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capacity as Litigation Trustee of the Vista  
Litigation Trust*

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

In re:

VISTA PROPPANTS AND LOGISTICS, LLC,  
et al.,

Debtors.<sup>1</sup>

§  
§ Chapter 11  
§  
§ Case No. 20-42002-elm11  
§  
§  
§ (Jointly Administered)  
§

**MOTION OF THE LITIGATION TRUSTEE OF THE VISTA LITIGATION  
TRUST FOR AN ORDER, PURSUANT TO SECTION 105(a) OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULE 2004 AND LOCAL BANKRUPTCY  
RULE 2004-1, DIRECTING THE PRODUCTION OF DOCUMENTS**

**A HEARING WILL BE CONDUCTED ON THIS MATTER  
ON MARCH 30, 2021 AT 1:30 P.M. (CST) 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**

<sup>1</sup> 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); VPROP Operating, LLC (0269); Lonestar Prospects Management, L.L.C. (8451); MAALT Specialized Bulk, LLC (2001); Denetz Logistics, LLC (8177); Lonestar Prospects, Ltd. (4483); and MAALT, LP (5198). The location of the Debtors' service address is 4413 Carey Street, Fort Worth, TX 76119-4219.



**MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT ON OR BEFORE MARCH 26, 2021 AT 4:00 P.M. (CST), WHICH IS WITHIN TWENTY-ONE (21) DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

Ankura Trust Company, LLC, in its capacity as Litigation Trustee (the “Litigation Trustee”) of the Vista Litigation Trust in the chapter 11 cases of Vista Proppants and Logistics, LLC (“Vista,” and with its affiliated debtors, the “Debtors” or “Reorganized Debtors,” as applicable), by and through its undersigned counsel, Kilpatrick Townsend & Stockton LLP, hereby files this motion (the “Motion”),<sup>2</sup> pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local Rule 2004-1 of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”), the *Fourth Amended Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) [Dkt. No. 682], and the *Order Confirming the Fourth Amended Joint Plan of Reorganization of Vista Proppants and Logistics, LLC, et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Dkt. No. 717] (the “Confirmation Order”), seeking the entry of an order (the “Order”), substantially in the form annexed hereto as **Exhibit A**, directing each of the Reorganized Debtors, Gary Humphreys (“Humphreys”), and Martin Robertson (“Robertson,” and together with the Reorganized Debtors and Humphreys, the “Examinees”) to produce documents within their possession, custody, or control that are responsive to the categories set

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<sup>2</sup> Capitalized terms used in the Motion but not defined herein shall have the meaning ascribed to such terms in the Plan (defined below).

forth on the applicable document requests attached as Annexes A, B, and C to the Order<sup>3</sup> (each, a “Document Request” and, collectively, the “Document Requests”) by no later than April 13, 2021. In support of the Motion, the Litigation Trustee respectfully represents as follows:

### **I. PRELIMINARY STATEMENT**

1. The Litigation Trustee seeks information regarding the Debtors’ past actions critical to determining whether grounds exist to bring estate causes of action against certain third parties on behalf of the Litigation Trust. First, the Litigation Trustee seeks documents related to the November 2017 buy-out of the equity interests in the Debtors held by RJS Holdings, LLC (“RJS Holdings”) and KCM Enterprises, LP (“KCM Enterprises”), each of which were affiliates of R.J. Sikes (“Sikes”), the Debtors’ former Chief Executive Officer, in connection with which the Debtors paid RJS Holdings approximately \$118 million. A mere 31 months later, the Debtors filed the chapter 11 petitions.

2. Second, the Litigation Trustee seeks further information regarding payments made by the Debtors to insiders, including Humphreys, Robertson, and entities related to both. The Debtors’ statements of financial affairs reflect millions of dollars in payments made to Humphreys, Robertson, and entities owned by Humphreys and/or Robertson in the year prior to the Petition Date. The Debtors maintained various leases and agreements with entities owned by Humphreys and/or Robertson pursuant to which significant sums of money left the Debtors’ coffers. Upon information and belief, significant bonuses were paid to Humphreys and Robertson through entities they owned. The Debtors’ statements of financial affairs only reflect insider payments made in the year prior to the Petition Date. The Litigation Trustee seeks

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<sup>3</sup> The Litigation Trustee reserves its right to seek additional information, including depositions of the Examinees and document production and depositions of other third parties as determined necessary to enable the Litigation Trustee to conduct a prudent and appropriate investigation into potential Litigation Trust Causes of Action (as defined below).

information regarding transfers made to insiders and the Debtors' solvency and capitalization throughout the statutory lookback period for fraudulent transfers. The Litigation Trustee requires discovery to determine whether any Litigation Trust Causes of Action may exist in connection with insider payments, including any breach of fiduciary duties by the Debtors' directors and officers in connection with the same.<sup>4</sup>

3. The Litigation Trustee files this Motion to obtain a full factual understanding of the topics discussed above and any misconduct that may have occurred that could give rise to a Litigation Trust Cause of Action (as defined below). The Litigation Trustee believes that proceeding under Bankruptcy Rule 2004 is an expeditious and cost-effective tool for the Litigation Trustee to investigate potential causes of action that constitute the Litigation Trust Causes Action. For these reasons, as more fully discussed herein, the Litigation Trustee respectfully requests that the Court enter an Order awarding the relief requested below.

## **II. JURISDICTION AND VENUE**

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The predicates for the requested relief are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2004, and Local Bankruptcy Rule 2004-1.

## **III. FACTUAL BACKGROUND**

6. On June 9, 2020 (the "Petition Date"), each of the Debtors filed voluntary petitions for relief under Chapter 11 (the "Chapter 11 Cases") of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas (the "Court").

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<sup>4</sup> Humphreys, Robertson, any entity related to Humphreys or Robertson, and the Debtors' directors and officers that were no longer acting in such capacities as of the Petition Date, were not released under the Plan. *See* Plan, Exhibit A, "Released Parties."

**A. Chapter 11 Plan and Confirmation**

7. On October 26, 2020, the Debtors filed the Plan [Dkt. No. 682]. On October 28, 2020, the Court entered the Confirmation Order [Dkt. No. 717]. Pursuant to the Plan, the Debtors transferred certain causes of action (the “Litigation Trust Causes of Action”) to a litigation trust (the “Litigation Trust”). See Plan § IV.P. Ankura Trust Company, LLC was appointed as the Litigation Trustee of the Litigation Trust. See Plan Supplement, Exhibit 10, Dkt. No. 612. Pursuant to the Litigation Trust Agreement, the Litigation Trustee’s duties include “evaluating and determining strategy with respect to the Litigation Trust Causes of Action and litigating the Litigation Trust Causes of Action pursuant to section 1123(b)(3)(B) of the Bankruptcy Code.” Litigation Trust Agreement § 2.2. Pursuant to the Confirmation Order, the Litigation Trustee is:

authorized, empowered, and directed to take any and all actions necessary or appropriate to implement, effectuate, and consummate the Plan, the Litigation Trust Agreement, and this Order, and the transactions respectively contemplated in those documents, or otherwise perform his duties as Litigation Trustee outlined in the Litigation Trust Agreement, and shall be designated as the representative of the Estates for purposes of prosecuting the Litigation Trust Causes of Action consistent with the Plan, the Litigation Trust Agreement and this Order.

Confirmation Order ¶ 44.

8. As set forth in the Schedule of Litigation Trust Causes of Action, the Litigation Trust Causes of Action include, among other claims:

(ii) all Claims or Causes of Action against RJS Holdings, LLC; R.J. Sikes; Lisa Sikes; Future New Deal, Ltd.; M&J Partnership, Ltd.; Lonestar Prospects Holding Company, L.L.C.; Gary Humphreys; Marty Robertson; and FR Sands Holdings, LLC, and any subsequent transferees thereof, arising out of the disbursement by the Debtors on or about November 9, 2017, of \$85 million, or approximately \$85 million, in connection with the buy-out of the direct and indirect interests of R.J. Sikes and/or entities and persons affiliated with or otherwise related to R.J. Sikes in Vista HoldCo by the other members of Vista HoldCo;

(iii) without duplication of item (ii) above, claims against the following persons and entities (and subsequent transferees thereof) based on transfers made by any of the Debtors after June 9, 2016, to or for the benefit of: GHMR Operations, LLC; Gary Humphreys; Marty Robertson; other entities controlled by Gary Humphreys and/or Marty Robertson; and persons related to Gary Humphreys or Marty Robertson;

(iv) without duplication of items (ii) and (iii) above, any and all claims related to any prepetition contracts or agreements between any Debtor and GHMR Operations, LLC; Gary Humphreys; Marty Robertson; other entities controlled by Gary Humphreys and/or Marty Robertson; and persons related to Gary Humphreys or Marty Robertson to the extent that any such contracts or agreements have not been assumed by the Debtors or the Reorganized Debtors by the date that is 45 days after the Effective Date of the Plan; and

(v) breach of duty claims on behalf of the respective estates of each of the Debtors (including Lonestar Prospects, Ltd.) against (a) prepetition officers, directors, general partners, managing partners, members, managing members, and managers of the respective Debtors, excluding any Released Parties, and (b) persons or entities that directly or indirectly controlled such respective Debtors at any time prior to the Petition Date (including Gary Humphreys and Marty Robertson, but excluding any Released Parties).

Plan Supplement, Exhibit 7 [Dkt. No. 612].

9. Pursuant to the Confirmation Order, the Bankruptcy Court shall retain jurisdiction over all matters arising out of, and related to, the Chapter 11 Cases, including jurisdiction to, among other things:

(d) ensure that distributions to holders of Allowed Claims and Allowed Interests (as applicable) are accomplished pursuant to the provisions of the Plan;

(f) adjudicate, decide, or resolve any and all Litigation Trust Causes of Action;

(h) enter and implement such orders as may be necessary to execute, implement, or consummate the provisions of the Plan, the Litigation Trust Agreement, and all contracts, instruments, releases, indentures, and other agreements or documents created in connection with the Plan, the Litigation Trust Agreement, or the Disclosure Statement;

(j) resolve any cases, controversies, suits, disputes, or Causes of Action that may arise in connection with the Consummation, interpretation, or enforcement of the Plan or any Entity's obligations incurred in connection with the Plan;

(o) determine any other matters that may arise in connection with or relate to the Plan, the Disclosure Statement, the Litigation Trust Agreement, the Confirmation Order, or any contract, instrument, release, indenture, or other agreement or document created in connection with the Plan or the Disclosure Statement;

(q) adjudicate any and all disputes arising from or relating to distributions under the Plan;

(u) hear and determine disputes arising in connection with the interpretation, implementation, or enforcement of the Plan or the Confirmation Order, including disputes arising under agreements, documents, or instruments executed in connection with the Plan;

(x) enforce all orders previously entered by the Bankruptcy Court

Confirmation Order ¶ 80.

## **B. Potential Litigation Trust Causes of Action**

### ***i. The Buy-Out Transaction***

10. As of November 1, 2017, the vast majority of the common membership units in Vista Proppants and Logistics, LLC were owned, in various percentages, by: Lonestar Prospects Holding Company, L.L.C. (“Lonestar Holding”), FR Sands Holdings LLC (“FR Sands”), Future New Deal, Ltd. (“Future New Deal”), M&J Partnership, Ltd. (“M&J Partnership”), Humphreys, and Robertson (collectively, the “Vista Members”). On information and belief, Humphreys owned all or a substantial portion of the partnership interests in Future New Deal and was a principal of Future New Deal. On information and belief, Robertson owned all or a substantial portion of the partnership interests in M&J Partnership and was a principal of M&J Partnership.

11. At that time, two entities affiliated with Sikes namely, RJS Holdings and KCM Enterprises, owned indirect interests in Vista Proppants and Logistics, LLC (the “Sikes Interests”) through ownership of common membership units in Lonestar Holding. Along with Humphreys and Robertson, Sikes was a principal of the Debtors and substantially involved in their business.

12. By November 2017, the decision had been made for the Debtors to sever its ties with Sikes. That severance was to include a buy-out of the Sikes Interests (the “Buy-Out Transaction”) that would be funded, in substantial part, by distributions made by the Debtors to the Vista Members in the amount of \$85,000,000. In connection with the Buy-Out Transaction, Vista Proppants formed a new, wholly-owned subsidiary, VPROP Operating, LLC, to which it contributed the equity interests in Lonestar Prospects, Ltd. (“Lonestar Ltd.”), Lonestar Prospects Management, L.L.C., MAALT Specialized Bulk, LLC, MAALT, L.P., and Denetz Logistics, L.L.C.

13. To provide the funds to be distributed to the Vista Members for use in the buy-out of the Sikes Interests, the credit agreement dated March 1, 2017 with Lonestar Ltd., as borrower, and Ares Credit Corporation (“ARCC”), as administrative agent, was amended and restated as of November 9, 2017 (the “November 2017 ARCC Credit Agreement”). The November 2017 ARCC Credit Agreement provided for, among other things, new loans to VPROP Operating, LLC (“VPROP Operating”) in the amount of \$85,000,000 (the “New Loans”) for use in funding the Buy-Out Transaction.

14. In connection with the closing of the November 2017 financing described above, Vista Proppants and VPROP Operating were required to enter into an Effective Date Letter Agreement dated November 9, 2017 with ARCC (the “Effective Date Letter Agreement”), in which they agreed that the Buy-Out Transaction would be consummated in all material respects on the Effective Date and that, thereafter, neither of them would, nor permit any of their subsidiaries to, among other things, permit Sikes to have any involvement in the management or operations of the Debtors.

15. Upon the execution and delivery of the November 2017 ARCC Credit Agreement, the \$85,000,000 (the “Distributed Cash Consideration”) proceeds of the New Loans were distributed, or deemed distributed, to the Vista Members, as distributions in respect of their equity interests in the Debtors.

16. On information and belief, the buy-out of the Sikes Interests was accomplished as follows: (1) a prior agreement under which KCM Enterprises had acquired its interests in Lonestar Holding was rescinded, resulting in the re-conveyance by KCM Enterprises to Future New Deal and M&J Partnership of the interests in Lonestar Holding it had previously acquired from them; (2) Lonestar Holding redeemed RJS Holdings’ interests in Lonestar Holding by transferring to RJS Holdings membership interests in Vista Proppants (the “RJS Company Interests”); and (3) the Vista Members (including FR Sands) acquired a majority of the RJS Company Interests in exchange for the Distributed Cash Consideration, and certain entities affiliated with ARCC and FR Sands acquired the remaining RJS Company Interests for \$10,000,000 and \$23,000,000, respectively.

*ii. Insider Payments*

17. The Debtors’ Statements of Financial Affairs reflect payments made to Humphreys, Robertson, and entities in which Humphreys, Robertson, or both own an interest, including (i) Cowboy Up Aviation, LLC, (ii) Evolution Fleet Services, LLC, (iii) GBH Properties LLC, (iv) GHMR II, (v) GHMR Operations, LLC, (vi) M&J Partnership, and (vii) Tex Jet, LLC. *See* Case No. 20-42002, Dkt. No. 259; Case No. 20-42005, Dkt. No. 10; Case No. 20-42006, Dkt. No. 14; Case No. 20-42008, Dkt. No. 12. The Statements of Financial Affairs reflect millions of dollars’ worth of payments made in the year prior to the Petition Date to Humphreys, Robertson and entities they owned or controlled based upon (i) expense

reimbursements, (ii) aviation expense reimbursements, (iii) operational expense reimbursements, (iv) real property lease payments, (v) royalty payments, (vi) management fees, (vii) personal property lease payments, (viii) auto expense reimbursements, and (ix) employer paid health benefits. *Id.*<sup>5</sup> Prior to the Petition Date, the Debtors were party to various contracts, agreements and leases with Humphreys and/or Robertson-related entities. Upon information and belief, payments were made by the Debtors to Humphreys, Robertson and entities they owned or controlled at least as far back as November 2017, if not the entire statutory lookback period. In addition, upon information and belief, certain bonuses may have been paid to Humphreys, Robertson, and/or entities they owned or controlled, including a completion bonus in connection with the Debtors' West Texas mine during the statutory lookback period.

#### **IV. RELIEF REQUESTED**

18. By this Motion, the Litigation Trustee seeks entry of an order, substantially in the form attached hereto as **Exhibit A**, directing: (i) the Reorganized Debtors<sup>6</sup> to produce documents within their possession, custody, or control that are responsive to the Document Request attached as Annex A to the proposed order; (ii) Humphreys to produce documents within his possession, custody, or control that are responsive to the Document Request attached as Annex B to the proposed order; and (iii) Robertson to produce documents within his possession, custody, or control that are responsive to the Document Request attached as Annex C to the proposed order. The Litigation Trustee requests that the responses to the Document Requests be delivered to the

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<sup>5</sup> Though the Debtors' statements of financial affairs only reflect insider payments made during the year prior to the Petition Date, the Litigation Trustee is investigating other payments that may have been made during the statutory lookback periods for fraudulent conveyances under the Bankruptcy Code and applicable state law.

<sup>6</sup> With respect to the Reorganized Debtors, the Confirmation Order provides that the Reorganized Debtors shall provide the Litigation Trustee with reasonable access to the books and records of the Debtors or Reorganized Debtors concerning the Litigation Trust Causes of Action. Confirmation Order ¶ 47.

attention of Patrick J. Carew, Kilpatrick Townsend & Stockton LLP, 2001 Ross Avenue, Suite 4400, Dallas, Texas, 75201, by no later than April 13, 2021.

## **V. REQUESTED EXAMINATION**

19. The Litigation Trustee requires fulsome discovery to understand critical aspects of potential causes of action that were transferred to the Litigation Trust. First, the Litigation Trustee requires an understanding of the Debtors' Buy-Out Transaction, including the Debtors' decision to buy out a substantial portion of Vista's equity. An in-depth examination of the Buy-Out Transaction will reveal whether any potential estate causes of action relate to the Debtors' equity buy-out.

20. Second, the Litigation Trustee requires an understanding of payments made by the Debtors to Humphreys, Robertson, and entities owned by, related to, and/or affiliated with Humphreys and/or Robertson prior to the Petition Date, including millions of dollars of disbursements made to insiders and related parties during the year prior to the Petition Date. Relatedly, the Litigation Trustee requires information regarding various agreements entered into by the Debtors with Humphreys, Robertson and their entities.

21. For these reasons, the information that the Litigation Trustee seeks to obtain from the Reorganized Debtors, Humphreys, and Robertson, by way of document productions, as more fully set forth in the Document Requests, is as follows:

- a) **Valuation.** Documents and communications, including reports and/or presentations, beginning as of January 1, 2016 through the November 6, 2020 Effective Date, referring or relating to any valuation analysis of the Debtors' property, and including, but not limited to, any analysis or discussion of the insolvency of the Debtors, including any drafts or work papers for any discounted cash flow analysis of the Debtors;
- b) **Equity Buy-out.** Documents and communications referring or relating to the Debtors' buy-out of any of the Debtors' equity holders, including the Buy-Out Transaction;

- c) **Insider Disbursements.** Documents and communications regarding Debtors' disbursements to insiders and related parties from June 9, 2016 through and including June 8, 2020;
- d) **Prepetition Financial Condition.** Documents and communications regarding (i) the financial solvency of Debtors during the four years prior to the Petition Date; (ii) whether the Debtors engaged in business or a transaction for which any property remaining with the Debtors was unreasonably small capital; and (iii) whether the Debtors intended to incur debts that were beyond the Debtors' ability to pay as such debts matured.
- e) **Humphreys/Robertson Entities:** Documents and communications reflecting all entities owned by, related to and/or affiliated with Humphreys and/or Robertson that received payments from the Debtors from June 9, 2016 through and including June 8, 2020; and
- f) **Related Party Transactions.** Documents and communications regarding any and all agreements by and between the Debtors and any entity owned by, related to and/or affiliated with Humphreys and/or Robertson.

22. The Litigation Trustee seeks this information to investigate, explore, evaluate, and analyze potential Litigation Trust Causes of Action arising out of, among other things, (i) the Buy-Out Transaction; (ii) payments made to insiders and the Debtors' prepetition relationships with certain entities affiliated with Humphreys and Robertson; and (iii) bonuses received by Humphreys and Robertson.

## **VI. GROUND FOR RELIEF**

23. Bankruptcy Rule 2004 provides that, on the motion of any party in interest, the Court may order an examination of, and the production of documentary evidence by, any entity concerning any matter relating "to the acts, conduct, or property or to the liabilities and financial condition of the debtors, or to any matter which may affect the administration of the debtor's estate." Fed. R. Bankr. P. 2004(b).<sup>7</sup> Accordingly, Bankruptcy Rule 2004 permits any party with an interest in the bankruptcy estate to conduct an examination of any matter affecting the

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<sup>7</sup> The Litigation Trustee is a party in interest as a representative of the Reorganized Debtors pursuant to section 1123(b)(3)(B) of the Bankruptcy Code to enforce and pursue the Litigation Trust Causes of Action on behalf of the Reorganized Debtors. See Plan § IV.P.

administration of the estate. Fed. R. Bankr. P. 2004(b); *In re Teleglobe Commc'ns Corp.*, 493 F.3d 345, 354 n.6 (3d Cir. 2007). The goals of Rule 2004 examinations and document productions include “discovering assets, examining transactions, and determining whether wrongdoing has occurred.” *In re Wash. Mutual, Inc.*, 408 B.R. 45, 50 (Bankr. D. Del. 2009) (quoting *In re Enron Corp.*, 281 B.R. 836, 840 (Bankr. S.D.N.Y. 2002); see *In re Recoton Corp.*, 307 B.R. 751, 755 (S.D.N.Y. 2004). One purpose of Rule 2004 discovery “is to give the trustee the information needed to determine whether litigation should be filed.” *In re J & R Trucking, Inc.*, 431 B.R. 818, 822 (Bankr. N.D. Ind. 2010).

24. “The scope of a Rule 2004 examination is ‘unfettered and broad.’” *Wash. Mutual, Inc.*, 408 B.R. at 49 (quoting *In re Bennett Funding Group, Inc.*, 203 B.R. 24, 28 (Bankr. N.D.N.Y. 1996)); see *In re Countrywide Home Loans, Inc.*, 384 B.R. 373, 400 (Bankr. W.D. Pa. 2008). Indeed, the broad scope of Rule 2004 has been described as permitting a “fishing expedition.” See *2435 Plainfield Ave., Inc. v. Twp. of Scotch Plains (In re 2435 Plainfield Ave)*, 223 B.R. 440, 456 (Bankr. D.N.J. 1998) (citations omitted); *In re Drexel Burnham Lambert Group*, 123 B.R. 702, 711 (Bankr. S.D.N.Y. 1991); *Keene Corp. v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 42 B.R. 362, 364 (S.D.N.Y. 1984).

25. This broad scope extends to any third parties who have a relationship with the debtors. *Ionosphere Clubs, Inc. v. Am. Nat Bank and Trust Co. of Chicago (In re Ionosphere Clubs, Inc.)*, 156 B.R. 414, 432 (S.D.N.Y. 1993), *aff'd*, 17 F.3d 600 (2d Cir. 1994) (“Because the purpose of the Rule 2004 investigation is to aid in the discovery of assets, any third party who can be shown to have a relationship with the debtor can be made subject to a Rule 2004 investigation.”); *In re Wilcher*, 56 B.R. 428, 433 (Bankr. N.D. Ill. 1985) (stating that Rule 2004 examination “may extend to creditors and third parties who have had dealings with the debtor”)

(citations omitted); *In re Analytical Sys., Inc.*, 71 B.R. 408, 412 (Bankr. N.D. Ga. 1987) (“The application of the discovery device of Bankruptcy Rule 7030 (Fed. R. Civ. P. 30), for a corporation to designate and inform persons to testify on its behalf to Bankruptcy Rule 2004 examinations is both consistent with and assists in the accomplishment of expeditious administration.”); *see also In re Mittco, Inc.*, 44 B.R. 35, 36 (Bankr. D. Wis. 1984) (“Where there is a showing that the purpose of the examination is to enable a party to probe into matters which may lead to the discovery of assets by examining not only the debtor, but also other witnesses, such inquiry is allowed.”).

26. Bankruptcy Rule 2004 discovery, including document productions and oral examinations, is still permitted post-consummation of the plan when the examination pertains to issues over which the Court has retained jurisdiction. *See, e.g., In re Express One Int'l, Inc.*, 217 B.R. 215, 216-217 (Bankr. E.D. Tex. 1998); *In re Cinderella Clothing Indus., Inc.*, 93 B.R. 313,377 (E.D. Pa. 1988). Courts have authorized Bankruptcy Rule 2004 examinations for post-consummation trusts investigating potential claims and causes of action. *See, e.g., In re Millennium Lab Holdings II, LLC*, 562 B.R. 614, 627-628 (Bankr D. Del. 2016); *Ernst & Young, LLP v. Pritchard (In re Daisytek, Inc.)*, 323 B.R. 180, 185-186 (N.D. Tex. 2005) (stating that it is permissible for a post-confirmation trustee to conduct Bankruptcy Rule 2004 examinations because "the [p]lan contemplates the prosecution of the claims . . . and the prosecution of the claims will thus impact compliance with, or completion of, the [p]lan").

27. The Litigation Trustee unquestionably meets the threshold for allowing the requested Rule 2004 discovery. First, the Court retained jurisdiction over the Litigation Trust Causes of Action to which the Litigation Trustee’s requested Rule 2004 discovery pertains. Second, the requests are in furtherance of the Litigation Trustee’s duty to investigate the actions

of the relevant parties to determine whether they can form the basis of the Litigation Trust Causes of Action and, in turn, may provide recoveries for the beneficiaries of the Litigation Trust. And, third, the Litigation Trustee has identified targeted categories of documents that it wishes to review, and the requests are narrowly-tailored to aid the Litigation Trustee's focused investigation.

**VII. CERTIFICATE OF COMPLIANCE WITH LOCAL RULE 2004-1**

28. In accordance with Local Rule 2004-1, counsel for the Litigation Trustee conferred with counsel for the Reorganized Debtors, Humphreys and Robertson as to the place, timing, and manner of the Bankruptcy Rule 2004 discovery sought. The Reorganized Debtors do not oppose the relief requested herein. No agreement could be reached with Humphreys and Robertson. Accordingly, the Motion is presented to the Court for determination.

**VIII. NOTICE**

29. Notice of this Motion has been given to: (a) the Office of the United States Trustee; (b) counsel to the Reorganized Debtors; (c) counsel to Humphreys; (d) counsel to Robertson; and (e) all parties entitled to notice pursuant to Bankruptcy Rule 2002. The Litigation Trustee respectfully submits that such notice is sufficient and no other or further notice is necessary under the circumstances.

**IX. NO PRIOR REQUEST AND RESERVATION OF RIGHTS**

30. No previous request for the relief sought herein has been made to this Court or any other court. The Litigation Trustee reserves the right to apply to the Court to seek additional discovery in connection with these matters.

WHEREFORE the Litigation Trustee respectfully requests that the Court: (a) enter an order, substantially in the form attached hereto as **Exhibit A**, directing each of the Reorganized

Debtors, Humphreys, and Robertson to produce documents within their possession, custody, or control that are responsive to the applicable Document Request; (b) grant such other and further relief as it deems just and proper.

Dated: March 5, 2021  
Dallas, Texas

*/s/ Patrick J. Carew*

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– and –

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*Counsel to Ankura Trust Company, LLC, in its  
capacity as Litigation Trustee of the Vista Litigation  
Trust*



**EXHIBIT A**

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

<hr style="border: 0.5px solid black;"/> <p>In re:</p> <p>VISTA PROPPANTS AND LOGISTICS, LLC, et al.,</p> <p style="text-align: right;">Debtors.<sup>1</sup></p> <hr style="border: 0.5px solid black;"/>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p>Chapter 11</p> <p>Case No. 20-42002-ELM-11</p> <p>(Jointly Administered)</p>
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**ORDER GRANTING MOTION OF THE LITIGATION TRUSTEE OF THE  
VISTA LITIGATION TRUST FOR AN ORDER, PURSUANT TO SECTION 105(a)  
OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2004, AND LOCAL  
BANKRUPTCY RULE 2004-1, DIRECTING THE PRODUCTION OF DOCUMENTS**

Upon the motion of Ankura Trust Company, LLC, in its capacity as Litigation Trustee of the Vista Litigation Trust (the “Litigation Trustee”) pursuant to section 105(a) of the Bankruptcy Code, Rule 2004 of the Federal Rules of Bankruptcy Procedures, and Local Rule 2004-1 of the United States Bankruptcy Court for the Northern District of Texas, seeking the entry of an order directing the production of documents from the Reorganized Debtors, Gary Humphreys, and Martin Robertson (the “Motion”),<sup>2</sup> and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O); and upon consideration of the Motion; and due and proper notice of the Motion having been given, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Litigation Trustee is authorized to issue subpoenas to the Reorganized Debtors, Gary Humphreys, and Martin Robertson for the production of documents,

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<sup>1</sup> 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); VPROP Operating, LLC (0269); Lonestar Prospects Management, L.L.C. (8451); MAALT Specialized Bulk, LLC (2001); Denetz Logistics, LLC (8177); Lonestar Prospects, Ltd. (4483); and MAALT, LP (5198). The location of the Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119-4219.

<sup>2</sup> Capitalized terms not otherwise defined in this Order shall have the meaning given to them in the Motion.

electronically stored information, or tangible things responsive to requests relating to the Document Requests described in the Motion; and it is further

ORDERED that the Reorganized Debtors, Gary Humphreys, and Martin Robertson shall produce documents in accordance with this Order on or before April 13, 2021; and it is further

ORDERED that, following a good faith effort to meet and confer, any motions to quash or otherwise modify such subpoenas may be filed in this Court as the court for the district where compliance is required; and it is further

ORDERED that the Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

### END OF ORDER ###

Submitted by:

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– and –

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*Counsel to Ankura Trust Company, LLC, in its  
capacity as Litigation Trustee of the Vista  
Litigation Trust*

**ANNEX A**

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

In re:  VISTA PROPPANTS AND LOGISTICS, LLC, et al.,  <div style="text-align: right;">Debtors.<sup>1</sup></div>	§ § § § § § §	Chapter 11  Case No. 20-42002-ELM-11  (Jointly Administered)
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**FIRST REQUEST FOR PRODUCTION OF DOCUMENTS BY THE LITIGATION  
TRUSTEE OF VISTA LITIGATION TRUST TO THE REORGANIZED DEBTORS**

Ankura Trust Company, LLC, in its capacity as Litigation Trustee of the Vista Litigation Trust (the “Litigation Trustee”) serves the following First Request for Production of Documents (the “Document Requests”) in connection with the *Motion of the Litigation Trustee of the Vista Litigation Trust for an Order, Pursuant to Section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2004 and Local Bankruptcy Rule 2004-1, Directing the Production of Documents* (the “Motion”) filed with the United States Bankruptcy Court for the Northern District of Texas (the “Court”) and for all other purposes permitted by the Rules of Court. The Litigation Trustee hereby demands that the above-captioned debtors (the “Reorganized Debtors”) provide responses and produce documents in response to these requests by delivering all such responsive documents to the office of Kilpatrick, Townsend & Stockton LLP, 2001 Ross Avenue, 44<sup>th</sup> Floor, Dallas, Texas, 75201, Attn: Patrick Carew or to a mutually agreeable alternative location, on a rolling basis, completing no later than April 13, 2021, or such other date as the parties may agree.

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<sup>1</sup> 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); VPROP Operating, LLC (0269); Lonestar Prospects Management, L.L.C. (8451); MAALT Specialized Bulk, LLC (2001); Denetz Logistics, LLC (8177); Lonestar Prospects, Ltd. (4483); and MAALT, LP (5198). The location of the Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119-4219.

## **DEFINITIONS**

*For the purposes of these Document Requests, any terms not defined below shall have the meaning ascribed to such terms in the Motion.*

- a. “Affiliate” has the meaning ascribed to such term in section 101(2) of the Bankruptcy Code.
- b. “All,” “each” and “any” shall be construed to mean all, each, every, and any.
- c. “And” and “or” shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside of its scope.
- d. “Ares” means Ares Capital Corporation.
- e. “Ares Credit Agreement” means the Senior Secured Credit Agreement dated March 1, 2017 among Lonestar Prospects, Ltd. as the Borrower, Ares, as Administrative Agent, and the Lenders party thereto.
- f. “Bankruptcy Code” means Title 11 of the United States Code entitled “Bankruptcy,” as now and hereafter in effect, or any successor statute.
- g. “Board of Directors” means the board of directors, including any committees or subcommittees of such board, of any Debtor.
- h. “Communication” is a subset of “document” and means the transmittal of information (in the form of facts, ideas, inquiries, or otherwise) and, with respect to oral communications, includes any document evidencing the date, participants, subject matter, and content of any such oral communication, including, but not limited to, transcripts, minutes, notes, audio, video, and electronic recordings, telephone records, and calendar entries.
- i. “Concerning,” “regarding,” “relating to,” and “reflecting” mean having any relationship or connection to, concerning, relating to, related to, being connected to, commenting on, responding to, containing, constituting, showing, memorializing, describing, analyzing, reflecting, pertaining to, compromising, identifying, involving, discussing, evidencing, or otherwise establishing a reasonable, logical, or causal connection.
- j. “Debtors” or “Reorganized Debtors” means all or each of Vista Proppants, VPROP Operating, LLC, Lonestar Prospects Management, L.L.C., MAALT Specialized Bulk, LLC, Denetz Logistics, LLC, Lonestar Prospects, Ltd., and MAALT, L.P., and any Affiliates, advisors, agents, attorneys, accountants, consultants, officers, directors, employees, experts, investment bankers, professionals, representatives, and other Persons

acting, or who have acted, on behalf of the foregoing entities or individuals referenced in this definition, including Alvarez & Marsal North America, LLC when acting, or who have acted on behalf of the Debtors in any capacity.

- k. “Document” is defined to be synonymous in meaning and equal in scope to the usage of this term in Federal Rule of Civil Procedure 34(a), made applicable to this proceeding by Rule 7034 of the Federal Rules of Bankruptcy Procedure, including but not limited to, any kind of written, audio, or graphic matter, however produced or reproduced, whether or not sent or received, including, but not limited to, writings, communications, contracts, reports, lists, presentations, pro formas, analyses, spreadsheets, correspondence, memoranda, e-mail and electronically stored documents, recordings, telephone records, notes, charts, graphs, drawings, photographs, telephone records, voice mail, audio and video recordings, data compilations, computer databases, records, and any information generated or stored in electronic form. In producing any document in response to any of the Document Requests, you shall produce (i) all drafts of any responsive documents, and (ii) all marked, annotated, or non-identical copies of any responsive documents.
- l. “FR Sands” means FR Sands Holdings, LLC.
- m. “Future New Deal” means Future New Deal, Ltd.
- n. “GHMR” means GHMR Operations, L.L.C.
- o. “Humphreys” means collectively, Gary B. Humphreys, an individual; GBH Properties, LLC; and GHMR.
- p. “Humphreys/Robertson Entities” means collectively, (i) any and all entities in which Humphreys, Robertson, or both collectively owned at any time since June 9, 2016 at least 10% of such entity’s equity; (ii) any entity affiliated with Humphreys and/or Robertson; and (iii) any entity related in any way to Humphreys and/or Robertson.
- q. “Including” means “including but not limited to.”
- r. “Insider” has the meaning set forth in Section 101(31) of the Bankruptcy Code.
- s. “KCM Enterprises” means KCM Enterprises, LP.
- t. “Lender” or “Lenders” means (i) any holder of an interest in the loans made under the Ares Credit Agreement, as from time to time amended (or amended and restated), and (ii) any holder of an interest in the loans made under the PlainsCapital Loan Agreement.

- u. “M&J Partnership” means M&J Partnership, Ltd.
- v. “Person” means a natural person or any corporation, partnership, association, joint venture, firm, or other business enterprise or legal entity, and includes both the singular and the plural.
- w. “Petition Date” means June 9, 2020.
- x. “PlainsCapital Loan Agreement” means (as from time to time amended) that Amended and Restated Loan Agreement, dated January 12, 2018, among Lonestar Prospects, Ltd., Lonestar Prospects Holding Company, L.L.C., Humphreys, Robertson, and PlainsCapital Bank.
- y. “Plan of Reorganization” means Debtors’ Fourth Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code.
- z. “Post-Transaction Vista Members” means Lonestar Prospects Holding Company, L.L.C., FR Sand, Future New Deal, Ltd., M&J Partnership, Humphreys, Robertson, and Tim Probert.
- aa. “Robertson” means collectively, Martin W. Robertson, an individual; M&J Partnership; and 4 Robertson Ranch, LLC.
- bb. “Sikes Parties” means collectively, RJS Holdings, LLC, KCM Enterprises, LP, and R. J. Sikes.
- cc. “Vista Proppants” means Vista Proppants and Logistics, LLC.
- dd. “You” or “your” means the Debtors and Reorganized Debtors as defined above.
- ee. Any capitalized term or phrase not defined herein shall have the definition or meaning set out in the Disclosure Statement or the Plan of Reorganization, and if not defined therein, in the Bankruptcy Code.

### **INSTRUCTIONS**

1. These Document Requests are continuing requests pursuant to Federal Rule of Civil Procedure 26(e) and the applicable Federal Rules of Bankruptcy Procedure. You shall supplement any production of documents made in response to any of the following Document Requests and produce promptly any and all responsive documents that are received, discovered, or created after any of your responses to these Document Requests, or that are otherwise within

your possession, custody, or control (or within the possession, custody, or control of anyone acting on your behalf).

2. These Document Requests apply to all documents in your possession, custody, or control, and include documents, wherever located, within the possession, custody, or control of your advisors, Affiliates, agents, attorneys, accountants, consultants, employees, experts, investment bankers, representatives, subsidiaries, and other Persons acting or who have acted on behalf of the foregoing entities or individuals referenced in this instruction.

3. If you object to any part of any of the Document Requests, you shall produce all documents that are responsive to the portions of any of the Document Requests to which the objection does not apply.

4. If any documents are withheld from production on the alleged grounds of privilege or immunity (whether under common law, statute, or otherwise), you shall comply with Federal Rule of Civil Procedure 26(b)(5), and you shall identify each document withheld from production in a written privilege log that provides: (a) the identity of each Person who prepared and/or signed the document; (b) the identity of each Person designated as an addressee; (c) the identity of each Person who received any copy of the document; (d) the date of the document; (e) the subject matter of the document; (f) the type or nature of the document; and (g) the basis for withholding the document.

5. If a document contains both privileged and non-privileged material, the non-privileged material must be disclosed to the fullest extent possible without thereby disclosing the privileged material. If a privilege is asserted with regard to part of the material contained in a document, the party claiming the privilege must clearly indicate the portions as to which the privilege is claimed. When a document has been redacted or altered in any fashion, identify as to

each document the reason for the redaction or alteration, the date of the redaction or alteration, and the Person performing the redaction or alteration. Any redaction must be clearly visible on the redacted documents.

6. In the event that any document called for by these Document Requests has been destroyed or discarded, that document is to be identified in writing by stating: (a) any address or any addressee; (b) any indicated or blind copies; (c) the document's date, subject matter, number of pages, and attachments or appendices; (d) all Persons to whom the document was distributed, shown, or explained; (e) its date of destruction or discard, manner of destruction or discard, and reason for destruction or discard; (f) the Persons who authorized and carried out such destruction or discard; and (g) whether any copies of the document presently exist and, if so, the name of the custodian of each copy.

7. Any copy of a document that varies in any way whatsoever from the original or from any other copy of the document, whether by reason of any handwritten mark or other notation or any omission, shall constitute a separate document and must be produced, whether or not the original of such a document is within your possession, custody, or control. A request for any document shall be deemed to include a request for all drafts thereof, and all revisions and modifications thereto, including any red-lined versions or document comparisons, in addition to the document itself. Each document is to be produced in its entirety, without abbreviation or expurgation.

8. In producing documents, all documents that are physically attached to each other when located for production shall be left so attached. Documents that are segregated or separated from other documents, whether by inclusion of binders, files, subfiles, or by use of dividers, tabs, or any other method, shall be left so segregated or separated when produced in

response to these Document Requests. If no document exists that is responsive to a particular request, you shall so state in writing.

9. The dates covered by these Document Requests are January 1, 2016 through the date hereof, unless otherwise specified.

## **DOCUMENT REQUESTS**

### **REQUEST NO. 1**

All minutes, including drafts thereof, from any meeting of any of the Debtors' Board of Directors or similar governing body, or any committee, including any audit committee, special committee or subcommittee thereof, including any resolutions and unanimous written consents dated on or after January 1, 2016 and any minutes, resolutions and unanimous written consents dated prior to January 1, 2016 regarding any agreements, contracts, and leases entered into by the Debtors with Humphreys, Robertson and/or the Humphreys/Robertson Entities pursuant to which the Debtors made payments to Humphreys, Robertson and/or the Humphreys/Robertson Entities on or after June 9, 2016.

### **REQUEST NO. 2**

All notes taken by any Person who attended (whether in person, telephonically, electronically, by video link or videoconference, or in any other manner) any meeting of the Debtors' Board of Directors or similar governing body, or any committee, special committee or subcommittee thereof since January 1, 2016.

### **REQUEST NO. 3**

All Communications and Documents (other than the "Loan Documents" as defined in the November 9, 2017 Amended and Restated Senior Secured Credit Agreement referenced below in clause (c) of this Request) relating to the buy-out in November 2017 of the direct and indirect

equity interests held by the Sikes Parties in Lonestar Prospects Holding Company, L.L.C. and/or Vista Proppants, including:

- a) Communications and discussions with Ares about the buy-out;
- b) any purchase agreements;
- c) disbursement instructions;
- d) Communications and Documents regarding the decision to rescind the agreement under which KCM Enterprises acquired its interests in Lonestar Holding;
- e) Communications and Documents directing or evidencing the flow of the proceeds of the \$85,000,000 of new loans (the "New Loans") made under the November 9, 2017 Amended and Restated Senior Secured Credit Agreement among Vista Proppants, as Parent, VPROP Operating, LLC, as Borrower, Ares, as Administrative Agent, and the Lenders party thereto that served as a portion of the cash consideration paid for the equity interests of the Sikes Parties;
- f) minutes, resolutions and unanimous written consents;
- g) Communications and Documents reflecting or evidencing the manner in which the distribution of such loan proceeds was accounted for by the Debtors relative to the Post-Transaction Vista Members;
- h) Communications and Documents reflecting or evidencing the sources of the balance of the cash consideration paid to buy out the equity interests of the Sikes Parties, including but not limited to the determination of whether FR Sands would be required to put up additional cash or consideration to facilitate the transaction;
- i) Communications and Documents reflecting or evidencing the determination of whether FR Sands would acquire a right to participate in equity, profits, or distributions of the Tolar mine.
- j) Communications and Documents showing how the respective percentage membership interests of the Post-Transaction Vista Members in Vista Proppants, immediately after the buyout was consummated, were determined, including what portion of FR Sands' interest was attributable to the distribution of the proceeds of the New Loans and what portion was attributable to new equity purchased by FR Sands from Vista Proppants; and
- k) valuations of the Debtors.

**REQUEST NO. 4**

All Communications and Documents regarding distributions to GHMR pursuant to the Series A Preferred shares of the Debtors since January 1, 2017.

**REQUEST NO. 5**

All Communications and Documents regarding the purpose for the buy-out and for seeking to end R. J. Sikes' involvement in the management or operations of the Debtors.

**REQUEST NO. 6**

All Communications and Documents referring to "insider" or "related party" payments or identification of any "insider" or "related party", including but not limited to any information provided to Debtors' financial advisor or Lenders.

**REQUEST NO. 7**

All Communications and Documents reflecting any agreements, contracts, and leases by and between any of the Debtors and Humphreys, Robertson, and/or the Humphreys/Robertson Entities, including, but not limited to, (i) Cowboy Up Aviation, LLC, (ii) Evolution Fleet Services, LLC, (iii) GBH Properties LLC, (iv) GHMR II, (v) GHMR, (vi) M&J Partnership, (vii) Tex Jet, LLC, and (viii) 4 Robertson Ranch, LLC.

**REQUEST NO. 8**

All Communications and Documents concerning the value of the Debtors or any of their assets that were prepared on or after January 1, 2016, including any appraisals.

**REQUEST NO. 9**

A list of all Humphreys/Robertson Entities with which the Debtors transacted business and to which the Debtors made any transfers on or after June 9, 2016.

**REQUEST NO. 10**

All Communications and Documents reflecting all bonuses or distributions, including but not limited to any completion bonus, to Humphreys, Robertson, and the Humphreys/Robertson Entities paid by the Debtors on or after June 9, 2016.

**REQUEST NO. 11**

All Communications and Documents reflecting any transfer or sale of any interest in any real property to Humphreys, Robertson, or the Humphreys/Robertson Entities on or after June 9, 2016.

**REQUEST NO. 12**

All Communications and Documents, including but not limited to or from any financial institutions, reflecting any and all transfers and the bases for such transfers made by the Debtors to Humphreys, Robertson, and the Humphreys/Robertson Entities, including, but not limited to, (i) Cowboy Up Aviation, LLC, (ii) Evolution Fleet Services, LLC, (iii) GBH Properties LLC, (iv) GHMR II, (v) GHMR, (vi) M&J Partnership, (vii) Tex Jet, LLC, and (viii) 4 Robertson Ranch, LLC.

**REQUEST NO. 13**

All Communications and Documents reflecting any transfer or sale by the Debtors of any entity or more than 10% of the interests in any entity to Humphreys, Robertson or the Humphreys/Robertson Entities.

**REQUEST NO. 14**

All Communications and Documents regarding the creation of the Debtors and all investments into the Debtors through the Petition Date, including Documents reflecting all payments and distributions made in connection with any entity's investment into the Debtors.

**REQUEST NO. 15**

All Documents demonstrating who holds the ownership of partnership interests in Future New Deal, including the amount or percentage of such held ownership, as of November 1, 2017.

**REQUEST NO. 16**

All Documents demonstrating who holds the ownership of partnership interests in M&J Partnership, including the amount or percentage of such held ownership, as of November 1, 2017.

**REQUEST NO. 17**

All Documents sufficient to establish who were the principals of (a) Future New Deal, and (b) M&J Partnership as of November 1, 2017.

**REQUEST NO. 18**

All Documents relating to or reflecting any valuation analyses and/or valuation reports, fairness opinions, solvency opinions, asset valuations, and solvency of the Debtors, including any methodology used to determine same, prepared by the Debtors, their advisors, and/or the Debtors' equity holders from January 1, 2016 through November 6, 2020.

**REQUEST NO. 19**

All Communications and Documents reflecting the Debtors' monthly, quarterly and annual financials, including drafts thereof, as well as audited and unaudited versions.

**REQUEST NO. 20**

All Communications with any bank or lender regarding the Debtors' financial condition or compliance with a financial covenant.

**REQUEST NO. 21**

All Documents relating to or reflecting any discounted cash flow analysis of the Debtors after January 1, 2016, including any documents concerning the calculation by the Debtors of projections of future revenues, adjusted EBITDA, EDIT, depreciation and amortization, capital expenditures, net working capital, and unlevered free cash flow for use in discounted cash flow valuations of the Debtors as of any date subsequent to January 1, 2016.

**REQUEST NO. 22**

All Documents relating to or reflecting the Debtors' forecasts, including, but not limited to, asset appraisals, liquidity forecasts, cash-flow projections, business plan projections through 2022, cash receipts and disbursements analyses, income statements, balance sheets, and statements of cash flows.

**REQUEST NO. 23**

All Communications sent and received by the Debtors' current and former directors and officers from January 1, 2016 through the Petition Date regarding Request Nos. 18-22.

Dated: March 5, 2021  
Dallas, Texas

*/s/ Patrick J. Carew*

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**KILPATRICK TOWNSEND & STOCKTON LLP**

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– and –

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*Counsel to Ankura Trust Company, LLC, solely in its  
capacity as Litigation Trustee of the Vista Litigation  
Trust*

**ANNEX B**

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

In re:  VISTA PROPPANTS AND LOGISTICS, LLC, et al.,  <div style="text-align: right;">Reorganized Debtors.<sup>1</sup></div>	§ § § § § § §	Chapter 11  Case No. 20-42002-ELM-11  (Jointly Administered)
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**FIRST REQUEST FOR PRODUCTION OF DOCUMENTS BY THE LITIGATION  
TRUSTEE FOR THE VISTA LITIGATION TRUST TO GARY HUMPHREYS**

Ankura Trust Company, LLC, in its capacity as Litigation Trustee of the Vista Litigation Trust (the “Litigation Trustee”) serves the following First Request for Production of Documents (the “Document Requests”) in connection with the *Motion of the Litigation Trustee of the Vista Litigation Trust for an Order, Pursuant to Section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2004 and Local Bankruptcy Rule 2004-1, Directing the Production of Documents* (the “Motion”) filed with the United States Bankruptcy Court for the Northern District of Texas (the “Court”) and for all other purposes permitted by the Rules of Court. The Litigation Trustee hereby demands that Gary Humphreys provide responses and produce documents in response to these requests by delivering all such responsive documents to the office of Kilpatrick, Townsend & Stockton LLP, 2001 Ross Avenue, 44<sup>th</sup> Floor, Dallas, Texas, 75201, Attn: Patrick Carew or to a mutually agreeable alternative location, on a rolling basis, completing no later than April 13, 2021, or such other date as the parties may agree.

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<sup>1</sup> 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); VPROP Operating, LLC (0269); Lonestar Prospects Management, L.L.C. (8451); MAALT Specialized Bulk, LLC (2001); Denetz Logistics, LLC (8177); Lonestar Prospects, Ltd. (4483); and MAALT, LP (5198). The location of the Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119-4219.

## **DEFINITIONS**

*For the purposes of these Document Requests, any terms not defined below shall have the meaning ascribed to such terms in the Motion.*

- a. “Affiliate” has the meaning ascribed to such term in section 101(2) of the Bankruptcy Code.
- b. “All,” “each” and “any” shall be construed to mean all, each, every, and any.
- c. “And” and “or” shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside of its scope.
- d. “Bankruptcy Code” means Title 11 of the United States Code entitled “Bankruptcy,” as now and hereafter in effect, or any successor statute.
- e. “Communication” is a subset of “document” and means the transmittal of information (in the form of facts, ideas, inquiries, or otherwise) and, with respect to oral communications, includes any document evidencing the date, participants, subject matter, and content of any such oral communication, including, but not limited to, transcripts, minutes, notes, audio, video, and electronic recordings, telephone records, and calendar entries.
  - a. “Concerning,” “regarding,” “relating to,” and “reflecting” mean having any relationship or connection to, concerning, relating to, related to, being connected to, commenting on, responding to, containing, constituting, showing, memorializing, describing, analyzing, reflecting, pertaining to, compromising, identifying, involving, discussing, evidencing, or otherwise establishing a reasonable, logical, or causal connection.
  - b. “Debtors” or “Reorganized Debtors” means all or each of Vista Proppants and Logistics, LLC, VPROP Operating, LLC, Lonestar Prospects Management, L.L.C., MAALT Specialized Bulk, LLC, Denetz Logistics, LLC, Lonestar Prospects, Ltd., and MAALT, L.P., and any Affiliates, advisors, agents, attorneys, accountants, consultants, officers, directors, employees, experts, investment bankers, professionals, representatives, and other Persons acting, or who have acted, on behalf of the foregoing entities or individuals referenced in this definition, including Alvarez & Marsal North America, LLC when acting, or who have acted on behalf of the Debtors in any capacity.
- f. “Document” is defined to be synonymous in meaning and equal in scope to the usage of this term in Federal Rule of Civil Procedure 34(a), made applicable to this proceeding by Rule 7034 of the Federal Rules of

Bankruptcy Procedure, including but not limited to, any kind of written, audio, or graphic matter, however produced or reproduced, whether or not sent or received, including, but not limited to, writings, communications, contracts, reports, lists, presentations, pro formas, analyses, spreadsheets, correspondence, memoranda, e-mail and electronically stored documents, recordings, telephone records, notes, charts, graphs, drawings, photographs, telephone records, voice mail, audio and video recordings, data compilations, computer databases, records, and any information generated or stored in electronic form. In producing any document in response to any of the Document Requests, you shall produce (i) all drafts of any responsive documents, and (ii) all marked, annotated, or non-identical copies of any responsive documents.

- g. “First Reserve” means all or each of First Reserve Corporation, FR Sand, LLC, FR Sands Holdings, LLC and any Affiliates, advisors, agents, attorneys, accountants, consultants, officers, directors, employees, experts, investment bankers, professionals, representatives, and other Persons acting, or who have acted, on behalf of the foregoing entities or individuals referenced in this definition.
- h. “Humphreys” means collectively, Gary B. Humphreys, an individual.
- i. “Humphreys Entities” means collectively, (i) any and all entities in which Humphreys owned at any time since June 9, 2016 at least 10% of such entity’s equity, including, but not limited to, (a) Cowboy Up Aviation, LLC, (b) GBH Properties LLC, (c) GHMR II, and (d) GHMR Operations, LLC; (ii) any entity affiliated with Humphreys; and (iii) any entity related in any way to Humphreys.
- j. “Including” means “including but not limited to.”
- k. “Person” means a natural person or any corporation, partnership, association, joint venture, firm, or other business enterprise or legal entity, and includes both the singular and the plural.
- l. “Petition Date” means June 9, 2020.
- m. “Robertson” means collectively, Martin W. Robertson, an individual.
- n. “Robertson Entities” means collectively (i) any and all entities in which Robertson owned at any time since June 9, 2016 at least 10% of such entity’s equity, including, but not limited to, (a) Evolution Fleet Services, LLC, (b) GHMR II, (c) GHMR Operations, LLC, (d) M&J Partnership, Ltd., (e) Tex Jet, LLC; and (f) 4 Robertson Ranch, LLC; (ii) any entity affiliated with Robertson; and (iii) any entity related in any way to Robertson.
- o. “You” or “your” means Humphreys as defined above.

- p. Any capitalized term or phrase not defined herein shall have the definition or meaning set out in the Disclosure Statement or the Plan of Reorganization, and if not defined therein, in the Bankruptcy Code.

### **INSTRUCTIONS**

1. These Document Requests are continuing requests pursuant to Federal Rule of Civil Procedure 26(e) and the applicable Federal Rules of Bankruptcy Procedure. You shall supplement any production of documents made in response to any of the following Document Requests and produce promptly any and all responsive documents that are received, discovered, or created after any of your responses to these Document Requests, or that are otherwise within your possession, custody, or control (or within the possession, custody, or control of anyone acting on your behalf).

2. These Document Requests apply to all documents in your possession, custody, or control, and include documents, wherever located, within the possession, custody, or control of your advisors, Affiliates, agents, attorneys, accountants, consultants, employees, experts, investment bankers, representatives, subsidiaries, and other Persons acting or who have acted on behalf of the foregoing entities or individuals referenced in this instruction.

3. If you object to any part of any of the Document Requests, you shall produce all documents that are responsive to the portions of any of the Document Requests to which the objection does not apply.

4. If any documents are withheld from production on the alleged grounds of privilege or immunity (whether under common law, statute, or otherwise), you shall comply with Federal Rule of Civil Procedure 26(b)(5), and you shall identify each document withheld from production in a written privilege log that provides: (a) the identity of each Person who prepared and/or signed the document; (b) the identity of each Person designated as an addressee; (c) the identity of each Person who received any copy of the document; (d) the date of the document; (e)

the subject matter of the document; (f) the type or nature of the document; and (g) the basis for withholding the document.

5. If a document contains both privileged and non-privileged material, the non-privileged material must be disclosed to the fullest extent possible without thereby disclosing the privileged material. If a privilege is asserted with regard to part of the material contained in a document, the party claiming the privilege must clearly indicate the portions as to which the privilege is claimed. When a document has been redacted or altered in any fashion, identify as to each document the reason for the redaction or alteration, the date of the redaction or alteration, and the Person performing the redaction or alteration. Any redaction must be clearly visible on the redacted documents.

6. In the event that any document called for by these Document Requests has been destroyed or discarded, that document is to be identified in writing by stating: (a) any address or any addressee; (b) any indicated or blind copies; (c) the document's date, subject matter, number of pages, and attachments or appendices; (d) all Persons to whom the document was distributed, shown, or explained; (e) its date of destruction or discard, manner of destruction or discard, and reason for destruction or discard; (f) the Persons who authorized and carried out such destruction or discard; and (g) whether any copies of the document presently exist and, if so, the name of the custodian of each copy.

7. Any copy of a document that varies in any way whatsoever from the original or from any other copy of the document, whether by reason of any handwritten mark or other notation or any omission, shall constitute a separate document and must be produced, whether or not the original of such a document is within your possession, custody, or control. A request for any document shall be deemed to include a request for all drafts thereof, and all revisions and

modifications thereto, including any red-lined versions or document comparisons, in addition to the document itself. Each document is to be produced in its entirety, without abbreviation or expurgation.

8. In producing documents, all documents that are physically attached to each other when located for production shall be left so attached. Documents that are segregated or separated from other documents, whether by inclusion of binders, files, subfiles, or by use of dividers, tabs, or any other method, shall be left so segregated or separated when produced in response to these Document Requests. If no document exists that is responsive to a particular request, you shall so state in writing.

9. The dates covered by these Document Requests are January 1, 2016 through the date hereof, unless otherwise specified.

### **DOCUMENT REQUESTS**

#### **REQUEST NO. 1**

All Communications and Documents reflecting any agreements, contracts, and leases by and between any of the Debtors and You and/or any entity owned by, affiliated with or related to You, including the Humphreys Entities, Robertson and the Robertson Entities, that were in effect on or any time after June 9, 2016.

#### **REQUEST NO. 2**

A list of all entities, including the Humphries Entities, owned by, affiliated with or related to You with which the Debtors transacted business and/or to which the Debtors made any transfers on or after June 9, 2016.

**REQUEST NO. 3**

All Communications and Documents reflecting any and all transfers and the bases for such transfers, including all Insider payments disclosed on the Debtors' schedules and statements of financial affairs, made on or after June 9, 2016 by the Debtors to You, the Humphreys Entities, Robertson and the Robertson Entities.

**REQUEST NO. 4**

All Communications and Documents reflecting any transfer or sale by the Debtors of any entity or more than 10% of the interests in any entity to Humphreys, the Humphreys Entities, Robertson and the Robertson Entities.

**REQUEST NO. 5**

All Communications and Documents reflecting all bonuses or distributions to Humphreys, the Humphreys Entities, Robertson and the Robertson Entities paid by the Debtors on or after June 9, 2016.

**REQUEST NO. 6**

All Communications and Documents reflecting any transfer or sale of any real property or any interest in real property to Humphreys, the Humphreys Entities, Robertson and the Robertson Entities on or after June 9, 2016.

**REQUEST NO. 7**

All Communications and Documents reflecting all bonuses, distributions and equity interests received by Humphreys, the Humphreys Entities, Robertson and the Robertson Entities from First Reserve on or after June 9, 2016.

**REQUEST NO. 8**

All Communications and Documents regarding the creation of the Debtors and all investments into the Debtors through the Petition Date, including Documents reflecting all payments and distributions made to Humphreys, the Humphreys Entities, Robertson and the Robertson Entities in connection with any entity's investment into the Debtors.

**REQUEST NO. 9**

All Communications and Documents regarding the disbursements by the Debtors of approximately \$85 million in connection with the buy-out of the direct and indirect interests of R.J. Sikes and/or entities and Persons affiliated with or otherwise related to R.J. Sikes in Vista Proppants and Logistics, LLC by the other members of Vista Proppants and Logistics, LLC, including transfers made by Humphreys and/or the Humphreys Entities of any funds received from the Debtors in connection with same.

Dated: March 5, 2021  
Dallas, Texas

*/s/ Patrick J. Carew*

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*Counsel to Ankura Trust Company, LLC, solely in its  
capacity as Litigation Trustee of the Vista Litigation  
Trust*

**ANNEX C**

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

In re:  VISTA PROPPANTS AND LOGISTICS, LLC, et al.,  <div style="text-align: right;">Reorganized Debtors.<sup>1</sup></div>	§ § § § § § §	Chapter 11  Case No. 20-42002-ELM-11  (Jointly Administered)
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**FIRST REQUEST FOR PRODUCTION OF DOCUMENTS BY THE LITIGATION  
TRUSTEE OF THE VISTA LITIGATION TRUST TO MARTIN ROBERTSON**

Ankura Trust Company, LLC, in its capacity as Litigation Trustee of the Vista Litigation Trust (the “Litigation Trustee”) serves the following First Request for Production of Documents (the “Document Requests”) in connection with the *Motion of the Litigation Trustee of the Vista Litigation Trust for an Order, Pursuant to Section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2004 and Local Bankruptcy Rule 2004-1, Directing the Production of Documents* (the “Motion”) filed with the United States Bankruptcy Court for the Northern District of Texas (the “Court”) and for all other purposes permitted by the Rules of Court. The Litigation Trustee hereby demands that Martin Robertson provide responses and produce documents in response to these requests by delivering all such responsive documents to the office of Kilpatrick, Townsend & Stockton LLP, 2001 Ross Avenue, 44<sup>th</sup> Floor, Dallas, Texas, 75201, Attn: Patrick Carew or to a mutually agreeable alternative location, on a rolling basis, completing no later than April 13, 2021, or such other date as the parties may agree.

**DEFINITIONS**

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<sup>1</sup> 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); VPROP Operating, LLC (0269); Lonestar Prospects Management, L.L.C. (8451); MAALT Specialized Bulk, LLC (2001); Denetz Logistics, LLC (8177); Lonestar Prospects, Ltd. (4483); and MAALT, LP (5198). The location of the Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119-4219.

***For the purposes of these Document Requests, any terms not defined below shall have the meaning ascribed to such terms in the Motion.***

- c. “Affiliate” has the meaning ascribed to such term in section 101(2) of the Bankruptcy Code.
- d. “All,” “each” and “any” shall be construed to mean all, each, every, and any.
- e. “And” and “or” shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside of its scope.
- f. “Bankruptcy Code” means Title 11 of the United States Code entitled “Bankruptcy,” as now and hereafter in effect, or any successor statute.
- g. “Communication” is a subset of “document” and means the transmittal of information (in the form of facts, ideas, inquiries, or otherwise) and, with respect to oral communications, includes any document evidencing the date, participants, subject matter, and content of any such oral communication, including, but not limited to, transcripts, minutes, notes, audio, video, and electronic recordings, telephone records, and calendar entries.
- h. “Concerning,” “regarding,” “relating to,” and “reflecting” mean having any relationship or connection to, concerning, relating to, related to, being connected to, commenting on, responding to, containing, constituting, showing, memorializing, describing, analyzing, reflecting, pertaining to, compromising, identifying, involving, discussing, evidencing, or otherwise establishing a reasonable, logical, or causal connection.
- i. “Debtors” or “Reorganized Debtors” means all or each of Vista Proppants and Logistics, LLC, VPROP Operating, LLC, Lonestar Prospects Management, L.L.C., MAALT Specialized Bulk, LLC, Denetz Logistics, LLC, Lonestar Prospects, Ltd., and MAALT, L.P., and any Affiliates, advisors, agents, attorneys, accountants, consultants, officers, directors, employees, experts, investment bankers, professionals, representatives, and other Persons acting, or who have acted, on behalf of the foregoing entities or individuals referenced in this definition, including Alvarez & Marsal North America, LLC when acting, or who have acted on behalf of the Debtors in any capacity.
- j. “Document” is defined to be synonymous in meaning and equal in scope to the usage of this term in Federal Rule of Civil Procedure 34(a), made applicable to this proceeding by Rule 7034 of the Federal Rules of Bankruptcy Procedure, including but not limited to, any kind of written, audio, or graphic matter, however produced or reproduced, whether or not

sent or received, including, but not limited to, writings, communications, contracts, reports, lists, presentations, pro formas, analyses, spreadsheets, correspondence, memoranda, e-mail and electronically stored documents, recordings, telephone records, notes, charts, graphs, drawings, photographs, telephone records, voice mail, audio and video recordings, data compilations, computer databases, records, and any information generated or stored in electronic form. In producing any document in response to any of the Document Requests, you shall produce (i) all drafts of any responsive documents, and (ii) all marked, annotated, or non-identical copies of any responsive documents.

- k. “First Reserve” means all or each of First Reserve Corporation, FR Sand, LLC, FR Sands Holdings, LLC, and any Affiliates, advisors, agents, attorneys, accountants, consultants, officers, directors, employees, experts, investment bankers, professionals, representatives, and other Persons acting or who have acted, on behalf of the foregoing entities or individuals referenced in this definition.
- l. “Humphreys” means collectively, Gary B. Humphreys, an individual.
- m. “Humphreys Entities” means collectively, (i) any and all entities in which Humphreys owned at any time since June 9, 2016 at least 10% of such entity’s equity, including, but not limited to, (a) Cowboy Up Aviation, LLC, (b) GBH Properties LLC, (c) GHMR II, and (d) GHMR Operations, LLC; (ii) any entity affiliated with Humphreys; and (iii) any entity related in any way to Humphreys.
- n. “Including” means “including but not limited to.”
- o. “Person” means a natural person or any corporation, partnership, association, joint venture, firm, or other business enterprise or legal entity, and includes both the singular and the plural.
- p. “Petition Date” means June 9, 2020.
- q. “Robertson” means collectively, Martin W. Robertson, an individual.
- r. “Robertson Entities” means collectively (i) any and all entities in which Robertson owned at any time since June 9, 2016 at least 10% of such entity’s equity, including, but not limited to, (a) Evolution Fleet Services, LLC, (b) GHMR II, (c) GHMR Operations, LLC, (d) M&J Partnership, Ltd., (e) Tex Jet, LLC; and (f) 4 Robertson Ranch, LLC; (ii) any entity affiliated with Robertson; and (iii) any entity related in any way to Robertson.
- s. “You” or “your” means Robertson as defined above.

- t. Any capitalized term or phrase not defined herein shall have the definition or meaning set out in the Disclosure Statement or the Plan of Reorganization, and if not defined therein, in the Bankruptcy Code.

### **INSTRUCTIONS**

1. These Document Requests are continuing requests pursuant to Federal Rule of Civil Procedure 26(e) and the applicable Federal Rules of Bankruptcy Procedure. You shall supplement any production of documents made in response to any of the following Document Requests and produce promptly any and all responsive documents that are received, discovered, or created after any of your responses to these Document Requests, or that are otherwise within your possession, custody, or control (or within the possession, custody, or control of anyone acting on your behalf).

2. These Document Requests apply to all documents in your possession, custody, or control, and include documents, wherever located, within the possession, custody, or control of your advisors, Affiliates, agents, attorneys, accountants, consultants, employees, experts, investment bankers, representatives, subsidiaries, and other Persons acting or who have acted on behalf of the foregoing entities or individuals referenced in this instruction.

3. If you object to any part of any of the Document Requests, you shall produce all documents that are responsive to the portions of any of the Document Requests to which the objection does not apply.

4. If any documents are withheld from production on the alleged grounds of privilege or immunity (whether under common law, statute, or otherwise), you shall comply with Federal Rule of Civil Procedure 26(b)(5), and you shall identify each document withheld from production in a written privilege log that provides: (a) the identity of each Person who prepared and/or signed the document; (b) the identity of each Person designated as an addressee; (c) the identity of each Person who received any copy of the document; (d) the date of the document; (e)

the subject matter of the document; (f) the type or nature of the document; and (g) the basis for withholding the document.

5. If a document contains both privileged and non-privileged material, the non-privileged material must be disclosed to the fullest extent possible without thereby disclosing the privileged material. If a privilege is asserted with regard to part of the material contained in a document, the party claiming the privilege must clearly indicate the portions as to which the privilege is claimed. When a document has been redacted or altered in any fashion, identify as to each document the reason for the redaction or alteration, the date of the redaction or alteration, and the Person performing the redaction or alteration. Any redaction must be clearly visible on the redacted documents.

6. In the event that any document called for by these Document Requests has been destroyed or discarded, that document is to be identified in writing by stating: (a) any address or any addressee; (b) any indicated or blind copies; (c) the document's date, subject matter, number of pages, and attachments or appendices; (d) all Persons to whom the document was distributed, shown, or explained; (e) its date of destruction or discard, manner of destruction or discard, and reason for destruction or discard; (f) the Persons who authorized and carried out such destruction or discard; and (g) whether any copies of the document presently exist and, if so, the name of the custodian of each copy.

7. Any copy of a document that varies in any way whatsoever from the original or from any other copy of the document, whether by reason of any handwritten mark or other notation or any omission, shall constitute a separate document and must be produced, whether or not the original of such a document is within your possession, custody, or control. A request for any document shall be deemed to include a request for all drafts thereof, and all revisions and

modifications thereto, including any red-lined versions or document comparisons, in addition to the document itself. Each document is to be produced in its entirety, without abbreviation or expurgation.

8. In producing documents, all documents that are physically attached to each other when located for production shall be left so attached. Documents that are segregated or separated from other documents, whether by inclusion of binders, files, subfiles, or by use of dividers, tabs, or any other method, shall be left so segregated or separated when produced in response to these Document Requests. If no document exists that is responsive to a particular request, you shall so state in writing.

9. The dates covered by these Document Requests are January 1, 2016 through the date hereof, unless otherwise specified.

### **DOCUMENT REQUESTS**

#### **REQUEST NO. 1**

All Communications and Documents reflecting any agreements, contracts, and leases by and between any of the Debtors and You and/or any entity owned by, affiliated with or related to You, including the Robertson Entities, Humphreys and the Humphreys Entities, that were in effect on or any time after June 9, 2016.

#### **REQUEST NO. 2**

A list of all entities, including the Robertson Entities, owned by, affiliated with or related to You with which the Debtors transacted business and/or to which the Debtors made any transfers on or after June 9, 2016.

**REQUEST NO. 3**

All Communications and Documents reflecting any and all transfers and the bases for such transfers, including all Insider payments disclosed on the Debtors' schedule sand statements of financial affairs, made on or after June 9, 2016 by the Debtors to You, the Robertson Entities, Humphreys and the Humphreys Entities.

**REQUEST NO. 4**

All Communications and Documents reflecting any transfer or sale by the Debtors of any entity or more than 10% of the interests in any entity to Robertson, the Robertson Entities, Humphreys and the Humphreys Entities.

**REQUEST NO. 5**

All Communications and Documents reflecting all bonuses or distributions to Robertson, the Robertson Entities, Humphreys and the Humphreys Entities paid by the Debtors on or after June 9, 2016.

**REQUEST NO. 6**

All Communications and Documents reflecting any transfer or sale of any interest in any real property to Robertson, the Robertson Entities, Humphreys and the Humphreys Entities on or after June 9, 2016.

**REQUEST NO. 7**

All Communications and Documents reflecting all bonuses, distributions, and equity interests received by Robertson, the Robertson Entities, Humphreys and the Humphreys Entities from First Reserve on or after June 9, 2016.

**REQUEST NO. 8**

All Communications and Documents, including formation Documents, regarding the creation of the Debtors and all investments into the Debtors through the Petition Date, including Documents reflecting all payments and distributions made to Robertson, the Robertson Entities, Humphreys and the Humphreys Entities in connection with any entity's investment into the Debtors.

**REQUEST NO. 9**

All Communications and Documents regarding the disbursements by the Debtors of approximately \$85 million in connection with the buy-out of the direct and indirect interests of R.J. Sikes and/or entities and Persons affiliated with or otherwise related to R.J. Sikes in Vista Proppants and Logistics, LLC by the other members of Vista Proppants and Logistics, LLC, including transfers made by Robertson and/or the Robertson Entities of any funds received from the Debtors in connection with same.

Dated: March 5, 2021  
Dallas, Texas

*/s/ Patrick J. Carew*

---

**KILPATRICK TOWNSEND & STOCKTON LLP**

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– and –

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*Counsel to Ankura Trust Company, LLC, solely in its  
capacity as Litigation Trustee of the Vista Litigation  
Trust*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 5th day of March 2021, a true and correct copy of the foregoing document was served by electronic transmission upon all parties eligible to receive services through this Court's CM/ECF system and by email, or first class mail where email is unavailable, on the Limited Service List, which includes counsel for the Reorganized Debtors and counsel for the Gary Humphreys and Martin Robertson.

/s/ Patrick J. Carew

Patrick J. Carew