

Stephen M. Pezanosky
State Bar No. 15881850
Matthew T. Ferris
State Bar No. 24045870
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: matt.ferris@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-elm11
§
Debtors. § Jointly Administered

**DEBTORS’ MOTION FOR ENTRY OF AN ORDER
(I) APPROVING THE DISCLOSURE STATEMENT, (II) FIXING A RECORD
DATE, (III) APPROVING CURE PROCEDURES, (IV) APPROVING SOLICITATION
PROCEDURES, (V) APPROVING FORM OF BALLOT AND ESTABLISHING VOTING
PROCEDURES, AND (VI) ESTABLISHING NOTICE AND OBJECTION
PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS’
CHAPTER 11 PLAN OF REORGANIZATION**

**A HEARING WILL BE CONDUCTED ON THIS MATTER ON
AUGUST 10, 2020, AT 1:30 P.M. IN ROOM 204, U.S.
COURTHOUSE, 501 W. TENTH STREET, FORT WORTH,
TEXAS 76102.**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST
RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH
PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE**

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 HoldCo”); 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.



DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT BY AUGUST 5, 2020 AT 4:00 P.M. CENTRAL TIME, WHICH IS TWENTY-EIGHT (28) DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

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”) hereby file this *Debtors’ Motion for Entry of an Order (I) Approving the Disclosure Statement, (II) Fixing a Record Date, (III) Approving Cure Procedures, (IV) Approving Solicitation Procedures, (V) Approving Form of Ballot and Establishing Voting Procedures, and (VI) Establishing Notice and Objection Procedures with Respect to Confirmation of the Debtors’ Chapter 11 Plan of Reorganization* (the “Motion”). In support of the Motion, the Debtors in respectfully state as follows:

JURISDICTION

1. The United States District Court for the Northern District of Texas (the “District Court”) has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. § 1334. The District Court’s jurisdiction has been referred to this Court pursuant to 28 U.S.C. § 157 and the District Court’s Miscellaneous Order No. 33, *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984. This is a core matter pursuant to 28 U.S.C. § 157(b), which may be heard and finally determined by this Court. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 105, 502, 1125, 1126, and 1128 of chapter 11 of the United States Code (the “Bankruptcy Code”), Rules 2002,

3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2002-1, 3017-1, 3018-1 and 3020-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas (the “Local Bankruptcy Rules”).

BACKGROUND

3. On June 9, 2020 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code commencing the above captioned cases (the “Chapter 11 Cases”). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of chapter 11 of title 11 of the Bankruptcy Code.

4. On June 23, 2020, an official committee of unsecured creditors (the “Committee”) was appointed in these Chapter 11 Cases. No trustee or examiner has been requested or appointed in these Chapter 11 Cases.

5. A detailed description of the Debtors’ businesses, their capital structure, and the circumstances leading to the commencement of the Chapter 11 Cases can be found in the *Declaration of Kristin Whitley in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* [Doc. No. 35] and the *Declaration of Gary Barton in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* [Doc. No. 36].

6. On July 3, 2020, the Debtors filed the *Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Doc. No. 158] (as may be amended, the “Plan”). On the same day, the Debtors filed the *Disclosure Statement in Support of the Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al.,*

Pursuant to Chapter 11 of the Bankruptcy Code [Doc. No. 159] (as may be amended, the “Disclosure Statement”).²

RELIEF REQUESTED

7. The Debtors respectfully request that the Court enter an order (i) approving the Disclosure Statement; (ii) fixing a record date, (iii) approving cure procedures, (iv) approving solicitation procedures, (v) approving the form of ballot and establishing voting procedures, and (vi) establishing notice and objection procedures with respect to confirmation of the Plan. Attached hereto as **Exhibit A** is a proposed form of order authorizing the relief requested herein (the “Disclosure Statement Approval Order”).

8. For the convenience of the Court and parties in interest, the following chart provides a summary of proposed deadlines in connection with the consideration of the Disclosure Statement and confirmation of the Plan:

Disclosure Statement Objection Deadline	August 5, 2020, at 4:00 p.m. Central Time
Disclosure Statement Hearing	August 10, 2020, at 1:30 p.m. Central Time
Voting Record Date	August 10, 2020
Deadline to serve Solicitation Packages	August 10, 2020
Deadline to serve Cure Notice	August 10, 2020
Plan Supplement Deadline	September 2, 2020
Voting Deadline	September 7, 2020, at 4:00 p.m. Central Time
Deadline to Object to Claims for Voting Purposes	September 7, 2020, at 4:00 p.m. Central Time
Confirmation Objection Deadline	September 7, 2020, at 4:00 p.m. Central Time
Cure Objection Bar Date	September 7, 2020, at 4:00 p.m. Central Time
Ballot Certification Deadline	September 11, 2020
Confirmation Brief and Reply Deadline	September 11, 2020
Confirmation Hearing	September 14, 2020, at 1:30 p.m. Central Time

² Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Disclosure Statement.

I. The Disclosure Statement Should be Approved

A. The Disclosure Statement Contains Adequate Information

9. Section 1125 of the Bankruptcy Code requires the proponent of a plan of reorganization to provide holders of impaired claims and interests with a disclosure statement that contains “adequate information” regarding the proposed plan. “Adequate information” is defined as:

[I]nformation of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, that would enable a hypothetical reasonable investor typical of holders of claims or interests of the relevant class to make an informed judgment about the plan, but adequate information does not include such information about any other possible or proposed plan.

11 U.S.C. §1125(a).

10. The primary purpose of a disclosure statement is to provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision whether to vote for or against the plan. *See Spicer v. Laguna Madre Oil & Gas II, L.L.C. (In re Tex. Wyo. Drilling, Inc., 647 F.3d 547, 551 (5th Cir. 2011)* (“We observe that the disclosure statement is the primary notice mechanism informing a creditor’s vote for or against a plan.”); *Century Glove, Inc. v. First Am. Bank of N.Y., 860 F.2d 94, 100 (3rd Cir. 1988)* (“... § 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”); *In re A. H. Robins Co., Inc., No. 98-1080, 1998 WL 637401, at *3 (4th Cir. 1998)* (“The disclosure statement must contain ‘adequate information,’ i.e. sufficient information to permit a reasonable, typical creditor to make an informed judgment about the merits of the proposed plan. Moreover, the court must assess the disclosure statement’s adequacy and approve it before transmittal.” (internal citations omitted)).

11. The determination of whether a disclosure statement includes adequate information is made on a case-by-case basis, and courts exercise broad discretion when evaluating whether a disclosure statement contains adequate information. *See Mabey v. Southwestern Elec. Power Co., (In re Cajun Elec. Power Co-op., Inc.)*, 150 F.3d 503, 518 (5th Cir. 1998) (“The legislative history of § 1125 indicates that, in determining what constitutes adequate information with respect to a particular disclosure statement, both the kind and form of information are left essentially to the judicial discretion of the court and that the information required will necessarily be governed by the circumstances of the case.” (citations and quotations omitted)). This discretion provides flexibility and facilitates the effective reorganization of chapter 11 debtor by accommodating varying circumstances accompanying chapter 11 cases. *See H.R. Rep. No. 595, 95th Cong., 1st Session 408-09 (1977); see also Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.” (*vacated on other grounds*)). This determination should take account of expertise and resources, including outside advisors and relevant information already possessed or publicly available, of the hypothetical investor in each class of claims or interests in the chapter 11 cases from which classes the acceptance or rejection of the plan is solicited after commencement of the chapter 11 cases. *See generally Zenith Elecs. Corp.*, 241 B.R. 92, 99–100 (Bankr. D. Del. 1999).

12. The Debtors submit that the Disclosure Statement contains information of a type, detail and quantity “that would enable a hypothetical reasonable investor typical of holders of claims or interests of the relevant class to make an informed judgment about the plan” as required by section 1125 of the Bankruptcy Code and should therefore be approved. Specifically, the

Disclosure Statement includes information regarding the events which led to the filing of the Chapter 11 Cases, anticipated future of the company, the condition of the Debtors during the Chapter 11 Cases, estimation of recovery in a chapter 7 liquidation, financial projections of the Reorganized Debtors, information regarding risks to the creditors, information regarding potential litigation actions, and tax consequences of the Plan.³ See, e.g., *In re Metrocraft Pub. Services, Inc.*, 39 B.R. 567, 568 (Bankr. N.D. Ga. 1984) (enumerating similar factors to be considered in assessing adequacy of information in a disclosure statement); *In re ReoStar Energy*, No. 10-47176, 2012 Bankr. LEXIS 2418, at *4–5 (Bankr. N.D. Tex. May 30, 2012); *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

B. The Disclosure Statement Satisfies Bankruptcy Rule 3016

13. Pursuant to Bankruptcy Rule 3016(c), if a “plan provides for an injunction against conduct not otherwise enjoined under the [Bankruptcy] Code, the plan and disclosure statement shall describe in specific and conspicuous language (bold, italic, or underlined text) all acts to be enjoined and identify the entities that would be subject to the injunction.” FED. R. BANKR. P. 3016(c).

14. Article VIII of the Plan provides for certain releases, exculpations and injunctions. These provisions are specifically and conspicuously delineated in bold typeface in the Plan. Moreover, these provisions are addressed in Article VIII of the Disclosure Statement, also specifically and conspicuously in bold typeface. The Disclosure Statement satisfies the requirements of Bankruptcy Rule 3016 and should be approved.

³ The Debtors intend to supplement the Disclosure Statement with additional information regarding estimated recovery in a chapter 7 liquidation and financial projections prior to the hearing on approval of the Disclosure Statement.

II. Establishment of Voting Record Date

15. Bankruptcy Rule 3018(a) provides that the “date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing” is the record date for determining which holders of equity securities and creditors whose claims are based on a security of record are entitled to vote to accept or reject a plan. FED. R. BANKR. P. 3018(a). Bankruptcy Rule 3018(a) purports to set a record date based on when the Clerk of the Court enters an order approving the Disclosure Statement. The Debtors request that the Court set the record date of **August 10, 2020** (the “Voting Record Date”) for determining (a) creditors and interest holders entitled to receive Solicitation Materials (as defined below) and other notices required by the solicitation procedures approved by the Court, and (b) creditors entitled to vote to accept or reject the Plan.

III. Procedures and Deadlines regarding Cure Procedures

16. As more fully described in Article V of the Plan, the Debtors propose to assume certain executory contracts and unexpired leases (collectively, the “Executory Contracts”) if such Executory Contracts are specifically designated on the Schedule of Assumed Contracts and Leases, which must be filed and served prior to commencement of the Confirmation Hearing (as defined below).

17. To facilitate the assumption of the Executory Contracts (the “Assumed Contracts”), the Debtors propose to serve the Cure Notice, substantially in the form attached to the Disclosure Statement Approval Order as **Exhibit 5** (the “Cure Notice”) by first class mail, facsimile, electronic transmission, or overnight mail on or before **August 10, 2020**, on each counterparty of an Executory Contract (the “Contract Counterparty”) that is included in the Cure Notice. The Debtors further request that the Court approve the following procedures for fixing any cure

amounts owed on the Executory Contracts (the “Cure Procedures”). The Cure Notice shall set forth the following information: (i) the Executory Contract(s) that the Debtors intend to assume pursuant to the Plan; (ii) the name and address of the Contract Counterparty; (iii) the proposed cure amount, if any, determined by the Debtors necessary to be paid to cure any existing default in accordance with the Bankruptcy Code (the “Cure Amount”); and (iv) the deadlines by which any such Contract Counterparty must file an objection to the proposed assumption of any Assumed Contract.

18. Any and all objections (the “Cure Objections”) to the assumption of any Executory Contract, including without limitation any objection to the Debtors’ proposed Cure Amount or the provision of adequate assurance of future performance pursuant to section 365 of the Bankruptcy Code (“Adequate Assurance”), must be filed with the Court on or before **September 7, 2020 at 4:00 p.m. Central Time** (the “Cure Objection Bar Date”). Cure Objections must: (a) be in writing; (b) state the name and address of the objecting Contract Counterparty; (c) be served so that they are received by the Confirmation Service List (as defined in the Disclosure Statement Approval Order) no later than the Cure Objection Bar Date; (d) identify the Executory Contract to which the objector is party; (e) describe with particularity any dispute the Contract Counterparty has under Section 365 of the Bankruptcy Code with the Cure Amount and identify the bases of the dispute under the Executory Contract; (f) attach all supporting documents; and (g) if the response contains an objection to Adequate Assurance, state with specificity what the objecting party believes is required to provide Adequate Assurance (the “Assumed Contract Objection Procedures”).

19. If no Cure Objection is timely and properly filed and served in accordance with the Assumed Contract Objection Procedures, (a) the Cure Amount set forth in the Cure Notice shall be controlling notwithstanding anything to the contrary in any Executory Contract or other document and the non-debtor party to the Executory Contract shall be forever barred from asserting

any other claim arising prior to the assumption of the Executory Contract if it is an Assumed Contract, and (b) the Reorganized Debtors' promise to perform under the Executory Contract shall be deemed Adequate Assurance under the Executory Contract. To the extent the Debtors dispute any Cure Objection, such dispute shall be presented to the Court at the Confirmation Hearing or such later date and time as the Debtors or the Reorganized Debtors may request or the Court may order.

20. The presence of any Executory Contract on the Cure Notice indicates that the Debtors presently intend to assume the Executory Contract. Additionally, pursuant to the Plan, the Debtors will file the Plan Supplement no later than five days before the Voting Deadline (or such later date as may be approved by the Court), which shall include a Schedule of Assumed Contracts and Leases, whereby each Contract Counterparty will have further notice of the Debtors' intention to assume its Executory Contract.

IV. Approval of Solicitation Procedures

A. General Provisions Regarding Classification

21. The Plan groups the Debtors together solely for the purpose of describing treatment of Claims and Interests under the Plan and confirmation of the Plan. Although the Plan applies to all of the Debtors, the Plan constitutes seven (7) distinct plans of reorganization, one for each Debtor, and for voting and distribution purposes, each Class of Claims will be deemed to contain sub-classes for each of the Debtors, to the extent applicable. To the extent there are no Allowed Claims or Interests with respect to a particular Debtor, such Class is deemed to be omitted with respect to such Debtor.

B. Duties of Balloting Agent

22. As authorized in the Order Granting Debtors' Emergency Application for Authorization to Retain and Employ Kurtzman Carson Consultants LLC as Claims, Noticing, and Solicitation Agent [Doc. No. 70] (the "KCC Retention Order"), Kurtzman Carson Consultants LLC ("KCC" or the "Claims and Balloting Agent") is authorized to provide services related to noticing, balloting, and all related tasks in the Chapter 11 Cases. Specifically, through the KCC Retention Order, KCC will be "performing noticing and balloting services." KCC Retention Order, ¶ 2.

23. The Claims and Balloting Agent, therefore, will assist the Debtors in (a) mailing or otherwise providing access to solicitation packages to creditors and parties in interest; (b) receiving, tabulating, and reporting on ballots cast for or against the Plan; and (c) responding to inquiries from creditors and interest holders relating to the Plan, the Disclosure Statement, and the ballots and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan. The contents of the Solicitation Materials, and the proposed solicitation procedures to be followed by the Debtors are described in more detail below.

C. Ballots and Voting Deadline

24. The Debtors request that the Court establish **September 7, 2020**, as the deadline (the "Voting Deadline") by which parties entitled to vote to accept or reject the Plan must submit their ballots.

25. The Debtors also request that the Court approve the forms of ballot for voting on the Plan in substantially the form attached to the Disclosure Statement Approval Order as **Exhibit 1** (collectively, the "Ballot(s)"). The Debtors propose to distribute the Ballots to holders of Claims whose votes are to be solicited. Each Ballot will be pre-populated with the relevant information

regarding a particular creditor's classification under the Plan. In addition, each Ballot may be barcoded for ease of processing upon its return to the Claims and Balloting Agent.

26. All Ballots, will be accompanied by pre-addressed, postage-paid return envelopes addressed to Vista Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

D. Content and General Transmittal of Solicitation Materials

27. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests for the purpose of soliciting their votes and providing adequate notice of the hearing on confirmation of a plan of reorganization:

Upon approval of a disclosure statement, – except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders – the debtor in possession, trustee, proponent of the plan, or clerk as the court orders, shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of such plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

FED. R. BANKR. P. 3017(d).

28. The Debtors request relief from Bankruptcy Rule 3017 that would otherwise require the Plan (or court approved summary of the Plan) and Disclosure Statement to be mailed to all holders of Claims and Interests. Because of the significant cost of printing and mailing the

Disclosure Statement and Plan, the Debtors propose to make the Disclosure Statement, Plan, and the Disclosure Statement Approval Order, including any amendment, attachment, exhibit, or supplement related thereto, available in electronic format online at <http://www.kccllc.net/vista>. The Debtors request authority to notify parties of the location of such documents by mailing the notice of the Confirmation Hearing (the “Confirmation Hearing Notice”), in the form attached as **Exhibit 2** to the Disclosure Statement Approval Order that contains the address to the Debtors’ case website with a link directly to the Disclosure Statement, Plan, and the Disclosure Statement Approval Order. The website shall contain a copy of the Disclosure Statement, Plan and the Disclosure Statement Approval Order, including any amendment, attachment, exhibit, or supplement related thereto which can be reviewed online or downloaded and printed. If a party desires a paper copy of the Disclosure Statement, Plan and/or the Disclosure Statement Approval Order, such party can request that a paper copy be mailed to them if such request is made at least three (3) business days before the Voting Deadline. Such request must be made to the Claims and Balloting Agent at VistaInfo@kccllc.com or through the Debtors’ chapter 11 case website at www.kccllc.net/vista/inquiry. The Debtors request that the Court determine that the Debtors are not required to distribute paper copies of the Disclosure Statement, the Plan or the Disclosure Statement Approval Order, including any amendment, attachment, exhibit, or supplement related thereto to holders of Claims and Interests, unless a party makes a specific written request for copies of such documents.

29. The Debtors propose to transmit or cause to be transmitted on or before **August 10, 2020** (the “Solicitation Mailing Date”), the Confirmation Hearing Notice (which contains a link to the Plan, Disclosure Statement, and Disclosure Statement Approval Order, including any amendment, attachment, exhibit, or supplement related thereto) and if applicable, Ballots, or

Unimpaired Non-Voting Status Notice or Impaired Non-Voting Status Notice (as each is defined below), a solicitation letter from the Debtors in support of the Plan, and in the Debtors' discretion, a solicitation letter in support of the Plan from other parties-in-interest (the "Solicitation Materials") to (a) all Creditors, (b) all holders of Interests, and (c) all other parties in interest, as required by the Bankruptcy Rules (including those entities as described in Bankruptcy Rule 3017(f)). The Debtors will serve paper copies of the Plan, Disclosure Statement, and the Disclosure Statement Approval Order on all parties in interest who have submitted such request in writing to the Claims and Balloting Agent at VistaInfo@kccllc.com or through the Debtors' chapter 11 case website at www.kccllc.net/vista/inquiry.

30. The Debtors have filed or will file prior to a hearing on this Motion all necessary exhibits to the Disclosure Statement. The Plan contemplates filing the Plan Supplement no later than five (5) days before the Voting Deadline, or such later date as may be approved by the Court. After such Plan Supplement is filed, copies of the Plan Supplement will be available in accordance with the procedures set forth herein.

31. The Debtors believe that these procedures are sufficient to make the Plan and Disclosure Statement readily available to all parties in interest in the Chapter 11 Cases, while allowing the Debtors flexibility to distribute the Solicitation Materials in the most cost-effective manner.

32. Supplemental Notice of Confirmation Hearing. Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement notice." FED. R. BANKR. P. 2002(l). Due to the large number of parties in interest in the Chapter 11 Cases, and to ensure proper notice of the Confirmation Hearing, the Debtors propose to publish the Confirmation Hearing Notice, not less than twenty-one (21) days

before the Confirmation Hearing in the national edition of *USA Today*. The Debtors believe that publication of the Confirmation Hearing Notice will give sufficient notice of the Confirmation Hearing to persons who do not otherwise receive notice by mail as provided for in the Disclosure Statement Approval Order.

Transmittal to Certain Claim and Interest Holders

i. Creditors and Interest Holders Deemed to Reject the Plan

33. Classes that do not retain or receive any property under a plan of reorganization are deemed to reject the plan. *See* 11 U.S.C. § 1126(g) (“a class is deemed not to have accepted a plan if such plan provides that the claims or interests of such class do not entitle the holders of such claims or interests to receive or retain any property under the plan on account of such claims or interests.”). Holders of Class 6 General Unsecured Claims and Class 9 Vista HoldCo Interests will not retain or receive any property under the Plan and are deemed to reject it. Accordingly, the Debtors will not send Ballots to the holders of Claims in Class 6 or Interests in Class 9 (the “Non-Voting Claim or Interest Holders”). The Debtors propose to send the Impaired Non-Voting Claim or Interest Holders a notice (the “Impaired Non-Voting Status Notice”), substantially in the form of **Exhibit 3** attached to the Disclosure Statement Approval Order, informing such holders of Claims in Class 6 or Interests in Class 9 (i) of their treatment under the Plan, and (ii) that they are not entitled to vote on the Plan and are deemed to have voted to reject the Plan. The Debtors believe that mailing such Impaired Non-Voting Status Notice, in addition to the Confirmation Hearing Notice, satisfies the requirements of Rule 3017(d) with respect to the Non-Voting Claim or Interest Holders.

ii. Unimpaired Creditors and Interest Holders Deemed to Accept the Plan

34. Classes that are unimpaired are not entitled to vote on a plan of reorganization. *See* 11 U.S.C. § 1126(f) (“a class that is not impaired under a plan, and each holder of a claim or interest of such class, are conclusively presumed to have accepted the plan, and solicitation of acceptances with respect to such class from the holders of claims or interests of such class is not required.”). Holders of Other Secured Claims in Class 1, Other Priority Claims in Class 2, PlainsCapital ABL Secured Claims in Class 4, and MAALT Secured Claims in Class 5 for each Debtor are unimpaired and are deemed to accept the Plan. Accordingly, the Debtors will not send Ballots to the holders of Claims in Classes 1, 2, 4, and 5 (the “Unimpaired Creditors”). The Debtors propose to send the Unimpaired Creditors (and, to the extent applicable, holders of Claims in Class 7 or Interests in Class 8) a notice (the “Unimpaired Non-Voting Status Notice”), substantially in the form of **Exhibit 4** attached to the Disclosure Statement Approval Order, informing such holders of Claims in Classes 1, 2, 4, and 5 (and, to the extent applicable, holders of Claims in Class 7 and Interests in Class 8) (i) of their treatment under the Plan, and (ii) that they are not entitled to vote on the Plan as they are unimpaired. The Debtors believe that mailing such Unimpaired Non-Voting Status Notice, in addition to the Confirmation Hearing Notice, satisfies the requirements of Rule 3017(d) with respect to the Unimpaired Creditors.

E. Procedures for Vote Tabulation

35. So as to avoid uncertainty, to provide guidance to the Debtors and the Claims and Balloting Agent, and to avoid the potential for inconsistent results, the Debtors request that the Court, pursuant to section 105(a) of the Bankruptcy Code, approve the guidelines set forth below for tabulating the vote to accept or reject the Plan, and further propose that the summary of the voting results be filed with the Court by **September 11, 2020**.

36. Votes Counted. The Debtors propose that the Claims and Balloting Agent will count all Ballots filed on account of (1) Claims in the Schedules of Assets and Liabilities, that are not listed as contingent, unliquidated or disputed, and are listed in an amount in excess of \$0.00; and (2) Proofs of Claim Filed by the Voting Record Date that are not asserted as contingent or unliquidated, and are asserted in an amount in excess of \$0.00. If no Claim is listed in the Schedules of Assets or Liabilities, and no Proof of Claim is Filed by the Voting Record Date, such Creditor shall not be entitled to vote on the Plan on account of such Claim, subject to the procedures below. Further, the Claims and Balloting Agent shall not count any votes on account of Claims that are subject to an objection which has been Filed (and such objection is still pending), unless and to the extent the Court has overruled such objection by the Voting Record Date. The foregoing general procedures will be subject to the following exceptions and clarifications:

- (a) if a Claim is Allowed under the Plan or by order of the Court, such Claim is Allowed for voting purposes in the Allowed amount set forth in the Plan or the order;
- (b) if a Claim is listed in the Debtors' Schedules of Assets and Liabilities or a Proof of Claim is timely Filed by the Voting Record Date, and such Claim is not listed or asserted as contingent, unliquidated, or disputed, and is listed or asserted in an amount in excess of \$0.00, such Claim is temporarily Allowed for voting purposes in the amount set forth in the Debtors' Schedules of Assets and Liabilities or as asserted in the Proof of Claim;
- (c) if a Claim is listed in the Debtors' Schedules of Assets and Liabilities or a Proof of Claim is timely Filed by the Voting Record Date, and such Claim is only partially listed or asserted as contingent, unliquidated, or disputed, such Claim is temporarily Allowed for voting purposes only in the amount not listed or asserted as contingent, unliquidated or disputed in the Debtors' Schedules of Assets and Liabilities or in the Proof of Claim;
- (d) if a Claim is listed in the Debtors' Schedules of Assets and Liabilities or a Proof of Claim is timely Filed by the Voting Record Date, and such Claim is listed or asserted as contingent, unliquidated, or disputed, or is listed or asserted for \$0.00 or an undetermined amount, such Claim shall not be counted for voting purposes;

- (e) if a Claim is not listed in the Debtors' Schedules of Assets and Liabilities and a Proof of Claim is Filed after the Voting Record Date, such Claim is temporarily Allowed for voting purposes only if such Creditor obtains an order of the Court temporarily allowing the Claim for voting purposes prior to the Voting Deadline;
- (f) any Claim to which there remains a pending objection as of the Voting Deadline, or an order has been entered granting such objection, such Claim shall not be counted for voting purposes;
- (g) if a Creditor has Filed duplicate Proofs of Claim by the Voting Record Date against one or more Debtors, such Creditor's Claim shall only be counted once for the Debtor at which the Creditor's Claim is pending for voting purposes unless the Debtors determine there is a Claim pending against multiple Debtors; and
- (h) if a Proof of Claim has been amended by a later-Filed Proof of Claim, the earlier-Filed Claim will not be entitled to vote, and to the extent the later-Filed Proof of Claim is filed after the Voting Record Date, such later-Filed Proof of Claim must have been temporarily allowed for voting purposes by the Voting Record Date to be counted.

37. Tabulating Votes. The Debtors further propose the following procedures for tabulating votes:

- (a) any Ballot that is otherwise timely completed, executed, and properly cast to the Claims and Balloting Agent but does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and rejection of the Plan, shall not be counted; if no votes to accept or reject the Plan are received with respect to a particular Class that is entitled to vote on the Plan, such Class shall be deemed to have voted to accept the Plan;
- (b) if a Creditor casts more than one (1) Ballot voting the same Claim before the Voting Deadline, the last properly cast Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent and thus supersede any prior Ballots;
- (c) Creditors must vote all of their Claims within a particular Class to either accept or reject the Plan, and may not split their votes within a particular Class and thus a Ballot (or group of Ballots) within a particular Class that partially accepts and partially rejects the Plan shall not be counted;
- (d) a Creditor who votes an amount related to a Claim that has been paid or otherwise satisfied in full or in part shall only be counted for the amount that remains unpaid or not satisfied, and if such Claim has been fully paid or

otherwise satisfied, such vote will not be counted for purposes of amount or number; and

- (e) for purposes of determining whether the numerosity and amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy Code have been satisfied, the Debtors will tabulate only those Ballots received by the Voting Deadline. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single Creditor in a particular Class shall be aggregated as if such Creditor held one (1) Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan.

38. Ballots Not Counted. The Debtors further propose that the following Ballots not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) any Ballot received after the Voting Deadline, unless the Debtors, in their discretion, grant an extension of the Voting Deadline with respect to such Ballot;
- (b) any Ballot that is illegible or contains insufficient information to permit identification of the voter;
- (c) any Ballot cast by a Person that does not hold a Claim or Interest in a Class that is entitled to vote to accept or reject the Plan;
- (d) any duplicate Ballot will only be counted once;
- (e) any unsigned Ballot or paper Ballot that does not contain an original signature; and
- (f) any Ballot transmitted to the Claims and Balloting Agent by facsimile or electronic mail, unless the Debtors, in their discretion, consent to such delivery method.

39. The Debtors believe that the foregoing proposed procedures provide for a fair and equitable voting process. The Debtors reserve the right to object (each, a “Voting Objection”) to any Claim for voting purposes on or before **September 7, 2020 at 4:00 p.m. Central Time** (the “Voting Objection Deadline”). To the extent the Debtors file any Voting Objection, a Claim subject to such Voting Objection will not be entitled to vote, unless such Creditor files a motion

with the Court pursuant to the Bankruptcy Code, the Local Bankruptcy Rules, and obtains an order from the Court temporarily allowing its Claim, for voting purposes, prior to the Voting Deadline.

40. Changing Votes. Notwithstanding Bankruptcy Rule 3018(a), the Debtors propose that whenever two (2) or more Ballots are cast voting the same claim prior to the Voting Deadline, the latest dated Ballot actually received by the Claims and Balloting Agent prior to the Voting Deadline will be deemed to reflect the voter's intent and thus to supersede any prior Ballots, *provided, however*, that where an ambiguity exists as to which Ballot reflects the voter's intent, the Claims and Balloting Agent reserves the right to contact the creditor and calculate the vote according to such voter's written instructions. This procedure is without prejudice to the Debtors' right to object to the validity of the second Ballot on any basis permitted by law and, if the objection is sustained, to count the first Ballot for all purposes. This procedure of counting the last Ballot is consistent with practice under various state and federal corporate and securities laws. Moreover, it will spare the Court and the Debtors the time and expense of responding to motions brought pursuant to Bankruptcy Rule 3018(a) and attempting to show cause for changing votes. Furthermore, the Debtors propose that the Debtors, in their sole discretion, can agree to allow a creditor to change its vote after the Voting Deadline without further order of the Court.

41. No Vote Splitting; Effect. The Debtors propose that the Court clarify that claim splitting is not permitted and order that creditors who vote must vote all of their claims within a particular Class to either accept or reject the Plan.

42. Absence of Votes in a Class. The Debtors request that if no votes to accept or reject the Plan are received with respect to a particular Class, but Allowed Claims exist in such Class, such Class be deemed to have voted to accept the Plan. *See In re Ruti-Sweetwater, Inc.*, 836 F.2d

1263, 1266 (10th Cir. 1988) (holding non-voting, non-objecting judgment lien creditor who was only member of class was deemed to have accepted plan of reorganization).

43. Elimination of Class without Allowed Claims. Any Class of Claims or Interests that does not have a holder of an Allowed Claim or Allowed Interest or a Claim or Interest temporarily Allowed by the Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code.

44. Execution of Ballots by Authorized Representatives. Bankruptcy Rule 3018(c) requires that an acceptance or rejection of a chapter 11 plan be in writing, identify the plan accepted or rejected, and be signed by the creditor or equity security holder or an authorized agent. The form of Ballot attached hereto requires the identification of persons signing in a fiduciary or representative capacity. To be counted, completed Ballots signed by trustees, executors, nominees, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary or representative capacity must indicate their capacity when signing. The Debtors request that, at the Debtors' request, Ballot signatories be required to submit proper evidence satisfactory to the Debtors of their authority to so act, and that failure to indicate the capacity of the signatory to the Ballot may result in the Ballot being deemed invalid and not counted.

45. Waivers of Defects and Other Irregularities Regarding Ballots. The Debtors further request that, unless otherwise directed by the Court, all questions concerning the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots will be determined by the Debtors in their sole discretion, whose determination will be final and binding. The Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of

which would, in the opinion of the Debtors or their counsel, be unlawful. The Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot. Unless waived, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Debtors (or the Court) determine. Neither the Debtors nor any other person or entity will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor will any of them incur any liability for failure to provide such notification; *provided, however*, that the Debtors will indicate on the ballot summary the Ballots, if any, that were not counted, and will provide copies of such Ballots with the ballot summary to be submitted at the Confirmation Hearing. Unless otherwise directed by the Court, delivery of such Ballots will not be deemed to have been made until any irregularities have been cured or waived. Unless otherwise directed by the Court, Ballots previously furnished, and as to which any irregularities have not subsequently been cured or waived, will be invalidated.

46. Withdrawal of Votes. The Debtors request that, except as otherwise directed by the Court after notice and a hearing, any holder of a Claim (or its authorized representative) in an Impaired Class who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by either (a) consent of the Debtors at any time prior to the Confirmation Hearing, or (b) by delivering a written notice of withdrawal to the Claims and Balloting Agent (with a copy to Debtors' counsel) at any time before the Voting Deadline. The Debtors requests that, to be valid, a non-consensual notice of withdrawal must:

- (1) contain the description of the Claim(s) to which it relates and the aggregate principal amount or number of shares represented by such Claim(s);
- (2) be signed by the Claimholder (or its authorized representative) in the same manner as the Ballot; and
- (3) be received by the Claims and Balloting Agent in a timely manner at the address specified in the Ballot instructions for the submission of Ballots.

The Debtors expressly reserve the absolute right to contest the validity of any such non-consensual withdrawals of Ballots. Unless otherwise directed by the Court, a purported notice of non-consensual withdrawal of Ballots that is not received in a timely manner by the Claims and Balloting Agent and Debtors' counsel will not be effective to withdraw a previously furnished Ballot. If a Holder of a Claim submits a valid notice of non-consensual withdrawal prior to the Voting Deadline, such Holder may submit a new Ballot, and such Ballot will be counted so long as it is received prior to the Voting Deadline and is otherwise submitted in accordance with the Disclosure Statement Approval Order.

47. Confirmation Pursuant to Section 1129(b) of the Bankruptcy Code. If any Class of Claims entitled to vote on the Plan does not vote to accept the Plan, the Debtors may (i) seek confirmation of the Plan under Bankruptcy Code section 1129(b), or (ii) amend or modify the Plan in accordance with Article X of the Plan and the Bankruptcy Code.

48. Controversy Concerning Impairment. If a controversy arises as to whether any Claims or Interests, or any Class of Claims or Interests, are Impaired, the Court may, after notice and a hearing, determine such controversy on or before the Confirmation Date.

49. Subordinated Claims. The allowance, classification, and treatment of all Allowed Claims and Allowed Interests and the respective distributions and treatments under the Plan take into account and conform to the relative priority and rights of the Claims and Interests in each Class in connection with any contractual, legal, and equitable subordination rights relating thereto, whether arising under general principles of equitable subordination, section 510(b) of the Bankruptcy Code, or otherwise. Pursuant to section 510 of the Bankruptcy Code, the Reorganized Debtors reserve the right to re-classify any Allowed Claim or Interest in accordance with any contractual, legal, or equitable subordination relating thereto.

V. Copies and Review of Documents

50. Copies of the Plan, Disclosure Statement, the Plan Supplement and all pleadings and orders of the Court are or shall be made publicly available at <http://www.kccllc.net/vista>. Copies of the Plan, Disclosure Statement and the Plan Supplement, and the Disclosure Statement Approval Order may also be obtained upon written request, at least three (3) business days prior to the Voting Deadline, from the Claims and Balloting Agent at VistaInfo@kccllc.com or through the Debtors' chapter 11 case website at www.kccllc.net/vista/inquiry.

VI. Non-Substantive Modifications

51. The Debtors request authorization to make non-substantive modifications to the Confirmation Hearing Notice, Solicitation Materials, Unimpaired Non-Voting Status Notice, Impaired Non-Voting Status Notice, Ballots, and related documents without further order of the Court, including modifications to correct typographic and grammatical errors, if any, and to make conforming modifications to the Disclosure Statement, Plan, and any other materials in the Solicitation Materials prior to distribution.

VII. Scheduling Regarding the Confirmation Hearing

52. The Debtors propose and request the Court's approval of the following schedule in connection with seeking Confirmation of the Plan.

53. Objections to confirmation of the Plan shall be filed with the Court and served upon the Confirmation Service List, pursuant to the procedures in the Disclosure Statement Approval Order, so as to be actually received on or before **September 7, 2020, at 4:00 p.m. Central Time** (the "Confirmation Objection Deadline").

54. Briefs in support of confirmation of the Plan and responses to Objections to confirmation shall be filed with the Court and served upon those parties listed on the Confirmation Service List by no later than **September 11, 2020**.

55. A report of the Ballots received by the Claims and Balloting Agent and a tabulation of the votes accepting or rejecting the Plan shall be filed with the Court by no later than **September 11, 2020**.

56. The Debtors also respectfully request that the Court schedule a hearing to consider confirmation of the Plan (the "Confirmation Hearing") on **September 14, 2020, at 1:30 p.m. Central Time**, which is an omnibus hearing date in the Chapter 11 Cases, subject to the Court's availability. *See 11 U.S.C. § 1128; Fed. R. Bankr. P. 3017(c)*.

57. The Debtors request that the Court approve the above-described solicitation and other procedures as good and sufficient in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

CONCLUSION

WHEREFORE, based on the foregoing, the Debtors respectfully request that the Court grant the relief requested herein and grant such other and further relief as is just and proper.

RESPECTFULLY SUBMITTED this 8th day of July 2020.

HAYNES AND BOONE, LLP

By: /s/ David L Staab

Stephen M. Pezanosky

State Bar No. 15881850

Matthew T. Ferris

State Bar No. 24045870

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: matt.ferris@haynesboone.com

Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

EXHIBIT A

Proposed Disclosure Statement Approval Order

**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-elm11
	§	
Debtors.	§	Jointly Administered

**ORDER GRANTING DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) APPROVING THE DISCLOSURE STATEMENT, (II) FIXING A RECORD
DATE, (III) APPROVING CURE PROCEDURES, (IV) APPROVING SOLICITATION
PROCEDURES, (V) APPROVING FORM OF BALLOT AND ESTABLISHING VOTING
PROCEDURES, AND (VI) ESTABLISHING NOTICE AND OBJECTION
PROCEDURES WITH RESPECT TO CONFIRMATION OF THE DEBTORS'
CHAPTER 11 PLAN OF REORGANIZATION**

The Court has considered the *Debtors' Motion for Entry of an Order (I) Approving the Disclosure Statement, (II) Fixing a Record Date, (III) Approving Cure Procedures, (IV) Approving Solicitation Procedures, (V) Approving Form of Ballot and Establishing Voting Procedures, and*

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 HoldCo"); 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.

(VI) Establishing Notice and Objection Procedures with Respect to Confirmation of the Debtors' Chapter 11 Plan of Reorganization (the "Motion")² filed by Vista Proppants and Logistics, LLC, et al. (collectively, the "Debtors") and the Disclosure Statement in Support of the Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code (the "Disclosure Statement"). The Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334; (ii) this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtors, their estate, and their creditors; (iv) proper and adequate notice of the Motion has been given and no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein.

Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as provided herein.
2. The Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and is hereby approved as containing adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.
3. The Debtors have provided adequate notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017.

² Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Disclosure Statement.

4. The Disclosure Statement (including all applicable exhibits thereto) provides holders of Claims or Interests and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

5. Any objections to approval of the Disclosure Statement that were not withdrawn or resolved at or prior to the hearing to consider approval of the Disclosure Statement are overruled.

A. Establishment of Voting Record Date

6. Pursuant to Bankruptcy Rule 3018(a), the Court hereby establishes the record date of August 10, 2020 (the “Voting Record Date”) for purposes of determining (a) holders of Claims and Interests entitled to receive Solicitation Materials, and (b) Creditors entitled to vote to accept or reject the Plan. To the extent a Person (as defined in 11 U.S.C. § 101(41)) was not a Creditor as of the Voting Record Date but is subsequently determined to hold a Claim pursuant to an order of the Court temporarily allowing such Claim for voting purposes, such Person shall be entitled to vote to accept or reject the Plan.

B. Cure Procedures

7. The following procedures regarding the assumption of the Executory Contracts are hereby approved to the extent set forth herein, and shall govern the assumption of all Executory Contracts proposed to be assumed by the Debtors pursuant to Section 365(b) of the Bankruptcy Code (as defined in the Motion, the “Assumed Contracts”)

8. The Debtors shall serve the Cure Notice, substantially in the form attached hereto as **Exhibit 5** (the “Cure Notice”) by first class mail, facsimile, electronic transmission, or overnight mail on or before **August 10, 2020**, on each counterparty of an Executory Contract (the “Contract Counterparty”).

9. The Cure Notice shall set forth the following information: (i) the Executory Contract(s) that the Debtors intend to assume under the Plan; (ii) the name and address of the Contract Counterparty; (iii) the proposed cure amount, if any, determined by the Debtors necessary to be paid to cure any existing default in accordance with the Bankruptcy Code (the “Cure Amount”); and (iv) the deadlines by which any such Contract Counterparty must file an objection to the proposed assumption of any Assumed Contract.

10. Any and all objections (the “Cure Objections”) to the assumption of any Executory Contract, including without limitation any objection to the Debtors’ proposed Cure Amount or the provision of adequate assurance of future performance pursuant to section 365 of the Bankruptcy Code (“Adequate Assurance”), must be filed with the Court on or before **September 7, 2020 at 4:00 p.m. Central Time** (the “Cure Objection Bar Date”). Cure Objections must: (a) be in writing; (b) state the name and address of the objecting Contract Counterparty; (c) be served so that they are received by the Confirmation Service List (defined below) no later than the Cure Objection Bar Date; (d) identify the Executory Contract to which the objector is party; (e) describe with particularity any dispute the Contract Counterparty has under section 365 of the Bankruptcy Code with the Cure Amount and identify the bases of the dispute under the Executory Contract; (f) attach all supporting documents; and (g) if the response contains an objection to Adequate Assurance, state with specificity what the objecting party believes is required to provide Adequate Assurance (the “Assumed Contract Objection Procedures”).

11. If no Cure Objection is timely and properly filed and served in accordance with the Assumed Contract Objection Procedures, (a) the Cure Amount set forth in the Cure Notice shall be controlling notwithstanding anything to the contrary in any Assumed Contract or other document and the Contract Counterparty thereto shall be forever barred from asserting any other

claim against the Debtors with respect to such Assumed Contract arising prior to the assumption thereof, and (b) the Reorganized Debtors' promise to perform under the Assumed Contract shall be deemed Adequate Assurance thereunder. To the extent the Debtors dispute any Cure Objection, such dispute shall be presented to the Court at the Confirmation Hearing, or such later date and time as the Debtors or the Reorganized Debtors may request or the Court may order.

12. The presence of any Executory Contract on the Cure Notice indicates that the Debtors presently intend to assume the Executory Contract. Additionally, pursuant to the Plan, the Debtors will file the Plan Supplement **no later than five (5) days before the Voting Deadline** (or such later date as may be approved by the Court), which shall include a Schedule of Assumed Contracts and Leases, whereby each Contract Counterparty will have further notice of the Debtors' intention to assume its Executory Contract.

C. Solicitation Procedures

13. The Court hereby approves the form of ballot, attached hereto as **Exhibit 1** (collectively, the "Ballots"), and authorizes the Debtors to use such Ballots, in substantially the same form and containing substantially similar content, for soliciting votes of creditors entitled to vote on the Plan.

14. The Court hereby grants relief to the Debtors from requirements under Bankruptcy Rule 3017 to distribute paper copies of the Plan, Disclosure Statement and other materials to holders of Claims and Interests. The Debtors shall make the Disclosure Statement, Plan, and this order (this "Disclosure Statement Approval Order"), including any amendment, attachment, exhibit, or supplement related thereto, available in electronic format online at <http://www.kccllc.net/vista>.

15. The Debtors shall provide the Confirmation Hearing Notice, attached hereto as **Exhibit 2** (the "Confirmation Hearing Notice"). The Confirmation Hearing Notice shall contain

the address to the Debtors' case website with a link directly to the Disclosure Statement, Plan and this Disclosure Statement Approval Order. The chapter 11 case website shall contain a copy of the Disclosure Statement, Plan and the Disclosure Statement Approval Order, which can be reviewed online or downloaded and printed.

16. The Debtors shall transmit or cause to be transmitted on or before August 10, 2020 (the "Solicitation Mailing Date"), the Confirmation Hearing Notice (which contains a link to the Plan, Disclosure Statement, and Disclosure Statement Approval Order, including any amendment, attachment, exhibit, or supplement related thereto) and if applicable, Ballots, or Impaired Non-Voting Status Notice or Unimpaired Non-Voting Status Notice, a solicitation letter from the Debtors in support of the Plan, and in the Debtors' discretion, a solicitation letter in support of the Plan from other parties-in-interest (the "Solicitation Materials") to (a) all Creditors, (b) all Holders of Interests, and (c) all other parties in interest, as required by the Bankruptcy Rules (including those entities as described in Bankruptcy Rule 3017(f)). The Debtors will serve paper copies of the Plan, Disclosure Statement, and the Disclosure Statement Approval Order on all parties in interest who have submitted such request in writing to the Claims and Balloting Agent at VistaInfo@kccllc.com or through the Debtors' chapter 11 case website at www.kccllc.net/vista/inquiry.

17. Transmittal to Certain Holders of Claims and Interests Who Are Deemed to Reject or Accept the Plan. The Debtors are not required to solicit votes or send Ballots to holders of Claims or Interests which are deemed to accept or reject the Plan pursuant to sections 1126(f) and 1126(g) of the Bankruptcy Code. Specifically, the Debtors are not required to solicit votes or send Ballots to holders of Claims or Interests in Classes 1, 2, 4, 5, 6, 7, 8, and 9. The Debtors are hereby authorized to serve holders of Claims or Interests in Classes 1, 2, 4, 5, 6, 7, 8, and 9 a copy of (i)

the Confirmation Hearing Notice, and (ii) (a) an Impaired Non-Voting Status Notice, substantially in the form attached hereto as **Exhibit 3** or (b) an Unimpaired Non-Voting Status Notice, substantially in the form attached here to as **Exhibit 4**, as applicable.

18. **Availability of Plan, Disclosure Statement, and the Plan Supplement.** The Debtors shall make copies of the Plan and Disclosure Statement and, prior to the Confirmation Hearing, the Plan Supplement, publicly available at <http://www.kccllc.net/vista>. In addition, copies of the Plan, the Disclosure Statement, and this Disclosure Statement Approval Order may also be obtained, upon written request at least three (3) business days prior to the Voting Deadline (defined below), from the Claims and Balloting Agent at VistaInfo@kccllc.com or through the Debtors' chapter 11 case website at www.kccllc.net/vista.

D. Deadline for Submitting Ballots Accepting or Rejecting the Plan

19. The last day for submitting a Ballot accepting or rejecting the Plan (the "**Voting Deadline**") shall be **September 7, 2020**. All parties entitled to vote will receive a Ballot from the Debtors by mail pursuant to this Order. If a Claim has been objected to, such Creditor will **not** have the right to vote until the objection is resolved, and any vote will not be counted, unless such Creditor requests, and receives, after notice and hearing, an order of the Court under Bankruptcy Rule 3018(a) temporarily allowing the Claim for voting purposes.

20. **Balloting Agent.** All Ballots will be accompanied by pre-addressed, postage-paid return envelopes addressed to Vista Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

E. Ballot Tabulation Procedures

21. The Court hereby approves the following ballot tabulation procedures:

- i. **Votes Counted.** The Claims and Balloting Agent shall count all Ballots filed on account of (1) Claims in the Schedules of Assets and Liabilities, that are not listed as contingent, unliquidated or disputed, and are listed in

an amount in excess of \$0.00; and (2) Proofs of Claim Filed by the Voting Record Date that are not asserted as contingent or unliquidated, and are asserted in an amount in excess of \$0.00. If no Claim is listed in the Schedules of Assets or Liabilities, and no Proof of Claim is Filed by the Voting Record Date, such Creditor shall not be entitled to vote on the Plan on account of such Claim, subject to the procedures below. Further, the Claims and Balloting Agent shall not count any votes on account of Claims that are subject to an objection which has been Filed (and such objection is still pending), unless and to the extent the Court has overruled such objection by the Voting Record Date. The foregoing general procedures will be subject to the following exceptions and clarifications:

- (1) if a Claim is Allowed under the Plan or by order of the Court, such Claim is Allowed for voting purposes in the Allowed amount set forth in the Plan or the order;
- (2) if a Claim is listed in the Debtors' Schedules of Assets and Liabilities or a Proof of Claim is timely Filed by the Voting Record Date, and such Claim is not listed or asserted as contingent, unliquidated, or disputed, and is listed or asserted in an amount in excess of \$0.00, such Claim is temporarily Allowed for voting purposes in the amount set forth in the Debtors' Schedules of Assets and Liabilities or as asserted in the Proof of Claim;
- (3) if a Claim is listed in the Debtors' Schedules of Assets and Liabilities or a Proof of Claim is timely Filed by the Voting Record Date, and such Claim is only partially listed or asserted as contingent, unliquidated, or disputed, such Claim is temporarily Allowed for voting purposes only in the amount not listed or asserted as contingent, unliquidated or disputed in the Debtors' Schedules of Assets and Liabilities or in the Proof of Claim;
- (4) if a Claim is listed in the Debtors' Schedules of Assets and Liabilities or a Proof of Claim is timely Filed by the Voting Record Date, and such Claim is listed or asserted as contingent, unliquidated, or disputed, or is listed or asserted for \$0.00 or an undetermined amount, such Claim shall not be counted for voting purposes;
- (5) if a Claim is not listed in the Debtors' Schedules of Assets and Liabilities and a Proof of Claim is Filed after the Voting Record Date, such Claim is temporarily Allowed for voting purposes only if such Creditor obtains an order of the Court temporarily allowing the Claim for voting purposes prior to the Voting Deadline;

- (6) any Claim to which there remains a pending objection as of the Voting Deadline, or an order has been entered granting such objection, such Claim shall not be counted for voting purposes;
- (7) if a Creditor has Filed duplicate Proofs of Claim by the Voting Record Date against one or more Debtors, such Creditor's Claim shall only be counted once for the Debtor at which the Creditor's Claim is pending for voting purposes unless the Debtors determine there is a Claim pending against multiple Debtors; and
- (8) if a Proof of Claim has been amended by a later-Filed Proof of Claim, the earlier-Filed Claim will not be entitled to vote, and to the extent the later-Filed Proof of Claim is filed after the Voting Record Date, such later-Filed Proof of Claim must have been temporarily allowed for voting purposes by the Voting Record Date to be counted.

B. Tabulating Votes. The following procedures shall apply for tabulating votes:

- (1) any Ballot that is otherwise timely completed, executed, and properly cast to the Claims and Balloting Agent but does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and rejection of the Plan, shall not be counted; if no votes to accept or reject the Plan are received with respect to a particular Class that is entitled to vote on the Plan, such Class shall be deemed to have voted to accept the Plan;
- (2) if a Creditor casts more than one (1) Ballot voting the same Claim before the Voting Deadline, the last properly cast Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent and thus supersede any prior Ballots;
- (3) Creditors must vote all of their Claims within a particular Class to either accept or reject the Plan, and may not split their votes within a particular Class and thus a Ballot (or group of Ballots) within a particular Class that partially accepts and partially rejects the Plan shall not be counted;
- (4) a Creditor who votes an amount related to a Claim that has been paid or otherwise satisfied in full or in part shall only be counted for the amount that remains unpaid or not satisfied, and if such Claim has been fully paid or otherwise satisfied, such vote will not be counted for purposes of amount or number; and
- (5) for purposes of determining whether the numerosity and amount requirements of sections 1126(c) and 1126(d) of the Bankruptcy

Code have been satisfied, the Debtors will tabulate only those Ballots received by the Voting Deadline. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single Creditor in a particular Class shall be aggregated as if such Creditor held one (1) Claim against the Debtors in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan.

C. Ballots Not Counted. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (1) any Ballot received after the Voting Deadline, unless the Debtors, in their discretion, grant an extension of the Voting Deadline with respect to such Ballot;
- (2) any Ballot that is illegible or contains insufficient information to permit identification of the voter;
- (3) any Ballot cast by a Person that does not hold a Claim or Interest in a Class that is entitled to vote to accept or reject the Plan;
- (4) any duplicate Ballot will only be counted once;
- (5) any unsigned Ballot or paper Ballot that does not contain an original signature; and
- (6) any Ballot transmitted to the Claims and Balloting Agent by facsimile or electronic mail, unless the Debtors, in their discretion, consent to such delivery method.

22. The Debtors shall file objections (each, a “Voting Objection”), if any, to Claims for voting purposes on or before **September 7, 2020** (the “Voting Objection Deadline”). To the extent the Debtors file any Voting Objection, a Claim subject to such Voting Objection shall not be entitled to vote, unless such Creditor files a motion with the Court pursuant to the Bankruptcy Code, the Bankruptcy Rules and Local Bankruptcy Rules, and obtains an order from the Court temporarily allowing its Claim, for voting purposes, prior to the Voting Deadline.

23. Changing Votes. Notwithstanding Bankruptcy Rule 3018(a), if two (2) or more Ballots are cast voting the same claim prior to the Voting Deadline, the latest dated Ballot actually received prior to the Voting Deadline will be deemed to reflect the voter’s intent and thus to

supersede any prior Ballots; *provided, however*, that where an ambiguity exists as to which Ballot reflects the voter's intent, the Balloting Agent may contact the creditor and calculate the vote according to such voter's written instructions. This procedure is without prejudice to the Debtors' right to object to the validity of the second Ballot on any basis permitted by law and, if the objection is sustained, to count the first Ballot for all purposes. Notwithstanding anything in this Order to the contrary, the Debtors may, in their sole discretion, agree to allow a creditor to change its vote after the Voting Deadline without further order of the Court.

24. If a Creditor has not filed a Proof of Claim before the Voting Record Date, the Debtors will count such Creditor's vote in the amount listed for the particular Claim in the Schedules of Assets and Liabilities, to the extent such Claim is not listed as contingent, unliquidated, or disputed and is listed for an amount in excess of \$0.00. Further, for the avoidance of doubt, to the extent that no Claim is listed in the Schedules of Assets and Liabilities, or listed as contingent, unliquidated, or disputed, or in an amount of \$0.00, and no Proof of Claim has been filed by the Voting Record Date, such Creditor will not be entitled to vote, unless such Creditor files a motion with the Court pursuant to the Bankruptcy Code, the Bankruptcy Rules and Local Bankruptcy Rules, and obtains an order from the Court temporarily allowing its Claim, for voting purposes, prior to the Voting Deadline.

25. No Vote Splitting. Claim splitting is not permitted. Creditors who vote must vote all of their Claims within a particular Class to either accept or reject the Plan.

26. Absence of Votes in a Class. If no votes to accept or reject the Plan are received with respect to a particular Class, but Allowed Claims exist in such Class, such Class is deemed to have voted to accept the Plan.

27. Elimination of Class without Allowed Claims. Any Class of Claims or Interests that does not have a holder of an Allowed Claim or Allowed Interest or a Claim or Interest temporarily Allowed shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code.

28. Execution of Ballots by Authorized Representatives. In order to be counted, completed Ballots signed by trustees, executors, nominees, administrators, guardians, attorneys-in-fact, officers of corporations, or others acting in a fiduciary or representative capacity must indicate their capacity when signing. At the Debtors' request, Ballot signatories are required to submit proper evidence satisfactory to the Debtors of their authority to so act. Failure to indicate the capacity of the signatory to the Ballot may result in the Ballot being deemed invalid and not counted.

29. Waivers of Defects and Other Irregularities Regarding Ballots. Unless otherwise directed by the Court, all questions concerning the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots will be determined by the Debtors in their sole discretion, whose determination will be final and binding. The Debtors may reject any and all Ballots not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, be unlawful. Any defects or irregularities or conditions of delivery as to any particular Ballot must be cured within such time as the Court determines. Unless waived, any defects or irregularities in connection with deliveries of Ballots must be cured within such time as the Debtors (or the Court) determine. Neither the Debtors, the Claims and Balloting Agent, nor any other person will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots, nor will any of them incur any liability for failure to provide such

notification; *provided, however*, that the Debtors and/or the Claims and Balloting Agent will indicate on the Ballot summary the Ballots, if any, that were not counted, and will provide the original of such Ballots with the original of the Ballot summary at the Confirmation Hearing. Unless otherwise directed by the Court, delivery of such Ballots will not be deemed to have been made until any irregularities have been cured or waived. Unless otherwise directed by the Court, Ballots previously furnished, and as to which any irregularities have not subsequently been cured or waived, will be invalidated.

30. Withdrawal of Votes. Except as otherwise directed by the Court after notice and a hearing, any holder of a Claim (or its authorized representative) in an Impaired Class who has delivered a valid Ballot for the acceptance or rejection of the Plan may withdraw such acceptance or rejection by either (a) consent of the Debtors at any time prior to the Confirmation Hearing, or (b) delivering a written notice of withdrawal to the Balloting Agent (with copy to Debtors' counsel) at any time before the Voting Deadline. In order to be valid, a notice of non-consensual withdrawal must:

- (i) contain the description of the Claims to which it relates and the aggregate principal amount or number of shares represented by such Claims;
- (ii) be signed by the Claimholder (or its authorized representative) in the same manner as the Ballot; and
- (iii) be received by the Balloting Agent in a timely manner at the address specified in the Ballot instructions for the submission of Ballots.

The Debtors may contest the validity of any such non-consensual withdrawals of Ballots. Unless otherwise directed by the Court, a purported notice of non-consensual withdrawal of Ballots that is not received in a timely manner by the Claims and Balloting Agent and Debtors' counsel will not be effective to withdraw a previously furnished Ballot. If a holder of a claim submits a valid notice of non-consensual withdrawal prior to the Voting Deadline, such holder may submit a new

Ballot, and such Ballot will be counted so long as it is received prior to the Voting Deadline and is otherwise submitted in accordance with this Order.

31. Confirmation Pursuant to Section 1129(b) of the Bankruptcy Code. If any Class of Claims entitled to vote on the Plan does not vote to accept the Plan, the Debtors may (i) seek confirmation of the Plan under Bankruptcy Code section 1129(b), or (ii) amend or modify the Plan in accordance with Article X of the Plan and the Bankruptcy Code.

32. Controversy Concerning Impairment. If a controversy arises as to whether any Claims or Interests, or any Class of Claims or Interests, are Impaired, the Court may, after notice and a hearing, determine such controversy on or before the Confirmation Date.

33. Subordinated Claims. The allowance, classification, and treatment of all Allowed Claims and Allowed Interests and the respective distributions and treatments under the Plan take into account and conform to the relative priority and rights of the Claims and Interests in each Class in connection with any contractual, legal, and equitable subordination rights relating thereto, whether arising under general principles of equitable subordination, section 510(b) of the Bankruptcy Code, or otherwise. Pursuant to section 510 of the Bankruptcy Code, the Reorganized Debtors reserve the right to re-classify any Allowed Claim or Interest in accordance with any contractual, legal, or equitable subordination relating thereto.

34. **Publication of Confirmation Hearing Notice.** Pursuant to Bankruptcy Rule 2002(1), the Debtors are hereby authorized to publish the Confirmation Hearing Notice substantially the same form attached as Exhibit 2 to this Order, such publication to occur **not less than twenty-one (21) days before the Confirmation Hearing** in the national edition of *USA Today*. In addition, the Debtors shall publish the Confirmation Hearing Notice electronically at <http://www.kccllc.net/vista>.

F. Hearing to Consider and Deadlines related to the Confirmation of the Plan

35. The Confirmation Hearing shall commence on **September 14, 2020 at 1:30 p.m. Central Time**. The Confirmation Hearing may be continued from time to time without further notice other than an adjournment announced in open court at the Confirmation Hearing or at any subsequent adjourned Confirmation Hearing.

36. The last day for filing and serving objections to confirmation of the Plan shall be **September 7, 2020 at 4:00 p.m. Central Time** (the "Confirmation Objection Deadline"). Objections to confirmation shall be filed with the Court and served so as to be actually received by the Confirmation Objection Deadline upon (the "Confirmation Service List"): (i) counsel for the Debtors, Stephen M. Pezanosky (stephen.pezanosky@haynesboone.com), Matthew T. Ferris (matt.ferris@haynesboone.com), and David L. Staab (david.staab@haynesboone.com); (ii) counsel for the DIP Agent and the Term Loan Agent, Charles Persons (cpersons@sidley.com), and Dennis Twomey (dtwomey@sidley.com); (iii) counsel for the Committee, Patrick Carew (pcarew@kilpatricktownsend.com), Todd Meyers (tmeyers@kilpatricktownsend.com), David Posner (dposner@kilpatricktownsend.com), and Kelly Moynihan (kmoynihan@kilpatricktownsend.com); and (iv) counsel for the Office of the United States Trustee for the Northern District of Texas, Erin Schmidt (Erin.Schmidt2@usdoj.gov).

37. Briefs in support of confirmation of the Plan and responses to Objections to confirmation shall be filed with the Court and served upon those parties listed on the Confirmation Service List by no later than **September 11, 2020**.

38. A report of the Ballots received by the Claims and Balloting Agent and a tabulation of the votes accepting or rejecting the Plan shall be filed with the Court by no later than **September 11, 2020**.

G. General Provisions

39. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

40. Objections to confirmation of the Plan not timely filed and served in the manner set forth in this Order will not be considered by the Court and shall be overruled.

41. The Debtors are authorized to make non-substantive changes to the Plan, Disclosure Statement, Ballot, Impaired Non-Voting Status Notice, Unimpaired Non-Voting Status Notice, Confirmation Hearing Notice, and the Cure Notice, without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Plan, Disclosure Statement, and any other materials contained in the Solicitation Materials prior to their distribution. The Debtors are also authorized to update any financial information in the Disclosure Statement with more current or accurate information to the extent available prior to the distribution of the Solicitation Materials.

42. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Disclosure Statement Approval Order.

END OF ORDER

Submitted by:

Stephen M. Pezanosky
State Bar No. 15881850
Matthew T. Ferris
State Bar No. 24045870
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: matt.ferris@haynesboone.com
Email: david.staab@haynesboone.com
PROPOSED ATTORNEYS FOR DEBTORS

EXHIBIT 1

Form of Generic Ballot

**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-elm11
§
Debtors. § Jointly Administered

**BALLOT FOR HOLDERS OF CLASS 3 CLAIMS TO ACCEPT OR REJECT THE
CHAPTER 11 PLAN OF THE DEBTORS**

VOTING DEADLINE: September 7, 2020, at 4:00 p.m. Central Time

This ballot is to be used by holders of Claims in Class 3. Please complete, sign and date this ballot and return it in the enclosed envelope promptly. If your vote has not been received by Kurtzman Carson Consultants LLC (the “Claims and Balloting Agent”) on or before September 7, 2020, at 4:00 p.m. Central Time, it will not be counted. Facsimile signatures will not be accepted without the written consent of the Debtors.

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”) are soliciting votes with respect to the *Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Plan”), which is described in and attached to the *Disclosure Statement in Support of the Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Disclosure Statement”). Term Loan Secured Claims are classified as Class 3 Claims under the Plan. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

To have your vote count, this Ballot must be completed and returned to the Claims and Balloting Agent, as indicated on the enclosed return envelope. Please see the “Instructions for Completing the Ballot” below for additional information.

The Plan can be confirmed by the Court and thereby made binding upon you if (a) the Plan is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of claims in such class that votes on the Plan and (b) if it otherwise satisfies the requirements of section 1129(a) of title 11 of the United States Code (the “Bankruptcy Code”). If the requisite acceptances are not obtained, the Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

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 HoldCo”); 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.

Item 1. Aggregate Principal Amount of Claim.

This Ballot is cast by or on behalf of the holder of the Class 3 Claim in the aggregate principal amount of \$[●].

Item 2. Class 3 Vote.

The holder of the Term Loan Secured Claim votes its Claim as follows (check one box only):

ACCEPT
THE PLAN

-OR-

REJECT
THE PLAN

Item 3. Important information regarding the Third Party Release.²

AS A “RELEASING PARTY” UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN SET FORTH BELOW:

Except as provided for in the Plan or Confirmation Order, as of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in or out-of-court restructuring efforts, Intercompany Claims, the Exit Facility, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the DIP Facility, the Plan, the Exit Facility, or any Restructuring Transaction, contract,

² Under the Plan, “Released Party” means, collectively, and in each case solely in their capacities as such: (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; and (i) with respect to each of the foregoing entities in clauses (a) through (h), such Entity’s current and former affiliates and subsidiaries, and such Entities’ and their current and former affiliates’ and subsidiaries’ directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, in each case acting in such capacity at any time on or after the Petition Date; provided, however, that notwithstanding the foregoing, the Debtors’ current equity holders, including Gary Humphreys and Marty Robertson shall not be “Released Parties” under the Plan.

Under the Plan, “Releasing Parties” means, collectively, (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; (i) all holders of Claims or Interests who either (1) vote to accept or (2) do not opt out of granting the releases set forth in Article VIII of the Plan by returning the opt-out election form to be included with the ballot or notice of non-voting status; and (j) with respect to each of the foregoing entities in clauses (a) through (i), such Entity’s current and former affiliates and subsidiaries, and such Entities’ and their current and former affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such; provided, however, that notwithstanding the foregoing, the Debtors’ current equity holders, including Gary Humphreys and Marty Robertson shall not be “Releasing Parties” under the Plan.

instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for Causes of Action arising from any act or omission that is determined in a Final Order to have constituted actual fraud, gross negligence, or willful misconduct of such applicable Released Party. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release obligations of any party or Entity under the Plan, or any document, instrument, or agreement executed to implement the Plan.

* * *

IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE VIIL.D OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE VIIL.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.

OPTIONAL RELEASE ELECTION. YOU MAY ELECT TO OPT OUT OF THE RELEASE CONTAINED IN ARTICLE VIIL.D OF THE PLAN ONLY IF YOU CHECK THE BOX BELOW:

The Undersigned Holder of the Claim elects to OPT OUT of the Third Party Release

Item 4. Certification

By returning this Ballot, the voter certifies and/or acknowledges that: (a) the claim holder has been provided with a copy of the Disclosure Statement, including the Plan; and (b) the claim holder has full power and authority to vote to accept or reject the Plan.

NAME: _____

SOCIAL SECURITY OR
FEDERAL TAX ID NO. _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS: _____

EMAIL. _____

TELEPHONE NUMBER. () _____ - _____

DATE: _____

THE VOTING DEADLINE IS SEPTEMBER 7, 2020, AT 4:00 P.M. CENTRAL TIME. ALL BALLOTS MUST BE RECEIVED BY THE VOTING DEADLINE.

THE CLAIMS AND BALLOTING AGENT IS:

Vista Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

INSTRUCTIONS FOR COMPLETING THE BALLOT

The Debtors are soliciting your vote with respect to the Plan referred to in the Disclosure Statement. Please review the Disclosure Statement in its entirety, including exhibits, before you vote.

On [____] [●], 2020, the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division, signed an order which established certain procedures (the “Voting Procedures”) for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures are described in Article III of the Disclosure Statement. Please review the Voting Procedures carefully before completing this Ballot.

Instructions: Please complete this Ballot as follows:

- (a) Complete Item 1;
- (b) Vote to accept or reject the Plan by checking the appropriate box in Item 2;
- (c) Review the Third Party Release set forth in Item 3;
- (d) Review the acknowledgment and certification set forth in Item 4;
- (e) Date this Ballot, and provide your address if it does not appear on the Ballot; and
- (f) If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing, and provide proof of your authorization to so sign.

TO HAVE YOUR VOTE COUNT, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT SO THAT IT IS RECEIVED BY THE CLAIMS AND BALLOTING AGENT NO LATER THAN SEPTEMBER 7, 2020, AT 4:00 P.M. CENTRAL TIME.

YOUR ORIGINAL SIGNATURE IS REQUIRED ON THE BALLOT IN ORDER FOR YOUR VOTE TO COUNT.

YOU MUST VOTE ALL OF YOUR CLAIMS WITHIN CLASS 3 UNDER THE PLAN EITHER TO ACCEPT OR REJECT THE PLAN. A BALLOT THAT PARTIALLY ACCEPTS AND PARTIALLY REJECTS THE PLAN WILL NOT BE COUNTED.

Any party wishing to view the Plan, Plan Supplement, Disclosure Statement or the Disclosure Statement Approval Order may view such documents at <http://www.kccllc.net/vista>.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIAL, INCLUDING THE PLAN, PLEASE CONTACT KCC. PLEASE NOTE THAT KCC IS NOT PERMITTED TO PROVIDE LEGAL ADVICE.

Vista Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245
VistaInfo@kccllc.com
(866) 475-7847 (U.S./Canada) or (781) 575-2036 (International)

Please Note: This Ballot shall not constitute or be deemed a proof of claim.

EXHIBIT 2

Form of Confirmation Hearing Notice

**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-elm11
§
Debtors. § Jointly Administered

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;
(II) ESTABLISHMENT OF VOTING RECORD DATE; (III) APPROVING CURE
PROCEDURES; (IV) HEARING ON CONFIRMATION OF THE CHAPTER 11 PLAN OF THE
DEBTOR; (V) PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN; AND
(VI) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST AND EQUITY INTERESTS IN THE ABOVE-CAPTIONED DEBTORS AND DEBTORS IN POSSESSION:

PLEASE TAKE NOTICE THAT:

1. **Approval of Disclosure Statement.** By order dated ____ [●], 2020 (the “Disclosure Statement Approval Order”), the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”) approved the *Disclosure Statement in Support of the Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Disclosure Statement”) filed by 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”), and authorized the Debtors to solicit votes with regard to the approval or rejection of the *Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code*, which is attached as an exhibit to the Disclosure Statement (as may be amended, the “Plan”).²
2. **Confirmation Hearing.** A hearing (the “Confirmation Hearing”) to consider confirmation of the Plan shall be held before the Honorable Edward L. Morris at the Eldon B. Mahon U.S. Courthouse, 501 W. 10th Street, Rm. 204, Fort Worth, TX 76102-3643, or before any other judge who may be sitting in his place and stead, on **September 14, 2020, at 1:30 p.m. Central Time**. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court without further notice to parties in interest, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Plan, without further notice to interested parties.

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 HoldCo”); 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.

² Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Plan.

3. **Record Date for Voting Purposes.** All creditors who hold claims on **August 10, 2020** (the “Voting Record Date”) shall be entitled to vote on the Plan, as described in the Disclosure Statement Approval Order.
4. **Voting Deadline.** All votes to accept or reject the Plan must be received by the Claims and Balloting Agent, Vista Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245 on or before **September 7, 2020** (the “Voting Deadline”). Any failure to follow the voting instructions contained in the Disclosure Statement Approval Order and on the Ballots that will be included in the Solicitation Materials that will be sent to creditors entitled to vote on the Plan may disqualify your Ballot and your vote.
5. **Bar Date.** Any person or entity (excluding governmental units) holding a claim or interest against the Debtors that arose or is deemed to have arisen prior to **June 9, 2020** (the “Petition Date”), must file a proof of claim or interest on or before [____], **2020, at ____ .m.** (the “Bar Date”).
6. **Parties in Interest Not Entitled to Vote.** Holders of interests who will receive no distribution under the Plan are not entitled to vote on the Plan. Such holders shall receive a Non-Voting Status Notice rather than a Ballot.
7. **Objections to Confirmation.** Objections, if any, to the confirmation of the Plan must (a) be in writing; (b) be in the English language; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (d) state with particularity the basis and nature of any objection to the Plan; and (e) be filed, together with proof of service, with the Court and served so that they are received by the following parties (the “Confirmation Service List”), no later than **September 7, 2020, at 4:00 p.m. Central Time:** (i) counsel for the Debtors, Stephen M. Pezanosky (stephen.pezanosky@haynesboone.com), Matthew T. Ferris (matt.ferris@haynesboone.com), and David L. Staab (david.staab@haynesboone.com); (ii) counsel for the DIP Agent and the Term Loan Agent, Charles Persons (cpersons@sidley.com), and Dennis Twomey (dtwomey@sidley.com); (iii) counsel for the Committee, Patrick Carew (pcarew@kilpatricktownsend.com), Todd Meyers (tmeyers@kilpatricktownsend.com), David Posner (dposner@kilpatricktownsend.com), and Kelly Moynihan (kmoynihan@kilpatricktownsend.com); and (iv) counsel for the Office of the United States Trustee for the Northern District of Texas, Erin Schmidt (Erin.Schmidt2@usdoj.gov).
8. **Executory Contracts and Unexpired Leases.** Pursuant to the Plan, unless otherwise provided in the Plan, all Executory Contracts or Unexpired Leases not previously assumed or rejected pursuant to an order of the Bankruptcy Court, will be deemed rejected by the applicable Reorganized Debtor in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code, other than those Executory Contracts or Unexpired Leases that: (1) previously were assumed or rejected by the Debtors; (2) previously expired or terminated pursuant to their own terms; (3) are specifically designated on the Schedule of Assumed Contracts and Leases; (4) are subject to a motion to assume Executory Contracts or Unexpired Leases that is pending on the Confirmation Date; or (5) are subject to a motion to assume an Executory Contract or Unexpired Lease pursuant to which the requested effective date of such assumption is after the Effective Date. Unless otherwise provided in the Plan, each Executory Contract or Unexpired Lease that is assumed shall include all modifications, amendments, supplements, restatements, or other agreements that in any manner affect such Executory Contract or Unexpired Lease, and all Executory Contracts and Unexpired Leases related thereto, if any, including all easements, licenses, permits, rights, privileges, immunities, options, rights of first refusal, and any other interests, unless any of the foregoing agreements has been previously rejected or repudiated or is rejected or repudiated under the Plan. Modifications, amendments, supplements, and restatements to prepetition Executory

Contracts and Unexpired Leases that have been executed by the Debtors during the Chapter 11 Cases shall not be deemed to alter the prepetition nature of the Executory Contract or Unexpired Lease, or the validity, priority, or amount of any Claims that may arise in connection therewith. Pursuant to the Cure Procedures, and as detailed in the Cure Notice provided to all counterparties of the Debtors' Executory Contracts, all objections to the assumption of any Executory Contract, including without limitation any objection to the Debtors' proposed Cure Amount (the "Cure Amount") or the provision of adequate assurance of future performance under any Executory Contract pursuant to section 365 of the Bankruptcy Code ("Adequate Assurance") must: (a) be in writing; (b) be in the English language; (c) state the name and address of the objecting Contract Counterparty; (d) be filed, together with proof of service, with the Court and served so that they are received by the parties to the Confirmation Service List, no later than **September 7, 2020 at 4:00 p.m. Central Time** (the "Cure Objection Bar Date"); (e) identify the Executory Contract to which the objector is party; (f) describe with particularity any dispute the Contract Counterparty has under section 365 of the Bankruptcy Code with the Cure Amount and identify the bases of the dispute under the Executory Contract; (g) attach all supporting documents; and (h) if the response contains an objection to Adequate Assurance, state with specificity what the objecting party believes is required to provide Adequate Assurance.

9. **Third Party Releases.** ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D OF THE PLAN CONTAINS A THIRD-PARTY RELEASE. YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER. ARTICLE VIII OF THE PLAN CONTAINS THE FOLLOWING RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS:³

³ Under the Plan, "*Released Parties*" means, collectively, and in each case solely in their capacities as such: (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; and (i) with respect to each of the foregoing entities in clauses (a) through (h), such Entity's current and former affiliates and subsidiaries, and such Entities' and their current and former affiliates' and subsidiaries' directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, in each case acting in such capacity at any time on or after the Petition Date; provided, however, that notwithstanding the foregoing, the Debtors' current equity holders, including Gary Humphreys and Marty Robertson shall not be "*Released Parties*" under the Plan.

Under the Plan, "*Releasing Parties*" means, collectively, (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; (i) all holders of Claims or Interests who either (1) vote to accept or (2) do not opt out of granting the releases set forth in Article VIII of the Plan by returning the opt-out election form to be included with the ballot or notice of non-voting status; and (j) with respect to each of the foregoing entities in clauses (a) through (i), such Entity's current and former affiliates and subsidiaries, and such Entities' and their current and former affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such; provided, however, that notwithstanding the foregoing, the Debtors' current equity holders, including Gary Humphreys and Marty Robertson shall not be "*Releasing Parties*" under the Plan.

- a. **Releases by the Debtors (Article VIII.C).** Except as provided for in the Plan or the Confirmation Order, pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims, asserted on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against, or Interest in, a Debtor or other Entity, based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, the Exit Facility, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation or filing of the Disclosure Statement, the DIP Facility, the Plan, the Exit Facility or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Plan, the Exit Facility, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release obligations of any party or Entity under the Plan, or any document, instrument, or agreement executed to implement the Plan.
- b. **Releases by Holders of Claims and Interests (Article VIII.D).** Except as provided for in the Plan or Confirmation Order, as of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors' in or out-of-court restructuring efforts, Intercompany Claims, the Exit Facility, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the DIP Facility, the Plan, the Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for Causes of Action arising from any act or omission that is determined in a Final Order to have constituted actual fraud, gross negligence, or willful misconduct of such applicable Released Party. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release obligations of any party or Entity under the Plan, or any document, instrument, or agreement executed to implement the Plan.

- c. **Exculpation (Article VIII.E)**. Except as provided for in the Plan or Confirmation Order, no Exculpated Party⁴ shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any Claim related to any act or omission in connection with, relating to, or arising out of, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the DIP Facility, the Exit Facility, the Plan, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for Causes of Action arising from any act or omission that is determined in a Final Order to have constituted actual fraud, gross negligence, or willful misconduct of such applicable Exculpated Party, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Section 1125(e) Protected Parties⁵ have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan. Each of the Section 1125(e) Protected Parties shall be entitled to and granted the protections and benefits of section 1125(e) of the Bankruptcy Code.
- d. **Injunction (Article VIII.F)**. Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Plan or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with

⁴ Under the Plan, “*Exculpated Party*” means collectively, and in each case, in its capacity as such: (a) the Debtors, (b) Reorganized Debtors; (c) any official committees appointed in the Chapter 11 Cases and each of their respective members; (d) such Released Parties that are fiduciaries to the Debtors’ Estates; and (e) with respect to each of the foregoing, such Entity and its current and former affiliates, and such Entity’s and its current and former affiliates’ equity holders, subsidiaries, officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, in each case acting in such capacity at any time on or after the Petition Date.

⁵ Under the Plan, “*Section 1125(e) Protected Parties*” means the Exculpated Parties and such Released Parties that are fiduciaries other than to the Debtors’ Estates.

respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a Claim or Interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

10. **Additional Information.** Any party wishing to view the Plan, Plan Supplement, Disclosure Statement or the Disclosure Statement Approval Order may view such documents at <http://www.kccllc.net/vista>. Any party in interest wishing to obtain information about the solicitation procedures or balloting should contact the Debtors' Claims and Balloting Agent - Kurtzman Carson Consultants LLC, by (i) toll-free telephone (866) 475-7847 (U.S./Canada) or (781) 575-2036 (International) or (ii) online at <http://www.kccllc.net/vista/inquiry>.

Dated: August 10, 2020

Stephen M. Pezanosky
State Bar No. 15881850
Matthew T. Ferris
State Bar No. 24045870
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: matt.ferris@haynesboone.com
Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

EXHIBIT 3

Form of Non-Voting Status Notice (Impaired Classes)

**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-elm11
§
Debtors. § Jointly Administered

**NOTICE OF NON-VOTING STATUS
WITH RESPECT TO IMPAIRED CLASSES**

PLEASE TAKE NOTICE THAT on July 3, 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 the *Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Plan”) and the *Disclosure Statement in Support of the Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Disclosure Statement”), with the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”). By order entered on _____ [●], 2020 (the “Disclosure Statement Approval Order”), the Court approved the adequacy of the information contained in the Disclosure Statement, along with certain procedures to be used in connection with solicitation of votes on the Plan.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLASS 6 GENERAL UNSECURED CLAIM OR CLASS 9 INTEREST IN VISTA HOLDCO. PURSUANT TO SECTION 1126(G) OF THE BANKRUPTCY CODE, YOU ARE DEEMED TO HAVE REJECTED THE PLAN AND ARE NOT ENTITLED TO VOTE ON THE PLAN.

PLEASE TAKE FURTHER NOTICE THAT a hearing (the “Confirmation Hearing”) to consider confirmation of the Plan shall be held before the Honorable Edward L. Morris at the Eldon B. Mahon U.S. Courthouse, 501 W. 10th Street, Rm. 204, Fort Worth, TX 76102-3643, or before any other judge who may be sitting in his place and stead, on **September 14, 2020, at 1:30 p.m. Central Time**. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court without further notice to parties in interest, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Plan, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE THAT objections, if any, to the confirmation of the Plan must (a) be in writing; (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to the Plan; and (d) be filed, together with proof of service, with the Court and served so that they are received by

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 HoldCo”); 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.

the following parties (the "Confirmation Service List"), no later than **September 7, 2020 at 4:00 p.m. Central Time**: (i) counsel for the Debtors, Stephen M. Pezanosky (stephen.pezanosky@haynesboone.com), Matthew T. Ferris (matt.ferris@haynesboone.com), and David L. Staab (david.staab@haynesboone.com); (ii) counsel for the DIP Agent and the Term Loan Agent, Charles Persons (cpersons@sidley.com), and Dennis Twomey (dtwomey@sidley.com); (iii) counsel for the Committee, Patrick Carew (pcarew@kilpatricktownsend.com), Todd Meyers (tmeyers@kilpatricktownsend.com), David Posner (dposner@kilpatricktownsend.com), and Kelly Moynihan (kmoynihan@kilpatricktownsend.com); and (iv) counsel for the Office of the United States Trustee for the Northern District of Texas, Erin Schmidt (Erin.Schmidt2@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT any party wishing to view the Plan, Plan Supplement, Disclosure Statement or the Disclosure Statement Approval Order may view such documents at <http://www.kccllc.net/vista>.

PLEASE TAKE FURTHER NOTICE THAT ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D OF THE PLAN CONTAINS A THIRD-PARTY RELEASE. YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER. ALL HOLDERS OF CLAIMS OR INTERESTS THAT DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE VIII.D OF THE PLAN USING THE OPT OUT FORM ATTACHED HERETO AS EXHIBIT A WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE AND DISCHARGE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE DEBTORS AND THE RELEASED PARTIES. BY ELECTING TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.

Dated: August 10, 2020

Stephen M. Pezanosky
State Bar No. 15881850
Matthew T. Ferris
State Bar No. 24045870
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: matt.ferris@haynesboone.com
Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

Exhibit A to Non-Voting Status Notice (Impaired Classes)

**OPT-OUT FORM FOR HOLDERS OF IMPAIRED CLAIMS AND INTERESTS DEEMED TO
REJECT THE PLAN**

OPTIONAL: RELEASE OPT OUT FORM

You are receiving this opt out form (the “Opt Out Form”) because you are a Holder of a Claim or Interest that is not entitled to vote on the Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code (as may be amended, supplemented, or otherwise modified from time to time, the “Plan”). You may choose to opt out of the releases set forth in Article VIII.D of the Plan.

Important information regarding the Third Party Release.¹

AS A “RELEASING PARTY” UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN SET FORTH BELOW:

Except as provided for in the Plan or Confirmation Order, as of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in or out-of-court restructuring efforts, Intercompany Claims, the Exit Facility, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the DIP Facility, the Plan, the Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other

¹ Under the Plan, “*Released Parties*” means, collectively, and in each case solely in their capacities as such: (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; and (i) with respect to each of the foregoing entities in clauses (a) through (h), such Entity’s current and former affiliates and subsidiaries, and such Entities’ and their current and former affiliates’ and subsidiaries’ directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, in each case acting in such capacity at any time on or after the Petition Date; provided, however, that notwithstanding the foregoing, the Debtors’ current equity holders, including Gary Humphreys and Marty Robertson shall not be “Released Parties” under the Plan.

Under the Plan, “*Releasing Parties*” means, collectively, (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; (i) all holders of Claims or Interests who either (1) vote to accept or (2) do not opt out of granting the releases set forth in Article VIII of the Plan by returning the opt-out election form to be included with the ballot or notice of non-voting status; and (j) with respect to each of the foregoing entities in clauses (a) through (i), such Entity’s its current and former affiliates and subsidiaries, and such Entities’ and their current and former affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such; provided, however, that notwithstanding the foregoing, the Debtors’ current equity holders, including Gary Humphreys and Marty Robertson shall not be “Releasing Parties” under the Plan.

related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for Causes of Action arising from any act or omission that is determined in a Final Order to have constituted actual fraud, gross negligence, or willful misconduct of such applicable Released Party. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release obligations of any party or Entity under the Plan, or any document, instrument, or agreement executed to implement the Plan.

IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.

OPTIONAL RELEASE ELECTION. YOU MAY ELECT TO OPT OUT OF THE RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN ONLY IF YOU CHECK THE BOX BELOW:

The Undersigned Holder of the Claim elects to OPT OUT of the Third Party Release

Item 4. Certification

By signing and returning this Opt Out Form, the undersigned certifies to the Bankruptcy Court and the Debtors that: (a) as of the Voting Record Date, either (i) the Entity is the Holder of a Claim or Interest; or (ii) the Entity is an authorized signatory for the Entity that is a Holder of a Claim or Interest; (b) the Entity (or in the case of an authorized signatory, the Holder) has received a copy of the *Notice of Non-Voting Status* and that this Opt Out Form is made pursuant to the terms and conditions set forth therein; (c) the Entity has submitted the same respective election concerning the releases with respect to all Claims and Interests; and (d) no other Opt Out Form has been submitted or, if any other Opt Out Forms have been submitted with respect to such Claims and Interests, then any such earlier Opt Our Forms are hereby revoked.

NAME: _____

SOCIAL SECURITY OR
FEDERAL TAX ID NO. _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS: _____

EMAIL. _____

TELEPHONE NUMBER. () _____ - _____

DATE: _____

IF YOU HAVE MADE THE OPTIONAL OPT OUT ELECTION, PLEASE COMPLETE, SIGN, AND DATE THIS OPT OUT FORM AND RETURN IT TO THE CLAIMS AND BALLOTING AGENT BY THE VOTING DEADLINE, WHICH IS SEPTEMBER 7, 2020 AT 4:00 P.M. CENTRAL TIME. ALL OPT OUT FORMS MUST BE RECEIVED ON OR BEFORE THE VOTING DEADLINE IF YOU WISH TO OPT OUT.

THE CLAIMS AND BALLOTING AGENT IS:

Vista Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

Exhibit 4

Form of Unimpaired Non-Voting Status Notice

**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-elm11
§
Debtors. § Jointly Administered

**NOTICE OF NON-VOTING STATUS
WITH RESPECT TO UNIMPAIRED CLASSES**

PLEASE TAKE NOTICE THAT on July 3, 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 the *Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Plan”) and the *Disclosure Statement in Support of the Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Disclosure Statement”), with the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”). By order entered on _____ [●], 2020 (the “Disclosure Statement Approval Order”), the Court approved the adequacy of the information contained in the Disclosure Statement, along with certain procedures to be used in connection with solicitation of votes on the Plan.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO VOTE YOUR CLAIMS AGAINST OR OWNERSHIP OF EQUITY INTERESTS IN THE DEBTORS AS YOU ARE UNIMPAIRED UNDER THE PLAN. PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE DEEMED TO HAVE ACCEPTED THE PLAN AND ARE NOT ENTITLED TO VOTE ON THE PLAN.

PLEASE TAKE FURTHER NOTICE THAT a hearing (the “Confirmation Hearing”) to consider confirmation of the Plan shall be held before the Honorable Edward L. Morris at the Eldon B. Mahon U.S. Courthouse, 501 W. 10th Street, Rm. 204, Fort Worth, TX 76102-3643, or before any other judge who may be sitting in his place and stead, on **September 14, 2020, at 1:30 p.m. Central Time**. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court without further notice to parties in interest, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Plan, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE THAT objections, if any, to the confirmation of the Plan must (a) be in writing; (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to the Plan; and (d) be filed, together with proof of service, with the Court and served so that they are received by

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 HoldCo”); 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.

the following parties (the "Confirmation Service List"), no later than **September 7, 2020, at 4:00 p.m. Central Time**: (i) counsel for the Debtors, Stephen M. Pezanosky (stephen.pezanosky@haynesboone.com), Matthew T. Ferris (matt.ferris@haynesboone.com), and David L. Staab (david.staab@haynesboone.com); (ii) counsel for the DIP Agent and the Term Loan Agent, Charles Persons (cpersons@sidley.com), and Dennis Twomey (dtwomey@sidley.com); (iii) counsel for the Committee, Patrick Carew (pcarew@kilpatricktownsend.com), Todd Meyers (tmeyers@kilpatricktownsend.com), David Posner (dposner@kilpatricktownsend.com), and Kelly Moynihan (kmoynihan@kilpatricktownsend.com); and (iv) counsel for the Office of the United States Trustee for the Northern District of Texas, Erin Schmidt (Erin.Schmidt2@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT any party wishing to view the Plan, Plan Supplement, Disclosure Statement or the Disclosure Statement Approval Order may view such documents at <http://www.kccllc.net/vista>.

PLEASE TAKE FURTHER NOTICE THAT **ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIII.D OF THE PLAN CONTAINS A THIRD-PARTY RELEASE. YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER. ALL HOLDERS OF CLAIMS OR INTERESTS THAT DO NOT ELECT TO OPT OUT OF THE PROVISIONS CONTAINED IN ARTICLE VIII.D OF THE PLAN USING THE OPT OUT FORM ATTACHED HERETO AS EXHIBIT A WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY CONSENTED TO THE RELEASE AND DISCHARGE OF ALL CLAIMS AND CAUSES OF ACTION AGAINST THE DEBTORS AND THE RELEASED PARTIES. BY ELECTING TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.**

Dated: August 10, 2020

Stephen M. Pezanosky
State Bar No. 15881850
Matthew T. Ferris
State Bar No. 24045870
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: matt.ferris@haynesboone.com
Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

Exhibit A to Non-Voting Status Notice (Unimpaired Classes)

**OPT-OUT FORM FOR HOLDERS OF UNIMPAIRED CLAIMS AND INTERESTS DEEMED
TO ACCEPT THE PLAN**

OPTIONAL: RELEASE OPT OUT FORM

You are receiving this opt out form (the “Opt Out Form”) because you are a Holder of a Claim or Interest that is not entitled to vote on the *Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, supplemented, or otherwise modified from time to time, the “Plan”). You may choose to opt out of the releases set forth in Article VIII.D of the Plan.

Important information regarding the Third Party Release.¹

AS A “RELEASING PARTY” UNDER THE PLAN, YOU ARE DEEMED TO PROVIDE THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN SET FORTH BELOW:

Except as provided for in the Plan or Confirmation Order, as of the Effective Date, each Releasing Party is deemed to have released and discharged each Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to, or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in or out-of-court restructuring efforts, Intercompany Claims, the Exit Facility, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Disclosure Statement, the DIP Facility, the Plan, the Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other

¹ Under the Plan, “*Released Parties*” means, collectively, and in each case solely in their capacities as such: (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; and (i) with respect to each of the foregoing entities in clauses (a) through (h), such Entity’s current and former affiliates and subsidiaries, and such Entities’ and their current and former affiliates’ and subsidiaries’ directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, in each case acting in such capacity at any time on or after the Petition Date; provided, however, that notwithstanding the foregoing, the Debtors’ current equity holders, including Gary Humphreys and Marty Robertson shall not be “Released Parties” under the Plan.

Under the Plan, “*Releasing Parties*” means, collectively, (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; (i) all holders of Claims or Interests who either (1) vote to accept or (2) do not opt out of granting the releases set forth in Article VIII of the Plan by returning the opt-out election form to be included with the ballot or notice of non-voting status; and (j) with respect to each of the foregoing entities in clauses (a) through (i), such Entity’s its current and former affiliates and subsidiaries, and such Entities’ and their current and former affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such; provided, however, that notwithstanding the foregoing, the Debtors’ current equity holders, including Gary Humphreys and Marty Robertson shall not be “Releasing Parties” under the Plan.

related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, except for Causes of Action arising from any act or omission that is determined in a Final Order to have constituted actual fraud, gross negligence, or willful misconduct of such applicable Released Party. Notwithstanding anything to the contrary in the foregoing, the releases set forth above do not release obligations of any party or Entity under the Plan, or any document, instrument, or agreement executed to implement the Plan.

IF YOU ELECT TO OPT OUT OF THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN, YOU WILL FOREGO THE BENEFIT OF OBTAINING THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN IF YOU ARE A RELEASED PARTY IN CONNECTION THEREWITH.

OPTIONAL RELEASE ELECTION. YOU MAY ELECT TO OPT OUT OF THE RELEASE CONTAINED IN ARTICLE VIII.D OF THE PLAN ONLY IF YOU CHECK THE BOX BELOW:

The Undersigned Holder of the Claim elects to OPT OUT of the Third Party Release

Item 4. Certification

By signing and returning this Opt Out Form, the undersigned certifies to the Bankruptcy Court and the Debtors that: (a) as of the Voting Record Date, either (i) the Entity is the Holder of a Claim or Interest; or (ii) the Entity is an authorized signatory for the Entity that is a Holder of a Claim or Interest; (b) the Entity (or in the case of an authorized signatory, the Holder) has received a copy of the *Notice of Non-Voting Status* and that this Opt Out Form is made pursuant to the terms and conditions set forth therein; (c) the Entity has submitted the same respective election concerning the releases with respect to all Claims and Interests; and (d) no other Opt Out Form has been submitted or, if any other Opt Out Forms have been submitted with respect to such Claims and Interests, then any such earlier Opt Our Forms are hereby revoked.

NAME: _____

SOCIAL SECURITY OR
FEDERAL TAX ID NO. _____

BY: _____
(If appropriate)

TITLE: _____
(If appropriate)

ADDRESS: _____

EMAIL: _____

TELEPHONE NUMBER. () _____ - _____

DATE: _____

IF YOU HAVE MADE THE OPTIONAL OPT OUT ELECTION, PLEASE COMPLETE, SIGN, AND DATE THIS OPT OUT FORM AND RETURN IT TO THE CLAIMS AND BALLOTING AGENT BY THE VOTING DEADLINE, WHICH IS SEPTEMBER 7, 2020, AT 4:00 P.M. CENTRAL TIME. ALL OPT OUT FORMS MUST BE RECEIVED ON OR BEFORE THE VOTING DEADLINE IF YOU WISH TO OPT OUT.

THE CLAIMS AND BALLOTING AGENT IS:

Vista Ballot Processing Center
c/o KCC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

EXHIBIT 5

Cure Notice

**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-elm11
§
Debtors. § Jointly Administered

NOTICE OF CURE PROCEDURES

PLEASE TAKE NOTICE THAT on July 3, 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 the *Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Plan”) and the *Disclosure Statement in Support of the Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended, the “Disclosure Statement”), with the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”). By order entered on ____ [●], 2020 (the “Disclosure Statement Approval Order”), the Court approved the adequacy of the information contained in the Disclosure Statement, along with certain procedures described below.

PLEASE TAKE FURTHER NOTICE THAT upon on the Effective Date of the Plan, the Debtors intend to assume the executory contracts and unexpired leases and any modifications thereto set forth on **Schedule 1** hereto (collectively, the “Executory Contracts”). In addition, the cure amounts, if any, necessary for the assumption of the Executory Contracts (the “Cure Amounts”) are set forth on Schedule 1.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Plan, the Debtors will file the Plan Supplement no later than five (5) days before the Voting Deadline (or such later date as may be approved by the Court), which shall include a Schedule of Assumed Contracts and Leases, whereby each Contract Counterparty will have further notice on the Debtors’ intention to assume its Executory Contract.

PARTIES LISTED ON **SCHEDULE 1** HERETO ARE RECEIVING THIS NOTICE BECAUSE THE DEBTORS HAVE IDENTIFIED THEM AS A COUNTERPARTY TO AN EXECUTORY CONTRACT THAT THE DEBTORS INTEND TO ASSUME.

Any party wishing to view the Plan, Plan Supplement, Disclosure Statement or the Disclosure Statement Approval Order may view such documents at <http://www.kccllc.net/vista>. Any party in interest wishing to obtain information about the solicitation procedures or balloting should contact the Debtors’

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 HoldCo”); 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.

Balloting Agent, Kurtzman Carson Consultants LLC at VistaInfo@kccllc.com or through the Debtors' chapter 11 case website at www.kccllc.net/vista.

Assumed Contract Objection Procedures

Pursuant to the Cure Procedures, all objections to the assumption of any Executory Contract, including without limitation any objection to the Debtors' proposed Cure Amount or the provision of adequate assurance of future performance under any Executory Contract pursuant to Section 365 of the Bankruptcy Code ("Adequate Assurance") must: (a) be in writing; (b) be in the English language; (c) state the name and address of the objecting Contract Counterparty; (d) be filed, together with proof of service, with the Court and served so that they are received by the following parties (the "Confirmation Service List"), no later than **September 7, 2020 at 4:00 p.m. Central Time** (the "Cure Objection Bar Date"): (i) counsel for the Debtors, Stephen M. Pezanosky (stephen.pezanosky@haynesboone.com), Matthew T. Ferris (matt.ferris@haynesboone.com), and David L. Staab (david.staab@haynesboone.com); (ii) counsel for the DIP Agent and the Term Loan Agent, Charles Persons (cpersons@sidley.com), and Dennis Twomey (dtwomey@sidley.com); (iii) counsel for the Committee, Patrick Carew (pcarew@kilpatricktownsend.com), Todd Meyers (tmeyers@kilpatricktownsend.com), David Posner (dposner@kilpatricktownsend.com), and Kelly Moynihan (kmoynihan@kilpatricktownsend.com); and (iv) counsel for the Office of the United States Trustee for the Northern District of Texas, Erin Schmidt (Erin.Schmidt2@usdoj.gov); (e) identify the Executory Contract to which the objector is party; (f) describe with particularity any dispute the Contract Counterparty has under section 365 of the Bankruptcy Code with the Cure Amount and identify the bases of the dispute under the Executory Contract; (g) attach all supporting documents; and (h) if the response contains an objection to Adequate Assurance, state with specificity what the objecting party believes is required to provide Adequate Assurance.

FAILING TO TIMELY FILE AND SERVE AN OBJECTION

ANY COUNTERPARTY TO AN ASSUMED CONTRACT OR ASSUMED LEASE WHO FAILS TO TIMELY FILE AND SERVE AN OBJECTION TO THE PROPOSED ASSUMPTION OF AN ASSUMED CONTRACT AND/OR THE CURE AMOUNT SET FORTH ON SCHEDULE 1 IN ACCORDANCE WITH THE CURE PROCEDURES SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE ASSUMPTION OF THE ASSUMED CONTRACT AND/OR THE CURE AMOUNT SET FORTH ON SCHEDULE 1, INCLUDING ASSERTING ADDITIONAL CURE AMOUNTS WITH RESPECT TO THE ASSUMED CONTRACT OR ASSUMED LEASE RELATING TO ANY PERIOD PRIOR TO THE TIME OF ASSUMPTION.

Dated: August 10, 2020

Stephen M. Pezanosky
State Bar No. 15881850
Matthew T. Ferris
State Bar No. 24045870
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: matt.ferris@haynesboone.com

Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

SCHEDULE 1

Cure Amount Schedule

Contract Counterparty	Description of Executory Contract or Unexpired Lease	Proposed Cure Amount