

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

In re: § Chapter 11
§
Vista Proppants and Logistics, LLC, et al.,¹ § Case No. 20-42002-elm11
§
Debtors. § Jointly Administered

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

PLEASE TAKE NOTICE THAT on September 14, 2020, Vista Proppants and Logistics, LLC and its debtor affiliates, as debtors and debtors-in-possession in the above-referenced chapter 11 cases (collectively, the “Debtors”), filed with the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Court”) the *Third Amended Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 518] (as may be amended, the “Plan”), which has been amended to implement the settlement reached by the Debtors, the official committee of unsecured creditors (the “Committee”), the Term Loan Agent, and the Term Loan Lenders (the “Settlement”), as reflected in the term sheet attached to the Plan as Exhibit B. By order entered on August 19, 2020 (the “Disclosure Statement Approval Order”), the Court approved the adequacy of the information contained in 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 on August 18, 2020, along with certain procedures to be used in connection with solicitation of votes on the Plan.

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

PLEASE TAKE FURTHER NOTICE THAT a hearing (the “Confirmation Hearing”) to consider confirmation of the Plan shall be held before the Honorable Edward L. Morris at the Eldon B. Mahon U.S. Courthouse, 501 W. 10th Street, Rm. 204, Fort Worth, TX 76102-3643, or before any other judge who may be sitting in his place and stead, on **October 1, 2020, at 2:00 p.m. Central Time**. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court without further notice to parties in interest, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Plan, without further notice to interested parties.

PLEASE TAKE FURTHER NOTICE THAT objections, if any, to the confirmation of the Plan must (a) be in writing; (b) state the name and address of the objecting party and the amount and nature of

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Vista Proppants and Logistics, LLC (7817) (“Vista HoldCo”); VPROP Operating, LLC (0269) (“VPROP”); Lonestar Prospects Management, L.L.C. (8451) (“Lonestar Management”); MAALT Specialized Bulk, LLC (2001) (“Bulk”); Denetz Logistics, LLC (8177) (“Denetz”); Lonestar Prospects, Ltd. (4483) (“Lonestar Ltd.”); and MAALT, LP (5198) (“MAALT”). The location of the Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119-4219.

the claim or interest of such party; (c) state with particularity the basis and nature of any objection to the Plan; and (d) be filed, together with proof of service, with the Court and served so that they are received by the following parties (the “Confirmation Service List”), no later than **September 24, 2020 at 4:00 p.m. Central Time**: (i) counsel for the Debtors, Stephen M. Pezanosky (stephen.pezanosky@haynesboone.com), Matthew T. Ferris (matt.ferris@haynesboone.com), and David L. Staab (david.staab@haynesboone.com); (ii) counsel for the DIP Agent and the Term Loan Agent, Charles Persons (cpersons@sidley.com), and Dennis Twomey (dtwomey@sidley.com); (iii) counsel for the Committee, Patrick Carew (pcarew@kilpatricktownsend.com), Todd Meyers (tmeyers@kilpatricktownsend.com), David Posner (dposner@kilpatricktownsend.com), and Kelly Moynihan (kmoynihan@kilpatricktownsend.com); and (iv) counsel for the Office of the United States Trustee for the Northern District of Texas, Erin Schmidt (Erin.Schmidt2@usdoj.gov).

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

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

Dated: September 14, 2020

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State Bar No. 24045870
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State Bar No. 24093194
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ATTORNEYS FOR DEBTORS

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

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

OPTIONAL: RELEASE OPT OUT FORM

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

Important information regarding the Third Party Release.¹

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

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

¹ Under the Plan, “*Released Parties*” means, collectively, and in each case solely in their capacities as such: (a) the Debtors; (b) the Reorganized Debtors; (c) the Term Loan Lenders; (d) the Term Loan Agent; (e) the DIP Lenders; (f) the DIP Agent; (g) the Exit Lenders; (h) the Exit Agent; (i) the Committee, each member of the Committee and the Committee’s Professionals; (j) each of Ares Credit Strategies, Ares ND Credit Strategies Fund LLC, Ares Jasper Fund, L.P., and ARCC VS CORP in their capacities as holders of Existing Common Units of Vista HoldCo; and (k) with respect to each of the foregoing entities in clauses (a) through (h), such Entity’s current and former affiliates and subsidiaries, and such Entities’ and their current and former affiliates’ and subsidiaries’ directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders (regardless of whether such interests are held directly or indirectly), officers, directors, managers, principals, members, employees, agents, advisors, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, in each case acting in such capacity at any time on or after the Petition Date; *provided, however*, that notwithstanding the foregoing, the Debtors’ officers and directors that were no longer acting in such capacities as of the Petition Date, the ABL Lender, R.J. Sikes, Lisa Sikes, Gary Humphreys, Marty Robertson, GMHR Operations, LLC, RJS Holdings, LLC, KCM Enterprises, LP, the Debtors’ equity holders as of the Petition Date, and any entity related to R.J. Sikes, Lisa Sikes, Gary Humphreys, or Marty Robertson, other than the Debtors or the Reorganized Debtors, shall not be “Released Parties” under the Plan.

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

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

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

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

<input type="checkbox"/> The Undersigned Holder of the Claim elects to <u>OPT OUT of the Third Party Release</u>

Item 4. Certification

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

NAME OF HOLDER: _____

SIGNATURE: _____

NAME OF SIGNATORY: _____
(If other than holder)

TITLE: _____
(If appropriate)

ADDRESS: _____

EMAIL. _____

TELEPHONE NUMBER. () _____ - _____

DATE: _____

IF YOU HAVE MADE THE OPTIONAL OPT OUT ELECTION, PLEASE COMPLETE, SIGN, AND DATE THIS OPT OUT FORM AND RETURN IT TO THE CLAIMS AND BALLOTING AGENT BY THE VOTING DEADLINE, WHICH IS SEPTEMBER 24, 2020 AT 4:00 P.M. CENTRAL TIME. ALL OPT OUT FORMS MUST BE RECEIVED ON OR BEFORE THE VOTING DEADLINE IF YOU WISH TO OPT OUT.

THE CLAIMS AND BALLOTING AGENT IS:

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