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PROPOSED ATTORNEYS FOR DEBTORS

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

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

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER UNDER 11 U.S.C. §§ 327(a),
330, AND 1107(b) AUTHORIZING THE EMPLOYMENT AND RETENTION OF
HAYNES AND BOONE, LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

**A HEARING WILL BE CONDUCTED ON THIS MATTER ON
AUGUST 5, 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 DIRECTED BY THE COURT, YOU MUST FILE
YOUR RESPONSE WITH THE CLERK OF THE
BANKRUPTCY COURT WITHIN TWENTY-ONE (21) DAYS
FROM THE DATE YOU WERE SERVED WITH THIS**

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: 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.



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’ Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and the Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the “Application”). In support of the Application, the Debtors rely upon the *Declaration of Stephen M. Pezanosky in Support of the Debtors’ Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and the Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the “Pezanosky Declaration”), which is attached hereto as **Exhibit A**. In further support of the Application, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. The United States District Court for the Northern District of Texas (the “District Court”) has jurisdiction over the subject matter of this Application 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.

Background

2. On June 9, 2020 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (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 Bankruptcy Code §§ 1107 and 1108.

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

4. A detailed description of the Debtors and their businesses, and the facts and circumstances supporting the Application and the Debtors’ Chapter 11 Cases are set forth in greater detail in the *Declaration of Kristin Whitley in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* and the *Declaration of Gary Barton in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* (collectively, the “First Day Declarations”), which were filed on the June 10, 2020, and are incorporated by reference in this Application.

Relief Requested

5. The Debtors request entry of an order, substantially in the form attached hereto as **Exhibit C**, authorizing the employment and retention of Haynes and Boone as their attorneys in accordance with the terms and conditions set forth in the engagement letter between the Debtors and Haynes and Boone dated as of October 4, 2019 (the “Engagement Letter”), effective *nunc pro tunc* to the Petition Date. A copy of the Engagement Letter is attached to this Application as **Exhibit B**.

Basis for Relief

6. The bases for the relief requested herein are sections 327(a), 330 and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and N.D. Tex. L.B.R. 2014-1 and 2016-1 (the “Local Bankruptcy Rules”).

7. Section 327(a) of the Bankruptcy Code provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor]’s duties under this title.

11 U.S.C. § 327(a).

8. Section 101 of the Bankruptcy Code defines "disinterested person" as a person that:

is not a creditor, an equity security holder, or an insider; [or] is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtor; and...does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14)(A)-(C).

9. Local Bankruptcy Rule 2014-1(b)(1) provides that, “[i]f a motion for approval of the employment of a professional is made within 30 days of the commencement of that professional’s provision of services, it is deemed contemporaneous.” N.D. Tex. L.B.R. 2014-1(b)(1).

10. The complexity of the Chapter 11 Cases has necessitated that the Debtors, Haynes and Boone, and the Debtors’ other professionals focus their immediate attention on time-

sensitive matters and promptly devote substantial resources to the affairs of the Debtors pending submission and approval of this Application.

11. Prior to the commencement of the Chapter 11 Cases, the Debtors sought services of Haynes and Boone, with respect to, among other things, advice regarding and preparation for the commencement of the Chapter 11 Cases. The Debtors employed and retained Haynes and Boone as their bankruptcy attorneys in connection with the filing and, subject to the entry of an order approving the retention of Haynes and Boone, the prosecution of the Chapter 11 Cases.

Haynes and Boone's Qualifications and Scope of the Engagement

12. The Debtors seek to retain Haynes and Boone based on the Firm's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under Chapter 11 of the Bankruptcy Code. Haynes and Boone has expertise, experience, and knowledge practicing before bankruptcy courts in this and other districts throughout the country. Haynes and Boone is a full-service law firm with experience and expertise in all other legal areas that may arise during the Chapter 11 Cases, including corporate, finance, insurance, tax, and litigation. Haynes and Boone's appearance before this Court for the matters in the Chapter 11 Cases will be efficient and cost effective for the Debtors' estates.

13. The contact information for Haynes and Boone is:

**Haynes and Boone, LLP
Attn: Stephen M. Pezanosky
Attn: Matthew T. Ferris
Attn: David L. Staab
301 Commerce Street, Suite 2600
Fort Worth, TX 76102
Telephone: 817.347.6600
Email: stephen.pezanosky@haynesboone.com
Email: matt.ferris@haynesboone.com
Email: david.staab@haynesboone.com**

14. Prior to the filing of the Chapter 11 Cases, Haynes and Boone became familiar with the Debtors' business and affairs, as well as many of the potential legal issues that may arise during the pendency of the Chapter 11 Cases. Accordingly, the Debtors believe the retention of Haynes and Boone as their bankruptcy counsel is in the best interest of the Debtors' estates because such retention will further the efficient and economic administration of the Chapter 11 Cases.

15. After due consideration and deliberation, the Debtors have concluded that their interests and the interests of their creditors and other parties-in-interest will be best served by the retention of Haynes and Boone as their bankruptcy counsel to render such legal services as are necessary and appropriate in connection with the matters set forth herein.

16. The Debtors contemplate that Haynes and Boone will render specialized legal services to the Debtors as needed throughout the Chapter 11 Cases. Generally, the legal services that Haynes and Boone will render may be summarized, in part, as follows:

- a. Advising the Debtors of their rights, powers, and duties as debtors-in-possession under the Bankruptcy Code;
- b. Performing all legal services for and on behalf of the Debtors that may be necessary or appropriate in the administration of the Chapter 11 Cases and the Debtors' business;
- c. Advising the Debtors concerning, and assisting in, the negotiation and documentation of financing agreements and debt restructurings;
- d. Reviewing the nature and validity of agreements relating to the Debtors' interests in real and personal property and advising the Debtors of their corresponding rights and obligations;
- e. Advising the Debtors concerning preference, avoidance, recovery, or other actions that it may take to collect and to recover property for the benefit of the estates and their creditors, whether or not arising under Chapter 5 of the Bankruptcy Code;

- f. Preparing on behalf of the Debtors all necessary and appropriate applications, motions, pleadings, draft orders, notices, and other documents and reviewing all financial and other reports to be filed in the Chapter 11 Cases;
- g. Advising the Debtors concerning, and preparing responses to, applications, motions, complaints, pleadings, notices, and other papers that may be filed and served in the Chapter 11 Cases;
- h. Counseling the Debtors in connection with the formulation, negotiation, and promulgation of a plan of reorganization and related documents;
- i. Working with and coordinating efforts among other professionals to attempt to preclude any duplication of effort among those professionals and to guide their efforts in the overall framework of Debtors' reorganization;
- j. Working with professionals retained by other parties-in-interest in the Chapter 11 Cases to attempt to structure a consensual plan of reorganization, or other resolution for Debtors; and
- k. Performing such additional legal services as may be required by the Debtors.

17. The nonexclusive services described above are essential to the Debtors' successful reorganization.

Compensation

18. Subject to this Court's approval, Haynes and Boone will seek approval of payment of compensation and reimbursement of actual, necessary expenses and other charges upon Haynes and Boone's filing of appropriate applications for the allowance of interim and final compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and Orders of this Court. The Debtors request that Haynes and Boone be compensated on an hourly basis and reimbursed for the actual, necessary expenses it incurs.

19. In connection with this engagement, and as set forth in the Engagement Letter, Haynes and Boone agreed to discount its standard hourly rates for this engagement. The rates reflected below are unique to the facts and circumstances of this engagement and should not be considered the standard, market rates of Haynes and Boone for other bankruptcy or restructuring matters. The primary attorneys and paralegal within Haynes and Boone who will represent the Debtors and their discounted hourly rates for representing the Debtors are set forth below:

<i>Name</i>	<i>Status</i>	<i>Discounted Rate</i>
Stephen M. Pezanosky	Partner	\$900
Matthew T. Ferris	Partner	\$710
Sakina Rasheed Foster	Partner	\$735
Alex Kirincic	Associate	\$380
David L. Staab	Associate	\$500
Kimberly Morzak	Paralegal	\$335

20. The discounted hourly rates for the attorneys set forth above are set at a level designed to fairly compensate Haynes and Boone for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. From time to time, other attorneys and paralegals from Haynes and Boone may serve the Debtors in connection with the matters for which Haynes and Boone will be retained.

21. It is Haynes and Boone's policy, in all areas of practice, to charge its clients for all additional expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and other expenses. Haynes and Boone will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Haynes and Boone's other clients and consistent with applicable U.S. Trustee guidelines.

22. Pursuant to Bankruptcy Rule 2016(b), Haynes and Boone has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Haynes and Boone or (b) any compensation another person or party has received or may receive. As of the Petition Date, the Debtors do not owe Haynes and Boone any amounts for legal services rendered before the Petition Date.

23. Haynes and Boone received \$1,506,844.82 through the day prior to the Petition Date as compensation for services rendered and costs incurred for the one-year period prior to the Petition Date. As of the Petition Date, Haynes and Boone holds a retainer from the Debtors in the amount of \$156,837.35 (the “Retainer”), which Haynes and Boone will hold in trust for the Debtors pending further order of the Court.

Bankruptcy Rule 2014 Disclosures

24. To the best of the Debtors’ knowledge, information, and belief, Haynes and Boone has no connection with the Debtors’ creditors, parties-in-interest, or affiliates, the U.S. Trustee, or any person employed in the Office of the United States Trustee, except as set forth in the Pezanosky Declaration, which is filed contemporaneously with this Application. Mr. Pezanosky is one of the Haynes and Boone partners with overall responsibility for this case.

25. To the best of the Debtors’ knowledge and as disclosed herein and in the Pezanosky Declaration, (a) Haynes and Boone is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Haynes and Boone has no connection to the Debtors, their creditors, or their related parties except as disclosed in the Pezanosky Declaration. The Debtors do not believe that Haynes and Boone’s

concurrent representation of any potential parties-in-interest on unrelated matters creates a disqualifying conflict of interest in the Chapter 11 Cases.

26. Haynes and Boone will review its files periodically during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Haynes and Boone will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

27. For the reasons set forth above, the Debtors submit that Haynes and Boone's retention and employment is necessary and in the best interests of the Debtors and their estates.

28. Haynes and Boone's compliance with the requirements of sections 327, 329, 330, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, as well as the Local Bankruptcy Rules, is set forth in detail in the Pezanosky Declaration.

Notice

29. Notice of this Application will be provided to the parties listed on the Debtors' service list in accordance with the *Order Granting Complex Chapter 11 Bankruptcy Case Treatment* (collectively, the "Notice Parties").

Conclusion

WHEREFORE, based on the foregoing, the Debtors respectfully request that the Court (i) grant the Application and (ii) grant such other and further relief as is just and proper.

Dated: July 9, 2020

Vista Proppants and Logistics, LLC, *et al.*

/s/ Gary Barton

Name: Gary Barton

Title: Chief Restructuring Officer

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

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Email: stephen.pezanosky@haynesboone.com

Email: matt.ferris@haynesboone.com

Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

Exhibit A

Pezanosky Declaration

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

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

**DECLARATION OF STEPHEN M. PEZANOSKY IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER UNDER 11 U.S.C. §§ 327(a), 330 AND
1107(b) AUTHORIZING THE EMPLOYMENT AND RETENTION OF HAYNES AND
BOONE, LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN
POSSESSION EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

I, Stephen M. Pezanosky, being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Haynes and Boone LLP ("Haynes and Boone"), 301 Commerce Street, Suite 2600, Fort Worth, Texas 76102. I am a member in good standing of the Bar of the State of Texas, and I am admitted to practice before the United States District Court for the Northern, Southern, Eastern and Western Districts of Texas, the Court of Appeals for the Fifth and Ninth Circuits, and the United States Supreme Court. There are no disciplinary proceedings pending against me.

2. I submit this declaration in support of the *Debtors' Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and the Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Application") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for an order pursuant to sections 327(a), 330,

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: 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.

and 1107(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Northern District of Texas (the “Local Bankruptcy Rules”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

3. Haynes and Boone is a Texas limited liability partnership comprised of duly licensed attorneys qualified to practice before this Court. Haynes and Boone is a full-service law firm with experience and expertise in all facets of legal practice, including bankruptcy, insolvency, corporate reorganization, and debtor-creditor law. Haynes and Boone is well qualified to act as counsel for the Debtors in the Chapter 11 Cases.

4. Haynes and Boone was engaged by the Debtors to provide assistance concerning financial restructuring, including these Chapter 11 cases. Haynes and Boone has also expended significant resources prior to the Petition Date working with the Debtors to prepare for their bankruptcy filing. In the process, Haynes and Boone has become familiar with the Debtors’ business operations and financial affairs and many of the legal issues that will likely arise in the context of the Chapter 11 Cases. If the Debtors are forced to retain counsel other than Haynes and Boone, the Debtors’ estates would incur additional expenses and delays associated with familiarizing new counsel with the intricacies of the Debtors’ financial affairs and business operations.

Connections

5. To the best of my knowledge and belief and based upon a review of Haynes and Boone’s conflicts system (as further described below), Haynes and Boone has never represented the Debtors’ creditors, equity security holders, or any other parties-in-interest, or the U.S.

Trustee in any matters relating to the Debtors or their estates. Therefore, to the best of my knowledge and belief, Haynes and Boone is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code because Haynes and Boone, its partners, counsel and associates:

- a. Are not creditors, equity security holders, or insiders of the Debtors;
- b. Are not and were not, within two (2) years before the date of the filing of the Debtors’ Chapter 11 petition, a director, officer, or employee of the Debtors; and
- c. Do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

6. Haynes and Boone and certain of its partners, counsel, and associates may have in the past, may presently, and/or may in the future represent creditors and other parties-in-interest of the Debtors in matters unrelated to the Chapter 11 Cases. I do not believe that such unrelated representations would prevent Haynes and Boone from being disinterested.

Search and Disclosure Procedures

7. Haynes and Boone maintains a conflicts database management system (the “System”), which is designed to reveal the potential for conflicts of interest and other connections to existing and former clients. In addition, Haynes and Boone employs a conflicts analysis staff under the supervision of our Director of Conflicts, attorney Richard Clark. We have utilized the System to search for potential conflicts of interest and other connections to existing and former clients and other potential parties-in-interest in the Chapter 11 Cases whom Haynes and Boone has represented going back twenty-four (24) months. In conducting such search, Haynes and Boone received information from the Debtors listing their secured creditors and parties in interest of the Debtors whether or not such party actually held a claim against the

Debtors. The results of such search were reviewed by Richard Clark and his team, and by myself or attorneys at my direction. I, or Haynes and Boone attorneys at my direction, have contacted various Haynes and Boone attorneys shown on the System report as having previously submitted relevant connections information to the System. From such attorneys and these databases, we have obtained information and guidance with regard to the particular connections reflected.

8. The list of potential parties-in-interest that we received from the Debtors and processed through the System for our representation in the Chapter 11 Cases is set forth on the attached **Schedule 1**. We searched for connections regarding the following: (a) the Debtors and non-Debtor affiliates; (b) the Debtors' equity holders; (c) the Debtors' current and certain former officers and directors; (d) Court personnel; (e) the Debtors' professionals; (f) counsel to the DIP Agent; (g) U.S. Trustee personnel; (h) banks, lenders, and secured parties; (i) counterparties to material contracts and leases; (j) customers; (k) taxing authorities and other governmental agencies; (l) insurers and employee benefit providers; (m) litigation counterparties; (n) related parties; (o) significant competitors; (p) top unsecured creditors of each Debtor; (q) vendors; and (r) utility providers.

9. Other than as set forth below, and to the best of my knowledge, information and belief: (i) Haynes and Boone has no other connection with the Debtors' creditors, potential parties-in-interest or affiliates; (ii) Haynes and Boone does not represent or hold any interest adverse to the Debtors, their estates, creditors, equity security holders, or affiliates in the matters upon which Haynes and Boone is to be engaged; and (iii) Haynes and Boone is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code.

Current or Prior Representations of Potential Parties-in-Interest

10. As expected, while the results of these searches revealed no conflict of interest with regard to Haynes and Boone's anticipated representation of the Debtors, numerous connections to potential parties-in-interest, in matters wholly unrelated to the Chapter 11 Cases, were revealed.² Those connections are disclosed in **Schedule 2**. Haynes and Boone does not believe that its concurrent representation of the potential parties-in-interest listed in Schedule 2 on unrelated matters creates a disqualifying conflict of interest in the Chapter 11 Cases.

11. Insofar as other connections with parties-in-interest are concerned, it is possible that one or more attorneys or staff members of Haynes and Boone may have personal or social connections with certain parties-in-interest. However, Haynes and Boone submits that individual affiliations with parties-in-interest will not in any way affect the services that Haynes and Boone proposes to provide to the Debtors.

12. Haynes and Boone submits that the connections described above do not create a conflict in its representation of the Debtors.

13. The disclosures identified above are based upon all information reasonably available to Haynes and Boone at the time of submission of the Application to the Bankruptcy Court for approval. Haynes and Boone will, to the extent necessary, supplement this Declaration as may be required by the Bankruptcy Code and Rules if and when any other relationships exist or are modified such that further disclosure is required. Haynes and Boone will implement appropriate internal procedures to protect the interests of the Debtors in connection with the representations and relationships set forth above.

² Haynes and Boone will periodically update its conflicts review respecting Parties-in-Interest, and will file supplements to this Declaration as necessary and appropriate.

Compensation Matters

14. Haynes and Boone received \$1,506,844.82 through the day prior to the Petition Date as compensation for services rendered and costs incurred for the one-year period prior to the Petition Date. As of the Petition Date, Haynes and Boone holds a retainer from the Debtors in the amount of \$156,837.35 (the “Retainer”), which Haynes and Boone will hold in trust for the Debtors pending further order of the Court.

15. Haynes and Boone was retained to represent the Debtors on October 4, 2019, as their restructuring and bankruptcy counsel. As of the Petition Date, Haynes and Boone was not owed any amounts for services performed for the Debtors or expenses incurred in connection therewith prior to the Petition Date.

16. Haynes and Boone will follow the procedures of this Court and the Bankruptcy Code and apply, pursuant to section 330 of the Bankruptcy Code, for compensation for professional services rendered on behalf of the Debtors in connection with the Chapter 11 Cases, subject to approval of this Court, in compliance with any orders of the Court pertaining to the compensation of professionals, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges.

17. In connection with this engagement, and as set forth in the Engagement Letter, Haynes and Boone agreed to discount its standard hourly rates for this engagement. The rates reflected below are unique to the facts and circumstances of this engagement and should not be considered the standard, market rates of Haynes and Boone for other bankruptcy or restructuring matters. The primary attorneys and paralegal within Haynes and Boone who will represent the Debtors and their discounted hourly rates for representing the Debtors are set forth below:

<i>Name</i>	<i>Status</i>	<i>Discounted Rate</i>
Stephen M. Pezanosky	Partner	\$900
Matthew T. Ferris	Partner	\$710
Sakina Rasheed Foster	Partner	\$735
Alex Kirincic	Associate	\$380
David L. Staab	Associate	\$500
Kimberly Morzak	Paralegal	\$335

18. The discounted hourly rates for the attorneys set forth above are set at a level designed to fairly compensate Haynes and Boone for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. From time to time, other attorneys and paralegals from Haynes and Boone may serve the Debtors in connection with the matters for which Haynes and Boone will be retained.

19. It is Haynes and Boone's policy, in all areas of practice, to charge its clients for certain expenses incurred in connection with the client's case. For purposes of the Chapter 11 Cases, expenses charged will include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and other reasonable expenses that may be necessary subject to the Court's allowance of such expenses. Haynes and Boone will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Haynes and Boone's other clients and consistent with applicable U.S. Trustee guidelines.

20. No promises have been received by Haynes and Boone, nor any partner, counsel, or associate thereof, as to compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. Haynes and Boone has no agreement with any other entity to share with such entity any compensation received by Haynes and Boone in connection with the Chapter 11 Cases.

Benefit to the Estate

21. The employment of Haynes and Boone will be beneficial to the Debtors because of the Firm's knowledge and familiarity with the Debtors and its legal obligations to its creditors.

22. The Firm has not, and will not, represent the individual interests of the Debtors' Board of Directors or any equity owners of the Debtors, nor the individual interests of any of the Debtors' management.

Conclusion

23. In view of the foregoing, I believe that Haynes and Boone (i) does not hold or represent an interest adverse to the estate, and (ii) is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code. The Firm recognizes its continuing responsibility to be aware of, and to further disclose, any relationship or connection between it and other parties-in-interest to the Debtors' bankruptcy estates and the Chapter 11 Cases as they appear or become recognized during the Chapter 11 Cases. Accordingly, the Firm reserves the right to supplement this disclosure if necessary as more information becomes available to the Firm. The foregoing constitutes my statement and that of Haynes and Boone pursuant to section 327 of the Bankruptcy Code and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure.

I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: July 9, 2020

Respectfully submitted,

/s/ Stephen M. Pezanosky
Stephen M. Pezanosky
Partner, Haynes and Boone LLP

Schedule 1

Parties in Interest

Debtors:

Vista Proppants and Logistics, LLC
VPROP Operating, LLC
Lonestar Prospects Management, L.L.C.
MAALT Specialized Bulk, LLC
Denetz Logistics, LLC
Lonestar Prospects, Ltd.
MAALT, LP

5% or More Equity Holders

VPROP Operating, LLC
Lonestar Prospects Holding Company, L.L.C.
FR Sand, LLC
M&J Partnership, Ltd.
Future New Deal, Ltd.
Vista Proppants and Logistics, LLC

Directors/Officers:

Gary B. Humphreys
Marty W. Robertson
Stephen Straty
Edward T. Bialis
Neil A. Wizel
Kristin Whitley
Denoyer, Blake
Collins, Tim E.
Greenwood, Tiffany Ley
Keith, Benjamin
Owen, John
Favors, Chris
Hecht, Brian J.
Mackey, Craig
McCarley, Steven
Easterly, Daniel J
Drew, Joseph D
Whitley, Kristin
Forester, Debbit
Fleet, Michael
Washington, Patrick Browning
Johnson, Michael Craig
McConn, Brian Patrick
Racz, Rachel Ann-Marie
Hale, Waverly M
Singmaster, William
Bolden, Terry
Mwaba, Victor
Tucker, Rex Kendall

Court Personnel:

Hon. Mark X. Mullin
Jennifer Calfee, Courtroom Deputy

Hon. Edward L. Morris
Jana McCrory, Courtroom Deputy
Robert P. Colwell, Clerk of Court

Restructuring Professionals:

Haynes and Boone, LLP
Kurtzman Carson Consultants LLC
Piper Jaffrey & Co.
Alvarez & Marsal North America, LLC

Counsel to Proposed DIP Lender:

Sidley Austin LLP

U.S. Trustee Personnel:

William T. Neary, U.S. Trustee
Lisa L. Lambert, Assistant U.S. Trustee
Meredyth Kippes, Trial Attorney
Stephen McKitt, Trial Attorney
Nancy S. Resnick, Trial Attorney
Erin Schmidt, Trial Attorney
Elizabeth Young, Trial Attorney

Banks/Lenders/UCC Lien

Parties/Administrative Agents:

1st Source Bank
Ares Capital Corporation
PlainsCapital Bank
1st Source Bank
Continental Bank
First Western Bank & Trust
Prime Alliance Bank, Inc.
WebBank
Wells Fargo Bank, N.A.
RDO Equipment Co.
Banc of America Leasing & Capital, LLC
Corporation Service Company

Contract Counter-Parties:

Simmons & Company
Piper Jaffray
Simmons Energy
Haynes and Boone, LLP
Alvarez & Marsal North America
RJS Holdings
Brian McConn
Lonestar Prospects, Ltd.
GBH Properties LLC
M&J Partnership, Ltd
Sand Hill Land and Cattle, LLC
GHMR Operations, LLC
Lonestar Prop 50, LLC,

Hogg Ranch, LLC
 PlainsCapital Bank
 PlainsCapital Bank; ARCC
 Pinnacle Bank
 "Blue Cross and
 Blue Shield of Texas"
 Union Security Insurance Company
 Kestra Advisory Services, LLC
 Ares Capital Corporation
 Penske Truck Leasing Co., L.P.
 Fort Worth & Western Railroad Co.
 Davoil, Inc.
 Oncor Electric Delivery Company, LLC
 EOG Resources, Inc.
 Mobile Modular Management Corp.
 Shale Energy Support, LLC
 Chico Land Management, LLC
 Cowboy Up Aviation
 TexJet, LLC
 Woodhaven National Bank
 Farmrail Corp
 Allstate Security Industries, Inc.
 Blue Mountain Capital Inc.
 Tara Energy
 Union Pacific Distributions Services Co.
 Unimin Corp
 City of Bryan, Texas
 Fort Worth & Western Railroad Co., Inc.
 Quench USA
 Seven Pines Village
 Wheeler Brothers Grain Company, LLC
 Texas Pacifico Transportation, Ltd.
 MTI Logistics, LLC
 Universal Pressure Pumping, Inc.
 Pecos Valley Southern Railway Co.
 BNSF Railway Co.
 BNSF Logistics, LLC
 De Lage Landen Financial Services, Inc
 RAM SPV II, LLC
 Hogg Ranch, LLC; DDC Real Estate, LLC
 AT&T Corp.
 Caterpillar Financial Services Corp.
 Equify, LLC
 Hogg Real Estate, LLC
 DDC Real Estate, LLC
 Jaix Leasing Co.
 Trinity Industries Leasing Co.
 The Andersons, Inc.
 Paycom Payroll, LLC
 H&E Equipment Services
 ISCO Industries, Inc.

Priority Power Management, LLC
 Secured Document Shredding, Inc.
 A Shred 2 Pieces, LLC
 United Rentals
 Sand & Mesquite Investment & Leasing Corp.
 Aramark Uniform Services
 A-Dependable Drug Testing, LLC
 FedEx
 Medical Doctor Associates, LLC
 NDS Leasing
 Red Lion Hotel
 Staybridge Suites
 Tindall Record Storage, Ltd.
 Texas & New Mexico Railway, LLC
 Mansfield Community Bank
 Shattuck National Bank
 Vista Bank
 Denetz Logistics, LLC
 The Anderson's Railcar Leasing Company, LLC
 Attebury Grain, LLC
 Mobile Modular
 Maalt, LP
 Canon Financial Services, Inc.
 Canon Solutions America, Inc.
 Holt Texas, Ltd.
 Warren Power & Machinery, Inc.
 Cresson Pods II
 JAIX Leasing Company
 Frio Lodges, LLC
 Texas Pacifico Transportation Ltd
 GATX Rail Locomotive Group, LLC
 Texas, Gonzales & Northern Railway Co.
 Acton Mobile Industries
 Lhoist North America
 Mobile Mini Solutions
 Pac-Van Inc.
 Pan American Railway Company
 Pecos Valley Railroad
 Penske Leasing Company
 Blue Canyon Holdings, LLC
 Motive Power Resources, Inc.
 Briggs Equipment Inc
 Wells Fargo Equipment Finance
 Williams Scotsman, Inc.
 Sand & Mesquite Investment & Leasing Corp.,
 LLC
 Watco Companies, LLC
 Aries SPV, LLC
 CAT Financial
 Caterpillar Financial Services Corporation
 Warren CAT

Holt CAT
 GBH Properties, LLC
 Wheeler Brothers Grain Co.
 Frio Lodges LLC
 Lhoist America
 Pac-Van
 Marabou Energy Management, LLC
 Pac Van
 Penske Truck Leasing Co. LP
 Blue Canyon Holdings LLC
 Motive Power Resources, Inc.
 Briggs Equipment Inc.
 Trinity Industries Leasing Co.
 Williams Scotsman
 The Andersons Inc.
 Texas, Gonzales & Northern Railway Company
 Blue Mountain Capital Inc.
 Lansing Trade Group, LLC
 Tajmer, LLC
 Accuweather Enterprise Solutions
 N/A - service/product
 Aggreko LLC
 Allstate Security Industries Inc.
 Farmrail Corporation
 AT&T
 Aramark
 RREAF Arden Ridge LLC
 Arwood Waste
 Daniel B. Stephens & Associates
 BNSF
 BMC Transportation Corporation, Inc.
 Buckeye Transfer Realty LLC
 Oce Financial Services, Inc.
 Carol Ann Mercure Living Trust
 Cielo Vista Investors LLC
 Paycom
 El Campo Refrigeration & Restaurant Supply, Inc.
 United Electric Cooperative Services
 Energy Transfer
 7 Pines Village
 El Paso Natural Gas Company, LLC
 Fed Ex
 Fred Weber, Inc.
 State of Oklahoma
 Universal Pressure Pumping
 Greens Welding Supply, Inc.
 Quench USA, Inc.
 KJ Media
 Medina Electric Cooperative, Inc.
 Lonestar Prop 50, LLC

Source Power & Gas LLC
 Target Logistics Management LLC
 Marabou Midstream Partners, LLC
 MDA Holdings
 Monahans Affordable Homes
 MTI Logistics
 Pitney Bowes
 Plaza Square
 Red Lion Hotel San Angelo
 McCourt & Sons Equipment, Inc.
 Riverwood Investors, LLC
 Ryder Truck Rental, Inc.
 A Shred 2 Pieces
 Secured Document Shredding
 Sitech Texas and Advanced Acceptance
 Solaris Oilfield Technologies, LLC
 Source Power
 Sunstate Equipment Co.
 Teigen Credit Shelter Trust and Crosby Family
 Isco Industries
 Tindall Record Storage
 Charles Soileau
 Turnkey Processing
 TXU Energy
 UniFirst Holdings, Inc.
 United Rental
 RS Energy Group
 Visual Lease
 See Memo
 Worsham Steed
 Command Alkon
 Cintas Corporation
 MHC Truck Leasing, Inc.
 Michael & Kimberly Smart
 Tran Systems
 Marabou Superior Pipeline, LLC
 Hexion Inc.
 EOG Resources Railyard (Texas) LLC
 Lion RV
 Carcan REI, LLC
 Gilbert Environmental
 National Lime and Stone Company
 Safety-Kleen Systems, Inc.
 Sign Ad Outdoor
 BNSF
 Texplex
 Top Rail Solutions
 4R ranch
 iCertainty, Inc.
 Texas First Rental
 Barnhart Crane and Rigging

Jones Pipeline
 GATX Locomotive Group, LLC
 GHMR
 PowerScreen Texas
 Canon Solutions America
 Dilley Apartments, LP
 Permian Lodging, LLC
 Sendero Ranch
 GHMR II, LLC
 Shred-It
 Ince, Jon Dayel
 Jose Justavo Aleman Hurtado
 MCA Connect, LLC
 Mission Rail Industrial Park LLC
 Nevill Document Solutions LLC
 Portable Toilets & Septic Service
 Stericycle Inc.
 Lusk, Theresa
 Jobsinlogistics.com, Inc.
 Wells Fargo N.A.
 Gardendale Railroad, Inc.
 North Coast Capital Corporation
 Solaris Logistics, LLC
 Kristi A. Teigen Credit Shelter Trust
 Sandbox Enterprises, LLC
 SignAd, Ltd.

Customers:

1845 Oilfield Services
 24/7 Sands
 4R RANCH
 Accel Logistics Inc
 Accel Workover Services, Inc.
 Apache Corporation
 Arrow Point Facilities
 Automatize Logistics, LLC
 Barnhart FWO, Inc.
 Basic Cisco/Eastland
 Basic Energy
 Basic Fairview
 Basic Gainesville
 Better Management Corp. of Ohi
 Birch Operations, Inc
 Birch Operations, LLC
 BJ Services
 BJ Services, LLC
 Black Mountain
 BNSF Logistics, LLC
 BNSF Railway Company
 BNSFL-Sweetwater
 Bold Logistics, LLC

C&J Energy Services
 Castlerock Exploration
 Chalk Mountain Services
 Chesapeake Energy
 Coast to Coast
 Coney Island
 Consolidated Grain and Barge
 Cudd Energy Services
 Del-Co Transport Inc
 Devon Energy Corporation
 Eagle Stone Supply
 Easy Money Trucking, Inc
 Encana Procurement
 Encana Procurement OK
 EOG Resources - South Texas
 EOG Resources - West Texas
 EOG Resources, Inc.
 EOG Resources, Inc. (3)
 EOG-RAIL-CRESSON
 EOG-RAIL-TOLAR
 EP Energy
 Fevid Transport, LLC
 Flying A Pump
 Flying A Pumping Services LLC
 FTS International Services
 Fort Worth & Western Railroad Co.
 GHMR-1641
 Granbury Excavating
 Halliburton Energy Services
 Hernandez Rock
 Hi-Crush Partners LP
 James Hardie Building Products
 JCOS Construction
 Jones Pipeline
 K&T Trucking
 Keane Frac LP
 Keane Frac TX LLC
 Keane Group
 Lansing Trade Group
 Laticrete International
 Lewis/Sabino
 Liberty Oilfield Services
 Lindig Trucking, Inc.
 Marathon Oil
 Marathon Oil EF LLC
 Mencar LLC
 National Lime and Stone
 Nextier Oilfield Solutions Inc.
 Omex Energy
 Ovintiv USA Inc.
 Ovintiv USA Inc. OK

Ovintiv USA Inc. TX
 Pan American Railway Co.
 Pattison Sand Company LLC
 Pegg Construction
 Penske Truck Rental
 Pioneer Natural Resources USA
 Preferred Pipeline-Enid
 Preferred Sands
 Premier Pressure Pumping
 Pro Turf
 ProFrac Services, LLC
 ProPetro Services, Inc.
 Pursuit Oil and Gas LLC
 Pursuit Oil and Gas LLC I/C
 Python Pressure Pumping
 Quasar Energy Services, Inc.
 Sabino Energy Services LLC
 Sanchez Oil and Gas Cor.
 Sand Box Logistics
 Sand Technologies-Enid
 Sandbox South Texas
 Savage Transport
 Schlumberger Technology Corp
 Shale Energy Support, LLC
 Signal Peak Silica LLC
 Silverado Oil & Gas LLC
 SMF Cutting Horses
 Space City Transport, Inc.
 Spot Purchases1
 Step Energy Services
 T G Mercer
 Tex Sand Transport
 Texas Specialty Sand Inc
 Texas Specialty Sand, Inc
 Texas Specialty Sands Inc
 TexPlex
 Top Rail Solutions
 TOTAL - TEP BARNETT USA, LLC
 Tuttle & Tuttle Trucking Inc.
 Type A Motorsports of Texas
 Tyr Energy Logistics LLC-Pecos
 U.S. Silica - South Plant
 U.S. Silica-Enid Plant
 Unimin
 Unimin Corporation-Cleburne
 Unimin Corporation-Pecos West
 Universal Pressure Pumping
 US Sand Trucking Company Inc.
 Venado Oil & Gas LLC
 Venado Oil and Gas, LLC
 Vista Trucking

Vitolas Trucking
 WPX Energy

Governmental/Regulatory Agencies:

Ellis County of Texas
 Environmental Protection Agency - Region 6
 (AR, LA, NM, OK, TX)
 Equal Employment Opportunity Commission
 Frio County of Texas
 Garfield County of Oklahoma
 Hood County of Texas
 Internal Revenue Service
 Irion County of Texas
 Johnson County of Texas
 Nolan County of Texas
 Office of the Attorney General
 Office of the United States Attorney
 Office of the United States Trustee
 Reagan County of Texas
 Reeves County of Texas
 SEC Office - Forth Worth
 SEC Office - New York
 Securities & Exchange Commission
 State of Oklahoma
 State of Texas
 Tarrant County of Texas
 Texas Comptroller of Public Accounts
 Texas Workforce Commission
 Tom Green County
 U.S. Department of Labor
 U.S. Department of The Treasury
 U.S. Environmental Protection Agency
 US Department of Justice
 Winkler County

Insurance-PFA Parties:

Ironshore Specialty Ins. Co.
 RSUI Indemnity Company
 Endurance American Ins Company
 Starr Indemnity & Liability Co.
 Lloyds of London
 Illinois National Insurance Co.
 Federal Insurance Company
 Freedom Specialty Insurance Co.
 Markel American Insurance Co.
 Everest Indemnity Insurance Co.
 Scottsdale Insurance Company
 Indian Harbor Insurance Co.
 Chronos Underwriters"
 QBE Specialty Insurance Co
 Steadfast Insurance Company

Chronos Underwriters"
 General Security Indemnity Co.
 United Specialty Ins Company
 Lexington Insurance Company
 Safety Specialty Insurance Co
 HDI Specialty Insurance Co
 Old Republic Union Ins Co (IL)
 Service Fee
 Liberty Mutual Fire Insurance
 Evanston Insurance Company
 Liberty Mutual Insurance Company
 CRC Insurance Services INC.
 Chronos Underwriters
 Amwins Brokerage of Texas
 AMRISC, LLC
 AMWINS Access Insurance Services, LLC
 Beazley Group
 CRC/Crump
 Global Aerospace, Inc.
 Travelers Casualty and Surety Company of
 America
 Travelers Excess and Surplus Lines Company
 (Travelers)
 Everest National Insurance Company
 Acceptance Indemnity Insurance Company
 GuideOne Insurance Company
 HDI Global Specialty SE
 American Alternative Insurance Corp. (Lockton)
 Landmark American Insurance Co.

Known Affiliates – JV:

ARCC VS Corp.
 Ares Credit Strategies
 Ares Jasper Fund, L.P.
 Ares ND Credit Strategy Fund LLC
 FR Sand, LLC
 Future New Deal, Ltd.
 Gary Humphreys
 GHMR, LLC
 Lonestar Prospects Holding Company, LLC
 M&J Partnership, Ltd.
 Marty Robertson
 Tim Probert

Litigation Parties:

Hood Central Appraisal District
 Praeda Proppants & Logistics, LLC
 Southeastern Construction and Maintenance,
 Inc.
 American Structural Metals, Inc.
 Sequitur Permian, LLC

Jupiter Marketing & Trading, LLC
 Asphalt Equipment Company, Inc. dba Almix

Ordinary Course Professionals:

Deloitte & Touche LLP
 James Lanter, P.C.
 Jackson Walker LLP
 Ankura Consulting Group LLC
 Wickes Law, PLLC

Related Parties:

4 Robertson Ranch, LLC.
 Able Development
 Able Tire Southwest, LLC
 Blaine Stone Lodge
 C&G Humphreys Development LP
 C&G Humphreys Investments
 C&G Realty A-E
 C&G Realty E LLC
 Choice Tire
 Cowboy Up Aviation, LLC
 Cowboy Up Investments
 Denetz Logistics
 Evolution Custom Auto
 Evolution Fleet Services LLC
 Evolution Race Development
 Future New Deal
 GBH Properties LLC
 GHMR
 GRJ Holdings
 Humphreys Holding, LLC
 M&J Partnership
 Midlothian Event Center, LLC
 Oklahoma Tire Recyclers
 Rycut Building Logistics Solutions
 Tex Jet, LLC
 Texplex
 Type A Motorsports

Significant Competitors:

U.S. Silica Holdings Inc
 Hi-Crush Inc.
 Covia Holdings
 Smart Sand
 Select Sands

Top 20 Creditors (by Legal Entity):

Airgas USA, LLC
 American Bin & Conveyor
 American Structural Metals Inc
 Atom Construction, LLC

Cambridge Security Seals LLC
 Caterpillar Financial Services
 CCC Group Inc
 Chico Land Management, LLC
 Commerce Bank
 Dell Technologies
 Demand Safety, Inc.
 E&R Supply Co., Inc. Austin
 Engineered Software Products
 Executive Inn & Suites
 Fairbanks Scales
 FleetMatics USA, LLC
 FRIO Chevrolet LLC.
 Frio Lodges LLC
 Frisco Machine
 Frontier Tank Lines, Inc.
 H&E Equipment, Inc.
 Hogg Ranch LLC
 J.J. Keller
 James Hardie
 Kaeser Compressors
 Kice Industries, Inc.
 Lavicky Sand Co.
 Mission Rail Industrial Park, LLC
 MP Systems Company
 Mutual of Omaha
 NDS Leasing
 NRJ Energy Lodging Concepts
 O'Rourke Petroleum
 Paul Alcocer
 Penske Truck Leasing Co., L.P.
 Purvis Industries Inc
 Purvis Industries, LTD.
 R-Tex Services
 RJ Sikes
 SafeRack LLC
 Sand Hill Land & Cattle LLC
 SandBox Logistics, LLC
 Schlumberger Limited (SLB)
 Shoppa's Farm Supply, Inc.
 Solaris Oilfield Technologies Inc.
 Southern Tire Mart
 Southwestern Pneumatic Inc
 Supervision
 Texas Industrial Security, Inc.
 The Andersons Railcar Leasing
 TMT Solutions
 Trac-Work Inc.
 Trinity Industries Leasing Co.
 Twin Eagle Sand Logistics, LLC
 UniFirst Holdings, Inc.

Verizon Wireless
 Warren Cat Rental
 Wells Fargo Equipment Finance
 Western Inn and Suites
 Wheeler Brothers Grain Co. Inc
 Wilson Manufacturing & Design
 WTX Profit Sharing

Vendors:

CCC Group Inc
 Union Pacific Railroad Co.
 Caterpillar Financial Services
 Ares Capital Corporation
 BNSF Railway Company
 Fort Worth & Western Railroad
 Sand Hill Land & Cattle LLC
 Marabou Energy Management, LLC
 Penske Truck Leasing Co., L.P.
 HOLT CAT
 Frontier Tank Lines
 Texas Pacifico Trans., LTD
 Plains Capital Bank
 Principal Financial Group
 United Cooperative Services
 Blue Cross Blue Shield of Texas
 Trac-Work Inc
 Pilot Travel Centers LLC
 Lonestar Prop 50 LLC
 Warren Cat Rental
 Gray Reed & McGraw LLP
 Louisville Dryer Company
 Mr. John Goodlett
 Blue Cross Blue Shield of Tex
 AFCO
 Purvis Industries, LTD.
 H & E Equipment, Inc.
 Lhoist North America
 Black Canyon Process Equipment
 McLanahan Corporation
 The Andersons Railcar Leasing
 Lockton Companies
 RJ Sikes
 Turn-Key Processing Solutions
 TXU Energy
 Florida Engineering and Design
 Aggreko LLC
 American Express
 AFS/IBEX Financial Services
 Texas Mutual Insurance Co.
 Engineered Software Products
 Healthcare Service Corporation

Utilities:

City of Big Lake
City of Fort Stockton
Fort Worth Water Department
Guadalupe Valley Electric Coop
Hughes Network Systems, Inc.
Legacy Disposal & Sanitation
NextLink
Oklahoma Gas & Electric
Reliant, Dept. 0954
Republic Services #688
Republic Services #859
Rural Texas Broadband
Southwest Texas Electric
Stream Energy
Vonage Business
Hernandez Sanitation
Waste Connections
City of Dilley
City of Enid

Wages – Service Provider:

EyeMed
HSA Bank
Teladoc Health, Inc.
Dearborn National Life Ins

Schedule 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
1st Source Bank	1st Source Bank	The Firm represents 1st Source Bank on matters unrelated to the Debtors or the Chapter 11 Cases.
AFCO	BB&T Capital Markets-Energy Group	The Firm represents BB&T Capital Markets-Energy Group on matters unrelated to the Debtors or the Chapter 11 Cases.
Aggreko LLC	Aggreko LLC	The Firm represents Aggreko LLC on matters unrelated to the Debtors or the Chapter 11 Cases.
Ankura Consulting Group, LLC	Ankura Consulting Group, LLC	The Firm represents Ankura Consulting Group, LLC on matters unrelated to the Debtors or the Chapter 11 Cases.
ARCC	The Debtors	ARCC is an affiliate of the Debtors, but ARCC is not a client of the Firm.
Ares Credit Strategies	The Debtors	Ares Credit Strategies is an affiliate of the Debtors, but Ares Credit Strategies is not a client of the Firm.
Ares Jasper Fund, L.P.	The Debtors	Ares Jasper Fund, L.P. is an affiliate of the Debtors, but Ares Jasper Fund, L.P. is not a client of the Firm.
Ares ND Credit Strategy Fund, LLC	The Debtors	Ares ND Credit Strategy Fund, LLC is an affiliate of the Debtors, but Ares ND Credit Strategy Fund, LLC is not a client of the Firm.
Ares SPV, LLC	The Debtors	Ares SPV, LLC is an affiliate of the Debtors, but Ares SPV, LLC is not a client of the Firm.
AT&T	AT&T	The Firm represents AT&T on matters unrelated to the Debtors or the Chapter 11 Cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Banc of America Leasing & Capital, LLC	Bank of America, N.A.	The Firm represents Bank of America, N.A. (“BOA”) on matters unrelated to the Debtors or the Chapter 11 Cases. BOA has provided a waiver pursuant to which BOA has waived potential conflicts of interest subject to certain terms and conditions, including that the Firm establish an ethical wall so that no person presently working on BOA matters represents the Debtors, and persons representing BOA or the Debtors, respectively, will be walled from access to any files or documents, or information from those files or documents, relating to matters on the other side of the ethical wall. Additionally, the Firm may not challenge BOA’s liens or claims or pursue an adversary proceeding against BOA.
Birch Operations, Inc.	Birch Operations, Inc.	The Firm represents Birch Operations, Inc. on matters unrelated to the Debtors or the Chapter 11 Cases.
Birch Operations, LLC	Birch Operations, LLC	The Firm represents Birch Operations, LLC on matters unrelated to the Debtors or the Chapter 11 Cases.
BNSF Railway Company	BNSF Railway Company	The Firm represents BNSF Railway Company on matters unrelated to the Debtors or the Chapter 11 Cases.
BNSF Logistics, LLC	BNSF Logistics, LLC	The Firm represents BNSF Logistics, LLC on matters unrelated to the Debtors or the Chapter 11 Cases.
BNSFL-Sweetwater	BNSFL-Sweetwater	The Firm represents BNSFL-Sweetwater on matters unrelated to the Debtors or the Chapter 11 Cases.
C&G Humphreys Development LP	C&G Humphreys Development LP	The Firm represents C&G Humphreys Development LP on matters unrelated to the Debtors or the Chapter 11 Cases.
C&G Humphreys Investments	C&G Humphreys Investments	The Firm represents C&G Humphreys Investments on matters unrelated to the Debtors or the Chapter 11 Cases.
C&G Realty A-E	C&G Realty A-E	The Firm represents C&G Realty A-E on matters unrelated to the Debtors or the Chapter 11 Cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
C&G Realty E LLC	C&G Realty E LLC	The Firm represents C&G Realty E LLC on matters unrelated to the Debtors or the Chapter 11 Cases.
C&J Energy Services	C&J Energy Services	The Firm represents C&J Energy Services on matters unrelated to the Debtors or the Chapter 11 Cases.
Canon Financial Services, Inc.	Canon Financial Services, Inc.	The Firm represents Canon Financial Services, Inc. on matters unrelated to the Debtors or the Chapter 11 Cases.
Castle Rock	Castle Rock Entertainment Inc.	The Firm represents Castle Rock Entertainment Inc. on matters unrelated to the Debtors or the Chapter 11 Cases.
CAT Financial	CAT Financial	The Firm represents CAT Financial on matters unrelated to the Debtors or the Chapter 11 Cases.
Caterpillar Financial Services Corporation	Caterpillar Financial Services Corporation	The Firm represents Caterpillar Financial Services Corporation on matters unrelated to the Debtors or the Chapter 11 Cases.
Commerce Bank	Commerce Bank	The Firm represents Commerce Bank on matters unrelated to the Debtors or the Chapter 11 Cases.
CRC Insurance Services, Inc.	CRC Insurance Services, Inc.	The Firm represents CRC Insurance Services, Inc. on matters unrelated to the Debtors or the Chapter 11 Cases.
De Lage Landen Financial Services	De Lage Landen Financial Services	The Firm represents De Lage Landen Financial Services on matters unrelated to the Debtors or the Chapter 11 Cases.
DELL TECHNOLOGIES	DELL TECHNOLOGIES	The Firm represents DELL TECHNOLOGIES on matters unrelated to the Debtors or the Chapter 11 Cases.
Encana Procurement	Encana Procurement	The Firm represents Encana Procurement on matters unrelated to the Debtors or the Chapter 11 Cases.
Energy Transfer	Energy Transfer	The Firm represents Energy Transfer on matters unrelated to the Debtors or the Chapter 11 Cases.
Equify, LLC	Equify, LLC	The Firm represents Equify, LLC on matters unrelated to the Debtors or the Chapter 11 Cases.
Everest Indemnity Insurance Company	Prudential Financial, Inc.	The Firm represents Prudential Financial, Inc. on matters unrelated to the Debtors or the Chapter 11 Cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
FIRST WESTERN BANK & TRUST	First Western Financial, Inc.	The Firm represents First Western Financial, Inc. on matters unrelated to the Debtors or the Chapter 11 Cases.
GLOBAL AEROSPACE, INC.	Sanchez Oil & Gas Corporation	The Firm represents Sanchez Oil & Gas Corporation on matters unrelated to the Debtors or the Chapter 11 Cases.
Halliburton Energy Services	Halliburton Energy Services	The Firm represents Halliburton Energy Services on matters unrelated to the Debtors or the Chapter 11 Cases.
HTC	HTC	The Firm represents HTC on matters unrelated to the Debtors or the Chapter 11 Cases.
Lansing Trade Group	Interstate Grain Corporation and Andersons Clymers Ethanol	The Firm represents Interstate Grain Corporation and Andersons Clymers Ethanol on matters unrelated to the Debtors or the Chapter 11 Cases.
Lexington Insurance Company	Jiffy Lube and American Medical International, Inc.	The Firm represents Jiffy Lube and American Medical International, Inc. on matters unrelated to the Debtors or the Chapter 11 Cases.
Liberty Oilfield Services	Liberty Oilfield Services	The Firm represents Liberty Oilfield Services on matters unrelated to the Debtors or the Chapter 11 Cases.
M&J Partnership	The Debtors	M&J Partnership is an affiliate of the Debtors, but M&J Partnership is not a client of the Firm.
Marathon Oil	Marathon Oil	The Firm represents Marathon Oil on matters unrelated to the Debtors or the Chapter 11 Cases.
Mobile Modular Management Corp.	Mobile Modular Management Corp.	The Firm represents Mobile Modular Management Corp. on matters unrelated to the Debtors or the Chapter 11 Cases.
Mutual of Omaha	Mutual of Omaha	The Firm represents Mutual of Omaha on matters unrelated to the Debtors or the Chapter 11 Cases.
Ovintiv USA Inc. TX	Ovintiv USA Inc. TX	The Firm represents Ovintiv USA Inc. TX on matters unrelated to the Debtors or the Chapter 11 Cases.
Paycom Payroll, LLC	Paycom Payroll, LLC	The Firm represents Paycom Payroll, LLC on matters unrelated to the Debtors or the Chapter 11 Cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Pioneer Natural Resources USA	Pioneer Natural Resources USA	The Firm represents Pioneer Natural Resources USA on matters unrelated to the Debtors or the Chapter 11 Cases.
Piper Jaffray	Piper Jaffray	The Firm represents Piper Jaffray on matters unrelated to the Debtors or the Chapter 11 Cases.
PlainsCapital Bank	PlainsCapital Bank	The Firm represents PlainsCapital Bank on matters unrelated to the Debtors or the Chapter 11 Cases. In addition, PlainsCapital Bank has provided an advance waiver. Pursuant to such waiver, PlainsCapital Bank has waived any potential conflict of interest subject to certain terms and conditions.
Republic Services #688	Republic Services	The Firm represents Republic Services on matters unrelated to the Debtors or the Chapter 11 Cases.
Republic Services #859	Republic Services	The Firm represents Republic Services on matters unrelated to the Debtors or the Chapter 11 Cases.
Sanchez	Sanchez	The Firm represents Sanchez on matters unrelated to the Debtors or the Chapter 11 Cases.
Sand Technologies-Enid	Qualcomm Incorporated	The Firm represents Qualcomm Incorporated on matters unrelated to the Debtors or the Chapter 11 Cases.
Stream Energy	Kynect	The Firm represents Kynect on matters unrelated to the Debtors or the Chapter 11 Cases.
Trinity Industries Leasing Co.	Trinity Industries Leasing Co.	The Firm represents Trinity Industries Leasing Co. on matters unrelated to the Debtors or the Chapter 11 Cases.
U.S. Department Of The Treasury	U.S. Department of the Treasury	The Firm represents the U.S. Department of the Treasury on matters unrelated to the Debtors or the Chapter 11 Cases.
Union Pacific Distributions Services Co.	Union Pacific Corporation	The Firm represents Union Pacific Corporation on matters unrelated to the Debtors or the Chapter 11 Cases.
Union Pacific Railroad Co.	Union Pacific Corporation	The Firm represents Union Pacific Corporation on matters unrelated to the Debtors or the Chapter 11 Cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
United Rentals	United Rentals	The Firm represents United Rentals on matters unrelated to the Debtors or the Chapter 11 Cases.
Vista Bank	Vista Bank	The Firm represents Vista Bank on matters unrelated to the Debtors or the Chapter 11 Cases.
WARREN POWER & MACHINERY, INC.	Warren Equipment Company	The Firm represents Warren Equipment Company on matters unrelated to the Debtors or the Chapter 11 Cases.
Wells Fargo Equipment Finance, Inc.	Wells Fargo Equipment Finance, Inc. Wells Fargo Bank, N.A.	The Firm represents Wells Fargo Equipment Finance, Inc. and Wells Fargo Bank, N.A. (“Wells Fargo”) on matters unrelated to the Debtors or the Chapter 11 Cases. In addition, Wells Fargo has provided a waiver. Pursuant to such waiver, Wells Fargo has waived any potential conflict of interest subject to certain terms and conditions, specifically that the Firm will take all steps necessary to ensure that no person presently working on Wells Fargo matters represents the Debtors, and that no person representing the Debtors will have access to any Wells Fargo files or documents, or any information contained in those files or documents. To that end, the Firm has established an ethical wall so that no person presently working on Wells Fargo matters represents the Debtors, and persons representing Wells Fargo or the Debtors, respectively, will be walled from access to any files or documents, or information from those files or documents, relating to matters on the other side of the ethical wall. Additionally, the Firm will not participate in any manner in any challenge to the amount, allowance, validity, priority, perfection, or extent of liens or claims asserted or held by Wells Fargo; nor will the Firm commence, render legal advice respecting or otherwise participate in any litigation which seeks or would seek to recover funds from Wells Fargo whether by direct payment from Wells Fargo, setoff, recoupment, counterclaim or any other means.
WELLS FARGO N.A.	WELLS FARGO N.A. Wells Fargo Bank, N.A.	(See above)

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Williams Scotsman Inc.	Williams Scotsman Mexico S. de R.L.	The Firm represents Williams Scotsman Mexico S. de R.L. on matters unrelated to the Debtors or the Chapter 11 Cases.
Worsham Steed	Castleton Commodities International, LLC Nortex Sonic, Inc.	The Firm represents Castleton Commodities International, LLC and Nortex Sonic, Inc. on matters unrelated to the Debtors or the Chapter 11 Cases.

Exhibit B

Engagement Letter



October 4, 2019

PRIVILEGED AND CONFIDENTIAL

Via email (ghumphrey@vprop.com)

Mr. Gary Humphreys
Vista Proppants and Logistics Inc.
4413 Carey Street
Fort Worth TX 76119

Re: Engagement of Haynes and Boone, LLP to represent Vista Proppants and Logistics Inc.

Dear Mr. Gary Humphreys:

This letter confirms that you have asked Haynes and Boone, LLP (the “Firm”) and the Firm has agreed to act as legal counsel to Vista Proppants and Logistics Inc., VPROP Operating, LLC, [*and their affiliates*] (“Vista” or the “Company”) in connection with an out-of-court financial restructuring and, if necessary, a Chapter 11 proceeding. This letter confirms the terms on which the Firm will undertake to represent the Company in connection with such workout and potential Chapter 11 proceeding (the “Subject Matter”).

1. Client Relationship

The Firm is being retained by the Company solely in connection with the Subject Matter, and our representation pursuant to this letter does not include the representation of any other person or entity. Our advice will be rendered to the members of the Board of Directors and management in those respective capacities. Our representation of the Company in this matter does not give rise to an attorney-client relationship between the Firm’s attorneys and any officers, directors, shareholders or employees, except with respect to their representative or agency roles with the Company.

2. Staffing

Steve Pezanosky and I will be the primary contacts at the Firm for Vista’s representation. Additionally, partners Patrick Hughes, Paul Amiel, and Sakina Rasheed-Foster, associate David Staab, and paralegal Kim Morzak will also work closely with Vista’s team. I will lead this engagement for the Firm and direct the activities of other Firm lawyers in coordination with Vista. We will use other Firm lawyers and paralegals to work on this engagement as we believe appropriate under the circumstances. We may delegate work to lawyers or support personnel with special experience in a given area or whom we otherwise believe will enable us to provide services on an efficient, timely, and cost-effective basis. Regardless of who is working on a

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Attorneys and Counselors
301 Commerce Street
Suite 2600
Fort Worth, Texas 76102
T (817) 347-6600
F (817) 347-6650
www.haynesboone.com

particular component of the engagement, Steve and I will always be available to discuss any aspect of our representation with you.

3. Fee Arrangements

Vista has agreed to be responsible for payment for the professional services that we render pursuant to the terms of this engagement letter and to reimburse us for the costs and expenses that we incur or pay on Vista's behalf and charge to Vista's account. Payment of our fees and costs is not contingent on the ultimate outcome of this engagement.

It is our normal practice to charge our clients for services rendered on the basis of the total hours worked and our hourly rates and Vista has agreed to pay us on that basis. Our attorneys include partners, associates, and special attorneys consisting of foreign attorneys, of counsel, and other senior and staff level attorneys. The Firm's hourly rates for this engagement are as follows (which have been reduced from our standard hourly rates):

Professional	Title	Initial Proposed Rate	Proposed Discounted Rate
Patrick L. Hughes	Partner	\$820	\$750
Stephen M. Pezanosky	Partner	\$975	\$900
Ian T. Peck	Partner	\$825	\$745
Sakina Rasheed Foster	Partner	\$800	\$735
Paul Amiel	Partner	\$1,025	\$945
David L. Staab	Associate	\$545	\$500
Entry Level Associates	Associate	\$415	\$380
Paralegals	Paralegal	\$365	\$335

If the Company ultimately determines that a Chapter 11 filing is necessary, we will work with Company to establish special payment arrangements, including an appropriate retainer mechanism, to ensure that Haynes and Boone (i) is paid for its services and (ii) does not receive any preferential payments leading up to the Chapter 11 case, which could result in the Company being forced to incur a substantial cost to retain new counsel. Those arrangements will be documented through a supplement or amendment to this letter.

4. Costs and Expenses

Our invoices also will include charges for services and expenses customarily invoiced by law firms, in addition to fees for legal services performed in connection with the Subject Matter. These may include travel expenses, such as mileage, parking, airfare, lodging, meals, and ground transportation. Further, our invoices may include charges for items and services such as computerized legal research, copying, document or image productions, and other non-overhead expenses incurred for Vista's benefit.

The fees and services of third parties incurred in connection with our representation of the Company, such as printers, experts, messenger and delivery services, process servers, court reporters, witness fees, and filing services, will also be charged to Vista. For any substantial expenses, Vista agrees that it will pay the fees and expenses directly, and authorize us to make arrangements to have such third parties bill Vista directly. Our Firm will pay more minor expenses and bill Vista for those out-of-pocket expenditures made on its behalf.

5. Conflicts

Given the Company's size and scope of operations, it is possible that the Firm represents additional creditors of, or lessors to, the Company in matters unrelated to the Subject Matter.

In connection with a bankruptcy filing, the Firm will need to comply with a set of conflicts-of-interest rules that are substantially more restrictive than those contained in the Texas Disciplinary Rules of Professional Conduct. In a bankruptcy proceeding, the Firm must meet a "disinterestedness" test and a "no adverse interest" test. To assure compliance, prior to the bankruptcy we will need to obtain from the Company a complete vendor list along with information that will allow the Firm to make disclosure of all relationships between the Firm and any of the Company's constituents (*e.g.*, officers, directors, contract counter-parties, accountants, other law firms, etc.). We will send the Company an outline of the information we need.

6. Advance and General Waiver/Consent to Conflicts Respecting Unrelated Matters

Haynes and Boone, LLP is a large firm, with offices and professionals in many cities. The Firm's practice is broadly based and covers several areas of both domestic and international law. The very size of the firm has created situations where work for one client in an area has precluded lawyers in the Firm from pursuing other matters, whether related or unrelated to the first matter. In order to avoid the potential for this kind of restriction on our practice, we request a waiver and advance agreement that the Firm will not be disqualified from representing interests that may become adverse to the Company in regard to matters that are not substantially related to the Subject Matter. This waiver is not intended to, and would not, permit the Firm to represent interests directly adverse to the Company in matters that are substantially related to the work done for the Company. Nor is it intended that there be, and there would not be, any waiver of the Company's right not to have confidences or secrets that the Company transmits to the Firm

disclosed to any third party or used against the Company. We would, of course, hold such information that the Company provides to us in strict confidence. Accordingly, the Company agrees that it will not object to the Firm's representation of other clients on the basis of the Company's retention of the Firm, and the Company consents to and waives any objection to the Firm's representation of other clients, unless the other representation would involve the Firm representing an interest directly adverse to the Company on a matter substantially related to the Subject Matter.

Further, the nature of the Firm's practice is such that the Firm may from time to time represent one client in a matter while also representing that client's adversary in another unrelated matter. Such concurrent representation is undertaken only if it is the Firm's professional judgment that the Firm can do so impartially and without any adverse effect on our responsibilities to either client. Accordingly, the Company also agrees that it does not consider any such concurrent representation, in unrelated matters, to be inappropriate and it consents to any such present or future concurrent representations.

7. Cooperation

To enable us to represent the Company effectively in connection with the Subject Matter, the Company agrees to cooperate fully with us, including (1) disclosing to us, fully, accurately and timely, all facts that are or might be material; and (2) keeping us apprised on a timely basis of all developments relating to the Subject Matter that are or might be material. The Company will make Company personnel reasonably available, as necessary, to respond to discovery requests, attend meetings, conferences, hearings, and other proceedings.

8. Disclaimer of Guarantee

As the Company knows, it is impossible to predict the result or success of any engagement. We may express opinions or beliefs concerning litigation or various courses of action, and the results that might be anticipated. Any such statement is intended to be an expression of professional judgment only, based on the state of the law and information available to us at the time, and is not a promise or guarantee. The Company understands that the outcome of the Firm's efforts on the Company's behalf is subject to the uncertainties and risks inherent in the restructuring and bankruptcy process, and it acknowledges that the Firm has not made, and will not in the future make, any promises or guarantees to the Company concerning the outcome of the Subject Matter. Nothing in this letter, or in any future oral or written communication, is intended to or shall be considered as any such promise or guarantee.

9. Discharge and Withdrawal

Vista will have the right at any time to terminate the Firm's representation of it by delivering written notice of termination to us. The Firm will have the right to withdraw from its representation of Vista at any time with Vista's consent, or for good cause without Vista's consent. For example, if Vista does not honor the terms of this letter, or if Vista fails or refuses to cooperate with us or to follow our advice on a material matter, or if we become aware of any fact or

circumstance that would, in our view, render our continuing representation of Vista ineffective, unlawful, or unethical, then we will have good cause to withdraw.

If Vista discharges us or we elect to withdraw, then Vista will take all steps necessary to free us of any obligation to perform, including by executing any documents necessary to complete the termination of the representation, and we will take all steps that, in our view, are reasonably practicable to protect Vista's interests. If a discharge or withdrawal occurs, then Vista will pay us for all costs and expenses paid or incurred by us on its behalf, and Vista will pay us a reasonable fee for the professional services that we have rendered to it to the date of termination, or in connection with an orderly transition, and for which we previously have not been paid.

Unless previously terminated, our representation of Vista with respect to any matters for which we have been engaged will terminate when we send Vista our final statement for services rendered. In the course of our representation of Vista, we likely will come into possession of copies or originals of documents or other materials belonging to Vista or others (collectively, "materials"). When the particular matter to which those materials relate has been concluded, we will make arrangements either to return the documents to Vista, retain them in our storage facilities, or to dispose of the materials. Absent any other arrangements made with Vista, on the expiration of five years after a matter file has been closed, all materials in the file may be destroyed. We may retain our own files, including lawyer work product, pertaining to the representation.

10. Entire Agreement

This letter constitutes the entire agreement between Vista and the Firm regarding Vista's engagement of the Firm to represent it with respect to the Subject Matter, and is subject to no oral agreements or understandings. No obligation or undertaking that is not set forth expressly in this letter shall be implied on the part of either Vista or the Firm.

11. Conclusion

We are pleased to have this opportunity to represent Vista. If you have any questions about any aspect of our engagement or our invoices at any time, please feel free to raise those questions. It is very important that we proceed on a clear and satisfactory basis in our work for Vista.

If this letter correctly reflects Vista's understanding of the scope, terms, and conditions of our representation, please indicate such acceptance by executing the enclosed copy of this letter in the space provided below and return it to the attention of the undersigned at our office address set forth on the first page of this letter. By executing this letter, the Company will be acknowledging that the Company has read this letter and understands its terms.

Very truly yours,

HAYNES AND BOONE, LLP

By: _____
Ian T. Peck

The foregoing is approved and agreed to:

Vista Proppants and Logistics Inc.


By: _____
Mr. Gary Humphreys, Co-Founder and CEO

Date: _____

VPROP Operating, LLC
By: _____
Mr. Gary Humphreys, Co-Founder and CEO

Very truly yours,

HAYNES AND BOONE, LLP

By: 

Ian T. Peck

The foregoing is approved and agreed to:

Vista Proppants and Logistics Inc.

By: _____
Mr. Gary Humphreys, Co-Founder and CEO

Date: _____

VPROP Operating, LLC

By: _____
Mr. Gary Humphreys, Co-Founder and CEO

HAYNES AND BOONE L.L.P.

WIRING INSTRUCTIONS FOR TRUST ACCOUNT - BANK OF AMERICA

**WHEN SENDING FUNDS BY WIRE/ACH AN EMAIL NOTIFICATION PROVIDING
THE APPLICATION OF THE FUNDS SHOULD BE SENT TO:**

paymentdetail@haynesboone.com

INCOMING

WIRE TO BANK OF AMERICA
100 West 33rd Street
New York, NY 10001

ABA NO. 0260-0959-3
FOR CREDIT TO THE ACCOUNT OF
HAYNES AND BOONE
TRUST ACCOUNT NO. 018-06-4704-0

SWIFT Address: BOFAUS3N

FOR ACH PAYMENTS

ABA NO. 111-0000-25
FOR CREDIT TO THE ACCOUNT OF
HAYNES AND BOONE
TRUST ACCOUNT NO. 018-06-4704-0

PLEASE REFERENCE ATTORNEY NAME
OR CLIENT MATTER NUMBER

ATTENTION: CINDY REDD 972/739-8604

Exhibit C

Proposed 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-ELM-11
	§	
Debtors.	§	Jointly Administered

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF HAYNES
AND BOONE LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN
POSSESSION EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: 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.

Upon the *Debtors' Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and the Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Application")² of Vista Proppants and Logistics, LLC, *et al.* (collectively, the "Debtors"); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc*, Miscellaneous Rule No. 33 (N.D. Tex. August 3, 1984) (Woodward, H.O.); and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application; and the Court having held a hearing on the Application; and all objections, if any, to the Application have been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to Bankruptcy Code §§ 327 and 1107(b), the Debtors are hereby authorized to retain Haynes and Boone as their counsel in these Chapter 11 Cases *nunc pro tunc* to the Petition Date in accordance with (and on the terms described in) the Application, the

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

Engagement Letter, and this Order, and Haynes and Boone is authorized to perform the services set forth in the Application.

3. Haynes and Boone shall apply any retainer remaining at the time of its final fee application in satisfaction of compensation and reimbursement awarded with respect to such application, and promptly pay to the Debtors' estates any retainer remaining after such application

4. Compensation will be awarded upon application and a hearing consistent with the requirements of 11 U.S.C. §§ 330 and 331 and any further orders entered by this Court.

5. Haynes and Boone shall be compensated upon appropriate application in accordance with Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable procedures and orders of this Court.

6. If any supplemental declarations or affidavits are filed and served after the entry of this Order, absent any objections filed within twenty (20) days after the filing and service of such supplemental declarations or affidavits, Haynes and Boone's employment shall continue as authorized pursuant to this Order.

END OF ORDER

Submitted by:

HAYNES AND BOONE, LLP

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