

Stephen M. Pezanosky
State Bar No. 15881850
Ian T. Peck
State Bar No. 24013306
David L. Staab
State Bar No. 24093194
HAYNES AND BOONE, LLP
301 Commerce Street, Suite 2600
Fort Worth, TX 76102
Telephone: 817.347.6600
Facsimile: 817.347.6650
Email: stephen.pezanosky@haynesboone.com
Email: ian.peck@haynesboone.com
Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

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

In re:	§	Chapter 11
	§	
Vista Proppants and Logistics, LLC, et al., ¹	§	Case No. 20-42002-ELM-11
	§	
Debtors.	§	Joint Administration Requested

**REQUEST FOR EMERGENCY CONSIDERATION
OF CERTAIN “FIRST DAY” MATTERS**

On June 9, 2020, Vista Proppants and Logistics, LLC and its debtor affiliates, as debtors and debtors-in-possession in the above-referenced chapter 11 cases (collectively, the “Debtors”) filed petitions for relief under Chapter 11 of the Bankruptcy Code. Counsel for the Debtors believes that these cases qualify as “Complex Chapter 11 Cases.” The Debtors need emergency consideration of the following initial case matters:

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Vista Proppants and Logistics, LLC (7817) (“Vista OpCo”); VPROP Operating, LLC (0269) (“VPROP”); Lonestar Prospects Management, L.L.C. (8451) (“Lonestar Management”); MAALT Specialized Bulk, LLC (2001) (“Bulk”); Denetz Logistics, LLC (8177) (“Denetz”); Lonestar Prospects, Ltd. (4483) (“Lonestar Ltd.”); and MAALT, LP (5198) (“MAALT”). The location of the Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119-4219.



- (i) *Debtors' Emergency Motion for Entry of Order Authorizing Joint Administration of Chapter 11 Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure* [Docket No. 3];
- (ii) *Notice of Designation as Complex Chapter 11 Bankruptcy Case* [Docket No. 4];
- (iii) *Debtors' Emergency Application for Authorization to Retain and Employ Kurtzman Carson Consultants LLC as Claims, Noticing and Solicitation Agent* [Docket No. 5];
- (iv) *Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to File a Consolidated List of Creditors and (II) Mail Initial Notices* [Docket No. 6];
- (v) *Debtors' Emergency Motion for Entry of an Order Extending the Time to File Schedules and Statements* [Docket No. 7];
- (vi) *Debtors' Emergency Motion for an Order (I) Authorizing Debtors to Pay Certain Pre-Petition Employee Wages, Other Compensation and Reimbursable Employee Expenses; (II) Continuing Employee Benefits Programs; (III) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations Pursuant to Sections 105(a), 363(a), and 507(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004; and (IV) Granting Related Relief* [Docket No. 8];
- (vii) *Debtors' Amended Emergency Motion for Entry of an Order (I) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; (II) Waiving Certain U.S. Trustee Requirements; and (III) Authorizing Continuation of Intercompany Transactions with Section 364(a) Administrative Priority* [Docket No. 30];
- (viii) *Debtors' Emergency Motion for Entry of an Order (I) Authorizing Debtors to Pay Prepetition Sales/Use Taxes and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers Pursuant to Sections 105(a), 363(b), 507(a)(8), and 541(d) of the Bankruptcy Code* [Docket No. 10];
- (ix) *Debtors' Emergency Motion for an Order Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit Account as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment* [Docket No. 11];
- (x) *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 363(e), 364(c), 364(d)(1) and 364(e) and (B) Utilize Cash Collateral of Prepetition Secured Entities, (II) Granting Adequate Protection to Prepetition Secured Entities, (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (IV) Granting Related Relief* [Docket Nos. 31 & 32]; and

- (xi) *Debtors' Emergency Motion for Entry of an Order Authorizing the Debtors to File Fee Letter Under Seal Pursuant to 11 U.S.C. § 107 and Fed. R. Bankr. P. 9018* [Docket No. 34].

RESPECTFULLY SUBMITTED this 10th day of June, 2020.

HAYNES AND BOONE, LLP

By: /s/ David L. Staab

Stephen M. Pezanosky
State Bar No. 15881850

Ian T. Peck
State Bar No. 24013306

David L. Staab
State Bar No. 24093194
301 Commerce Street, Suite 2600
Fort Worth, TX 76102

Telephone: 817.347.6600

Facsimile: 817.347.6650

Email: stephen.pezanosky@haynesboone.com

Email: ian.peck@haynesboone.com

Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

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

In re:	§	Chapter 11
	§	
Vista Proppants and Logistics, LLC, et al., ¹	§	Case No. 20-42002-ELM-11
	§	
Debtors.	§	Joint Administration Requested

**ORDER GRANTING REQUEST FOR EMERGENCY
CONSIDERATION OF CERTAIN “FIRST DAY” MATTERS**

Came on for consideration *the Request for Emergency Consideration of Certain “First Day” Matters*, dated June 9, 2020 (the “Request”), of Vista Proppants and Logistics, LLC, *et al.* (collectively, the “Debtors”), which requests entry of an order authorizing expedited hearings on

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Vista Proppants and Logistics, LLC (7817) (“Vista OpCo”); VPROP Operating, LLC (0269) (“VPROP”); Lonestar Prospects Management, L.L.C. (8451) (“Lonestar Management”); MAALT Specialized Bulk, LLC (2001) (“Bulk”); Denetz Logistics, LLC (8177) (“Denetz”); Lonestar Prospects, Ltd. (4483) (“Lonestar Ltd.”); and MAALT, LP (5198) (“MAALT”). The location of the Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119-4219.

certain initial case matters. Upon consideration of the Request, the Court finds that the relief requested in the Request is in the best interest of the Debtors, their estates, and their creditors. The Court also finds that given the circumstances and the nature of the relief requested, no further notice need be given. Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The following matters are scheduled before the Honorable Edward L. Morris for a hearing on Thursday, June 11, 2020, at 1:30 p.m. Central Time at Room 204, U.S. Courthouse 501 W. Tenth Street, Fort Worth, Texas 76102:

- (xii) *Debtors' Emergency Motion for Entry of Order Authorizing Joint Administration of Chapter 11 Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure* [Docket No. 3];
- (xiii) *Notice of Designation as Complex Chapter 11 Bankruptcy Case* [Docket No. 4];
- (xiv) *Debtors' Emergency Application for Authorization to Retain and Employ Kurtzman Carson Consultants LLC as Claims, Noticing and Solicitation Agent* [Docket No. 5];
- (xv) *Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to File a Consolidated List of Creditors and (II) Mail Initial Notices* [Docket No. 6];
- (xvi) *Debtors' Emergency Motion for Entry of an Order Extending the Time to File Schedules and Statements* [Docket No. 7];
- (xvii) *Debtors' Emergency Motion for an Order (I) Authorizing Debtors to Pay Certain Pre-Petition Employee Wages, Other Compensation and Reimbursable Employee Expenses; (II) Continuing Employee Benefits Programs; (III) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations Pursuant to Sections 105(a), 363(a), and 507(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004; and (IV) Granting Related Relief* [Docket No. 8];
- (xviii) *Debtors' Amended Emergency Motion for Entry of an Order (I) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; (II) Waiving Certain U.S. Trustee Requirements; and (III) Authorizing Continuation of Intercompany Transactions with Section 364(a) Administrative Priority* [Docket No. 30];

- (xix) *Debtors' Emergency Motion for Entry of an Order (I) Authorizing Debtors to Pay Prepetition Sales/Use Taxes and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers Pursuant to Sections 105(a), 363(b), 507(a)(8), and 541(d) of the Bankruptcy Code [Docket No. 10];*
- (xx) *Debtors' Emergency Motion for an Order Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit Account as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment [Docket No. 11];*
- (xxi) *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 363(e), 364(c), 364(d)(1) and 364(e) and (B) Utilize Cash Collateral of Prepetition Secured Entities, (II) Granting Adequate Protection to Prepetition Secured Entities, (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (IV) Granting Related Relief [Docket Nos. 31 & 32]; and*
- (xxii) *Debtors' Emergency Motion for Entry of an Order Authorizing the Debtors to File Fee Letter Under Seal Pursuant to 11 U.S.C. § 107 and Fed. R. Bankr. P. 9018 [Docket No. 34].*

END OF ORDER

Submitted by:

HAYNES AND BOONE, LLP

Stephen M. Pezanosky
State Bar No. 15881850
Ian T. Peck
State Bar No. 24013306
David L. Staab
State Bar No. 24093194
301 Commerce Street, Suite 2600
Fort Worth, TX 76102
Telephone: 817.347.6600
Facsimile: 817.347.6650
Email: stephen.pezanosky@haynesboone.com
Email: ian.peck@haynesboone.com
Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS