Suite 200 McKinney, TX 75070	Attn: Judy Horn Title: VP Sales Phone: 817-875-7546 Email: jhorn@frontiertanklines.com	Trade Payable				\$ 329,378
17	James Hardie 231 S Lasalle St Unit 2000 Chicago, IL 60604	Attn: Sean Gadd Title: CMO Phone: 312-498-9883 Email: sean.gadd@jameshardie.com	Customer Prepayments	Contingent, Unliquidated, Disputed			Undetermined
18	Schlumberger Limited (SLB) 3600 Briarpark Drive Houston, TX 77042	Attn: Paal Kibsgaard-Petersen Title: CEO Email: paal.kibsgaard@slb.com	Customer Prepayments	Contingent, Unliquidated, Disputed			Undetermined
19	Texas And New Mexico Railway Inc 315 W 3rd Street Pittsburg, KS 66762	Attn: Todd Trammell Title: General Manager Phone: 620-515-0778	Unsecured Debt	Contingent, Unliquidated, Disputed			Undetermined
20	WTX Profit Sharing 912 Woodland Street Houston, TX 77009	Attn: Brian McConn Phone: 281-813-6021 Email: brian.mcconn@gmail.com	Profit Sharing Agreement	Contingent, Unliquidated, Disputed			Undetermined

Fill in this information to identify the case:Debtor name **Lonestar Prospects, Ltd.**United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on **June 9, 2020****x** /s/ Gary Barton_____
Signature of individual signing on behalf of debtor**Gary Barton**_____
Printed name**Chief Restructuring Officer**_____
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re: § Chapter 11
 LONESTAR PROSPECTS, LTD., §
 Debtor. § Case No. _____

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Lonestar Prospects, Ltd. hereby provides the following list of holders of equity interests:

Name and Address of Interest Holder	Percentage of Interests Held
VPROP Operating, LLC 4413 Carey Street Fort Worth, TX 76119-4219	99% Membership Interest (Limited Partner)
Lonestar Prospects Management, L.L.C. 4413 Carey Street Fort Worth, TX 76119-4219	1% Partnership Interest (General Partner)

LONESTAR PROSPECTS, LTD.

By: /s/ Gary Barton
 Gary Barton
 Chief Restructuring Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	Chapter 11
	§	
LONESTAR PROSPECTS, LTD.,	§	Case No. _____
	§	
Debtor.	§	

STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of Lonestar Prospects, Ltd. certifies that the following corporate entities/individuals own more than 10% of the Debtor's equity interest.

Shareholder	Percentage of Total Shares
VPROP Operating, LLC 4413 Carey Street Fort Worth, TX 76119-4219	99% Partnership Interest (Limited Partner)
Lonestar Prospects Management, L.L.C. 4413 Carey Street Fort Worth, TX 76119-4219	1% Partnership Interest (General Partner)

LONESTAR PROSPECTS, LTD.

By: /s/ Gary Barton
Gary Barton
Chief Restructuring Officer