

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

**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., <sup>1</sup>	§	Case No. 20-42002-ELM-11
	§	
Debtors.	§	Jointly Administered

**NOTICE OF PUBLICATION**

**PLEASE TAKE NOTICE** that pursuant to the *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* [Docket No. 405], a condensed form of the *Notice of (I) Approval of Disclosure Statement; (II) Establishment of Voting Record Date; (III) Approving Cure Procedures; (IV) Hearing on*

---

<sup>1</sup> 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.



*Confirmation of the Chapter 11 Plan of the Debtors; (V) Procedures for Objecting to Confirmation of the Plan; and (VI) Procedures and Deadline for Voting on the Plan* [Docket No. 406], was published in the September 3, 2020 national edition of USA Today, as evidenced by the Verification of Publication attached hereto as **Exhibit “A”**.

DATED this 3rd day of September, 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

**ATTORNEYS FOR DEBTORS**

**EXHIBIT “A”**




## VERIFICATION OF PUBLICATION

**COMMONWEALTH OF VIRGINIA  
COUNTY OF FAIRFAX**

---

Being duly sworn, Vanessa Salvo says that she is the principal clerk of USA TODAY, and is duly authorized by USA TODAY to make this affidavit, and is fully acquainted with the facts stated herein: on Thursday, September 3, 2020, the following legal advertisement – Vista Proppants and Logistics, LLC was published in the national edition of USA TODAY.

  
Principal Clerk of USA TODAY  
September 3, 2020



# Five years after case of racial profiling

**Wayne Coffey**  
Special to USA TODAY

NEW YORK – James Blake, the newest ESPN commentator at the U.S. Open, was among the most popular American tennis players of his era. The nation’s top collegian coming out of Harvard in 1999, he was ranked as high as No. 4 in the world, defeating Rafael Nadal at the 2005 U.S. Open and following that with an epic five-set quarterfinal against Andre Agassi — just 15 months after he crashed into a net post and broke his neck during a training session.

Next week will mark the fifth anniversary of a more sobering memory for Blake, 40. Waiting outside his midtown Manhattan hotel to get a car service to the Open, Blake, an African-American, was jumped, slammed to the ground and handcuffed by a white plainclothes New York City police officer. Four other officers closed in for support. Police said it was a case of mistaken identity.

New York Mayor Bill de Blasio and Police Commissioner William Bratton apologized to Blake. The officer, James Frascatore, was docked five vacation days as punishment.

USA TODAY’s Wayne Coffey spoke to Blake before he went on the air Tuesday. The interview has been edited and condensed for clarity and length.

**USA TODAY:** You’ve had painful, personal experience with racial profiling and police excess. How do you feel about the events of this spring and summer, and the protests that have followed?

**BLAKE:** I’ve been on a roller coaster. After George Floyd I was so saddened. It was a tragedy. I became even more saddened because I thought it would be just another incident that’s forgotten – two or three news cycles and then people would move on. And then I was encouraged by the protests – by the fact that there was sustained outrage over eight minutes and 43 seconds of kneeling on somebody’s neck, over obvious police brutality.

I wound up doing Zoom calls and virtual events, talking to a lot of young people. I was so encouraged that they want to make a difference.

**USA TODAY:** What other factors make the case resonate?

**BLAKE:** Everyone is home with the pandemic. ... So I think people are actually taking the time to learn, to read the news, to learn about the history of things. People are reconnecting. I think a lot of people started soul searching a little bit, asking themselves, ‘Hey, have I been a little blind to this?’

**USA TODAY:** What about the response to the Jacob Blake shooting in Kenosha, Wisconsin?

**BLAKE:** I’m proud of the (Milwaukee) Bucks for starting this domino effect, getting the whole NBA and WNBA, MLS and MLB involved.

Awareness is good. I was screaming about this five years ago. Colin Kaepernick was screaming about this four years ago. The Black and brown communities have been screaming about this for generations, but now the majority has picked it up and validated it.

**USA TODAY:** Do you really believe there has been a meaningful shift in people’s awareness and attitudes?

**BLAKE:** After Floyd, people are still becoming awakened to the fact that this is still going on. It’s not going away. So that’s great. At this point if you are not aware that for a disproportionate number of Black people the educational system is different, the financial system is different, the opportunities are different, the policing is different, then you are willfully ignorant.

**USA TODAY:** In your sport Naomi Osaka has been in the forefront, refusing to play her semifinal in the Western & Southern Open, then wearing Breonna Taylor’s name on her mask before her first-round (U.S. Open) match. Will this have an impact?

**BLAKE:** Tennis is a predominantly white sport — an international sport. I’m proud of her. She took a stand, and then the ATP, the WTA and the USTA got on board and shut down tennis for a day, and that can have ripple effects all over the world. Now we have to figure out what action can be taken on the tennis side. And that’s up to these players now.

**USA TODAY:** What role can governing bodies and league offices, whether it’s the USTA or the NFL or the NBA, play in making a difference?

**BLAKE:** As much as we want to do as Black people, we need help. ... There’s got to be someone behind the scenes to help.

When you go to a protest and you see that it’s 50 percent white, now there’s going to be some change that can really happen.

**USA TODAY:** What are some big things (that need to happen for change)?

**BLAKE:** The power of police unions. That’s a macro issue that’s not going away anytime soon. They are so strong. Almost nobody gets fired.

**USA TODAY:** There also are good, professional police officers who are doing a hard job well.

**BLAKE:** There are a lot of

police officers who are doing their job the right way, doing great things. ... Maybe if there were more training, there wouldn’t be a need for so many police officers, maybe there wouldn’t be the bad apples.

**USA TODAY:** Would additional training really keep the ‘bad apples’ out?

**BLAKE:** I think there needs to be a sort of reverse engineer-

ing, where we ask: ‘How do we get psychologically the right kind of people to be police officers?’

**USA TODAY:** You talked about how the protests and response of young people gives you hope, but we’ve also seen so-called militias and vigilantes around the country, saying they want to restore law and order.

**BLAKE:** Calling them militias makes it sounds like we’re dealing with muskets in 1776 and they’re trying to overthrow the British. People say they are doing this out of love for their country. ... These people who came to Kenosha over state lines, with guns, they were looking for trouble. If those were young black men, they would be called thugs.

## MARKETPLACE TODAY

For advertising information: 1.800.397.0070 [www.russelljohns.com/usat](http://www.russelljohns.com/usat)

NOTICES

LEGAL NOTICES

**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.,<sup>1</sup> **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:**

**Approval of Disclosure Statement.** By order dated August 19, 2020, (the "Disclosure Statement Approval Order"), the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Court") approved the Second Amended Disclosure Statement in Support of the Second Amended Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code (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 Second Amended 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").<sup>2</sup>

**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 24, 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 notice to the parties.

**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.kccilc.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.kccilc.net/vista/inquiry>.

**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 17, 2020**. 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.

**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 Confirmation Service List (as defined in the Disclosure Statement Approval Order), no later than **September 17, 2020, at 4:00 p.m. Central Time.**

**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:

**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 taking place on or before the Effective Date. Notwithstanding anything to the contrary herein, in the event Class 6 accepts the Plan or the Standing Motion is denied, then the Standing Motion Claims against the Term Loan Secured Parties shall be released pursuant to this Article VIII.C of the Plan. In the event Class 6 does not accept the Plan and the Standing Motion is granted, then the Standing Motion Claims against the Term Loan Secured Parties shall be included in the Litigation Trust Cases of the Plan and shall not be released by the Debtors, the Reorganized Debtors, or their Estates. 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.**

**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 Released 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. **Exculpation (Article VIII.E).** Except as provided for in the Plan or Confirmation Order, no Exculpated Party<sup>3</sup> 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 Parties<sup>4</sup> 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, or for 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.

**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 receiving 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 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.

Stephen M. Pezanosky, State Bar No. 15881850, Matthew J. 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](mailto:stephen.pezanosky@haynesboone.com), [attor.matt.ferris@haynesboone.com](mailto:attor.matt.ferris@haynesboone.com), Email: [david.staab@haynesboone.com](mailto:david.staab@haynesboone.com), **ATTORNEYS FOR DEBTORS**

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 (02160) ("VPROP"); Lonestar Prospects Management, L.L.C. (8451) ("Lonestar Management"); MAALT Specialized Bulk, LLC (2001) ("Bulk"); Denetz Logistics, LLC (8177) ("Denez"); Lonestar Prospects, Ltd. (4483) ("Lonestar Ltd."); and MAALT, LP (5198) ("MAALT"). The location of the Debtors' service address is 4413 Carey Street, Fort Worth, TX 76119-4219.

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

<sup>1</sup> Under the Plan, "Released Parties" means, except as provided in Article VIII.C of the Plan, 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, R.J. Sikes, Gary Humphreys, Marty Robertson, GMHR Operations, LLC, RJ5 Holdings, LLC, KCM Enterprises, LP, the Debtors' equity holders as of the Petition Date, and any entity related to R.J. Sikes, Gary Humphreys, or Marty Robertson, other than the Debtors or the Reorganized Debtors, shall not be "Released Parties" under the Plan.

<sup>2</sup> 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, in each case acting in such capacity as such providers; *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.

<sup>3</sup> 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.

<sup>4</sup> Under the Plan, "Section 1125(e) Protected Parties" means the Exculpated Parties and such Released Parties that are fiduciaries other than the Debtors' Estates.



**James Blake, the newest commentator on the ESPN crew at the U.S. Open, was among the most popular American tennis players of his era.** MADDIE MEYER/GETTY IMAGES

ONE  
CALL  
DOES  
IT ALL!

Call Today!  
(800)  
397-0070

Your Ad in Print,  
Online Marketplace,  
& Internet Banners Too!

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE**

In re: **Chapter 11**  
**BLUESTEM BRANDS, INC., et al.,<sup>1</sup>** **Case No. 20-10566 (MFV)**  
**Debtors.** **(Jointly Administered)**

**NOTICE OF (I) ENTRY OF ORDER APPROVING THE DEBTORS' DISCLOSURE STATEMENT FOR, AND CONFIRMING, THE DEBTORS' FIRST AMENDED JOINT CHAPTER 11 PLAN PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE, (II) CLOSING OF THE SALE, AND (III) OCCURRENCE OF EFFECTIVE DATE**

**PLEASE TAKE NOTICE** that on August 21, 2020, the Honorable Mary F. Walrath, United States Bankruptcy Judge for the United States Bankruptcy Court for the District of Delaware (the "Court"), entered an order (Docket No. 744) (the "Confirmation Order") confirming the First Amended Joint Chapter 11 Plan of Bluestem Brands, Inc. and its Debtor Affiliates (Docket No. 602) (the "Plan") and approving the Disclosure Statement for the First Amended Joint Chapter 11 Plan of Bluestem Brands, Inc. and its Debtor Affiliates (Docket No. 603) (the "Disclosure Statement") of the above-captioned debtors and debtors in possession (the "Debtors").

**PLEASE TAKE FURTHER NOTICE** that the Debtors and the Buyer consummated the Sale Transaction on August 28, 2020. Each of the conditions precedent to consummation of the Sale Transaction enumerated in the Stalking Horse APA have been satisfied or waived in accordance with the Stalking Horse APA and the Sale Order.

**PLEASE TAKE FURTHER NOTICE** that the Effective Date of the Plan occurred on August 28, 2020. Each of the conditions precedent to consummation of the Plan enumerated in Article IX of the Plan have been satisfied or waived in accordance with the Plan and the Confirmation Order.

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Confirmation Order, the release, discharge, injunction, and exculpation provisions in Article VIII of the Plan are now in full force and effect.

**PLEASE TAKE FURTHER NOTICE** that requests for payment of Professional Fee Claims must be filed and served on the Debtors or Reorganized Debtors by **October 12, 2020**, which is the date 45 days after the Effective Date.

**PLEASE TAKE FURTHER NOTICE** that requests for payment of Administrative Claims other than Professional Fee Claims must be filed and served on the Debtors or Reorganized Debtors by **September 27, 2020**, which is the date 30 days after the Effective Date.

**PLEASE TAKE FURTHER NOTICE** that if you would like copies of the documents included in the Plan, the Plan Supplement, the Confirmation Order, the Disclosure Statement, or any other document filed in these Chapter 11 Cases, you may contact Prime Clerk LLC, the notice, claims, and solicitations agent retained by the Debtors in the Chapter 11 Cases, by: (a) calling the Debtors' restructuring hotline at (877) 429-7544 (domestic toll-free) or (646) 442-5966 (international); (b) visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/bluestem>; or (c) writing to Prime Clerk LLC at the following address: Bluestem Brands, Inc., c/o Prime Clerk c/o Prime Clerk 850, 3rd Avenue, Suite 412, Brooklyn, New York 11232. You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at: [www.ded.uscourts.gov](http://www.ded.uscourts.gov).

**PLEASE TAKE FURTHER NOTICE** that the Confirmation Order and the Confirmation Order contain other provisions that may affect your rights. You are encouraged to review the Plan and the Confirmation Order in their entirety.

Dated: August 28, 2020, Wilmington, Delaware

*/s/ Joseph M. Mulvihill, M. Blake Cleary (DE Bar No. 3614), Jaime Luton Chapman (DE Bar No. 4936), Joseph M. Mulvihill (DE Bar No. 6061), YOUNG CONAWAY STARGATT & TAYLOR, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Telephone: (302) 571-6600, Facsimile: (302) 571-1253, Email: [mbcleary@ycst.com](mailto:mbcleary@ycst.com), [jchapman@ycst.com](mailto:jchapman@ycst.com), [jmulvihill@ycst.com](mailto:jmulvihill@ycst.com) -and- Edward O. Sassower, P.C. (admitted pro hac vice), KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP, 601 Lexington Avenue, New York, New York 10022, Telephone: (212) 446-4800, Facsimile: (212) 446-4900 -and- Patrick J. Nash, P.C. (admitted pro hac vice), W. Benjamin Winger (admitted pro hac vice), KIRKLAND & ELLIS LLP, KIRKLAND & ELLIS INTERNATIONAL LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Telephone: (312) 862-2000, Facsimile: (312) 862-2200, Co-Counsel for the Debtors and Debtors in Possession*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Bluestem Brands, Inc. (5164); Appleseed's Holdings, Inc. (9117); Blair LLC (1670); Bluestem Enterprises, Inc. (1237); Bluestem Fulfillment, Inc. (5931); Bluestem Sales, Inc. (1539); Draper's & Damon's LLC (2759); Gold Violin LLC (0873); Habard Company LLC (8496); Home Forever LLC (2324); Johnny Appleseed's, Inc. (5560); Norm Thompson Outfitters LLC (8344); Northstar Holdings Inc. (6823); Orchard Brands Corporation (6322); Orchard Brands International, Inc. (8962); Orchard Brands Sales Agency, LLC (8855); Value Showcase LLC (2920); WinterSticks, LLC (0688). The service address for each of the above Debtors is 7075 Flying Cloud Drive, Eden Prairie, Minnesota 55344.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan.