

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

In re:	§	
	§	Case No. 20-42002-ELM-11
VISTA PROPPANTS AND LOGISTICS,	§	(Jointly Administered)
LLC., et al., ¹	§	Chapter 11
Debtors.	§	

CATERPILLAR FINANCIAL SERVICES CORPORATION'S
LIMITED RESPONSE TO DEBTORS' EMERGENCY MOTION FOR ENTRY OF
INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO (A)
OBTAIN POST-PETITION FINANCING PURSUANT TO 11 U.S.C. §§ 105, 361, 362,
363(c), 363(e), 364(c), 364(d)(1) AND 364(e) AND (B) UTILIZING 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

Caterpillar Financial Services Corporation ("CAT Financial"), through counsel, hereby respectfully files this *Limited Response* to the Debtors' *Motion for Interim and Final Orders (i) Authorizing the Debtors to (A) Obtain Post-petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 363(e), 364(c), 364(d)(1) and 364(e) and (B) Utilizing Cash Collateral of Prepetition Secured Entities, (ii) Granting Adequate Protection of Prepetition Secured Entities, (iii) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b) and 4001(c), and (iv) Granting Related Relief* [Docket No. 32] (the "DIP Motion"), and states

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) ("Denez"); 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.



as follows:

1. On June 9, 2020, Vista Proppants and Logistics, LLC and its debtor affiliates, as debtors and debtors-in-possession in the above-referenced jointly-administered chapter 11 cases (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On June 9, 2020, the Debtor’s filed their *Second Omnibus Motion to Reject Certain Executory Contracts and Unexpired Leases Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006 as of the Petition Date* [Docket No. 13] (the “Second Omnibus Rejections Motion”). In the Second Omnibus Rejection Motion, the Debtors list 100 executory contracts and/or unexpired lease agreements (collectively, the “CAT Financial Agreements”) relating to CAT Financial which the Debtors seek authorization to reject pursuant to 11 U.S.C. § 365.

3. The information in the Second Omnibus Rejections Motion identifying each of the CAT Financial Agreements does not match the information in CAT Financial’s internal records. CAT Financial and the Debtors have been and continue to work together to try to identify each of the CAT Financial Agreements along with the corresponding equipment (collectively, the “CAT Financial Equipment”) relating to each of the CAT Financial Agreements.

4. Recently, CAT Financial informed the Debtors that a limited number of the CAT Financial Agreements may in fact be purchase agreements. As part of their collective efforts, CAT Financial and the Debtors continue to work to identify any such agreements and any related collateral securing the Debtors' obligations to CAT Financial under those agreements.

5. Based upon conversations with Debtors' counsel, CAT Financial understands that, to the extent that it is ultimately determined that any of the CAT Financial Agreements, or any other subsequently-identified agreement(s) between the Debtors (or any of them) and CAT Financial, constitute a purchase and secured financing agreement instead of an executory contract or unexpired lease agreement, the Debtors do not seek as part of the DIP Motion to prime any pre-existing properly perfected security interests of pre-petition secured creditors in property of the Debtors including any property in which CAT Financial has a properly perfected security interest.

Dated: July 6, 2020.

Respectfully submitted,

By: /s/ David A. Walton

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*Counsel for Creditor,
Caterpillar Financial Services Corp.*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on July 6, 2020, a true and correct copy of the foregoing document was served via the Court's CM/ECF system upon the parties enabled to receive electronic notice in this case.

By: /s/ David A. Walton

David A. Walton