



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

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The following constitutes the ruling of the court and has the force and effect therein described.

Signed June 12, 2020

United States Bankruptcy Judge

**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.	§	Jointly Administered

**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**

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.



Upon the *Debtors' Amended Emergency Motion for 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* (the "Motion")² of Vista Proppants and Logistics, LLC, *et al.* (collectively, the "Debtors"); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc*, Miscellaneous Rule No. 33 (N.D. Tex. August 3, 1984); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted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 the Court and after due deliberation and sufficient cause appearing therefor,

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to continue using their existing Bank Accounts and Cash Management System as described in the Motion, subject to the limitations in this Order and the terms, conditions, limitations, and requirements of any cash collateral or DIP financing orders that may be entered in the Chapter 11 Cases (together with any approved budgets in connection therewith, the "DIP Financing Orders").

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

3. The Debtors shall maintain records of all transfers within the Cash Management System so that all transfers and transactions shall be adequately and promptly documented in, and ascertainable from, the Debtors' books and records, to the same extent as maintained prior to the commencement of the Chapter 11 Cases.

Cash Management System and Bank Accounts

4. The Debtors are authorized but not directed to (a) maintain and continue to use the Bank Accounts with the same account numbers, styles, and document forms as are currently employed, (b) deposit funds in, and withdraw funds from, the Bank Accounts by all usual means, including checks, wire transfers, automated clearinghouse ("ACH") transfers, drafts, electronic fund transfers, or other items presented, issued or drawn on the Bank Accounts, (c) pay postpetition ordinary course bank fees in connection with the Bank Accounts, (d) perform their obligations under the documents and agreements governing the Bank Accounts, and (e) treat the Bank Accounts for all purposes as accounts of the Debtors in their capacities as debtors in possession.

5. The Debtors shall: (i) instruct PlainsCapital Bank, Pinnacle Bank, and 1st Source Bank (collectively, the "Banks") to add the designation, "Debtor-in-Possession" to its current and any future Accounts; (ii) treat the Accounts for all purposes as Accounts of the Debtors as Debtors-in-Possession; (iii) maintain records that recognize the distinction between prepetition and postpetition transfers; (iv) attach redacted bank statements with respect to any Account at Pinnacle Bank or 1st Source Bank to the Debtors' monthly operating reports; and (v) attach redacted bank statements of any Accounts that are not DIP Accounts opened after the Petition Date to the Debtors' monthly operating reports.

6. The Banks are authorized and directed to (a) continue to administer, service, and maintain the Bank Accounts as such accounts were administered, serviced, and maintained prior to the Petition Date, without interruption in the usual and ordinary and (b) pay any and all checks,

drafts, wires, ACH transfers, electronic fund transfers, or other items presented, issued, or drawn on the Bank Accounts (collectively, the “Debits”) on account of a claim arising on or after the Petition Date so long as there are sufficient cleared funds in the relevant Bank Accounts.

7. The Banks are restrained and prohibited from honoring any Debit presented, issued, or drawn on any Bank Account on account of a claim arising prior to the Petition Date (a “Prepetition Debit”), unless the payment of such claim (a) has been represented by the Debtors to have been authorized by an order of this Court, (b) has been directed by the Debtors and not otherwise prohibited by a “stop payment” request received by the relevant Bank from the Debtors, and (c) is supported by sufficient cleared funds in the relevant Bank Account.

8. Subject to the provisions of this Order, the Banks are authorized and directed to rely on the representations of the Debtors as to which Debits are authorized to be honored or dishonored, whether or not such Debits are dated prior to, on, or subsequent to the Petition Date, and whether or not the Bank believes the payment is authorized by an order of the Court. No Bank shall be liable to the Debtors or their estates, or otherwise held in violation of this Order, for honoring a Prepetition Debit or other Debit at the direction of the Debtors to honor such Prepetition Debit or other Debit. To the extent that the Debtors direct that any Debit be dishonored, the Debtors may issue replacement Debits consistent with the orders of this Court.

9. The Debtors are authorized to implement such changes to the Cash Management System as the Debtors may deem necessary or appropriate, including, without limitation, closing any of the Bank Accounts or opening any additional bank accounts (the “New Accounts”), wherever the Debtors deem that such accounts are needed or appropriate, and whether or not the banks in which such accounts are opened are designated depositories on the U.S. Trustee approved list in the Northern District of Texas and all such New Accounts shall be deemed to be Bank Accounts; provided that (a) any New Account shall be designated a “Debtor in Possession”

account by the relevant bank, (b) the Debtors shall provide the U.S. Trustee with notice of the closing of any existing Accounts and the opening of any New Accounts, and (c) any New Account that is not an Authorized Depository is subject to the \$250,000 FDIC limit. The Banks are authorized to honor the Debtors' requests to open or close (as the case may be) such Bank Account(s). If upon receipt of notice of such New Accounts the U.S. Trustee advises the Debtors that such New Accounts are not Approved Depositories in the Northern District of Texas and/or the parties are not able to reasonably resolve disputes, if any, regarding such New Accounts, the Debtors shall seek approval of the Court pursuant to 11 U.S.C. § 345.

10. Notwithstanding anything in this Order to the contrary, (a) the authority and approvals granted by the terms of this Order to the Debtors, including with respect to any payments authorized hereunder, the opening and closing of Bank Accounts, and continuation of the Cash Management System, shall be in all respects subject to the terms, conditions, limitations, and requirements set forth in the DIP Financing Orders entered in the Chapter 11 Cases and (b) to the extent there is any inconsistency between the terms of such DIP Financing Orders and any action taken or proposed to be taken hereunder, the terms of such DIP Financing Orders shall control.

11. Pursuant to Sections 503(b)(1) and 364(a) of the Bankruptcy Code, postpetition Intercompany Transfers to the extent unpaid shall be afforded administrative expense claim status.

Waiver of U.S. Trustee Guidelines

12. The U.S. Trustee Guideline requiring that the Debtors close all existing Bank Accounts and open new debtor-in-possession accounts is waived to the extent provided herein.

13. The U.S. Trustee Guideline requiring that the Debtors open separate debtor-in-possession accounts for payroll is waived to the extent provided herein.

14. The U.S. Trustee Guidelines requiring that the Debtors open separate debtor-in-possession accounts for the payment of taxes and deposit to such specific tax accounts sufficient

funds to pay any tax liability (when incurred) associated with the Debtors' payroll are waived to the extent provided herein.

15. The Debtors are authorized to continue using check stock in the forms existing immediately prior to the Petition Date but are required to note the Debtors' status of debtors-in-possession on any check issued by spelling out, and not abbreviating, the words "Debtor-in-Possession." In the event that the Debtors generate new checks during the pendency of these Chapter 11 Cases other than from their existing stock of checks, such checks shall include a legend referring to the applicable Debtor as a "Debtor-in-Possession," which shall be spelled out and shall not be abbreviated.

16. To the extent that the U.S. Trustee Guidelines otherwise conflict with any action taken by the Debtors in accordance with this Order, such Guidelines are waived.

Other Provisions

17. To the extent necessary, the Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied, and the relief requested is necessary to avoid immediate and irreparable harm.

18. To the extent applicable, the requirements of Bankruptcy Rule 6004(a) are waived.

19. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

END OF ORDER

Submitted by:

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PROPOSED ATTORNEYS FOR DEBTORS