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in its 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.,

Reorganized Debtors.¹

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

**MOTION OF THE LITIGATION TRUSTEE
FOR ORDER EXTENDING CLAIM OBJECTION DEADLINE AND
INITIAL DISTRIBUTION DEADLINE FOR GENERAL UNSECURED CLAIMS**

Ankura Trust Company, LLC (the “Trustee”), as the Litigation Trustee of the Litigation Trust established by the confirmed plan of reorganization (the “Plan”)² of the above-captioned debtors and debtors in possession (collectively, prior to the Effective Date of the Plan, as defined

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: 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 Reorganized Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan (as further identified below).



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below, the “Debtors” and, following the Effective Date of the Plan, the “Reorganized Debtors”), and as Disbursing Agent with respect to General Unsecured Claims under the Plan, moves the Court for entry of an order, substantially in the form attached hereto as **Exhibit A**, extending the Claim Objection Deadline and the Distribution Deadline (each as defined below) by approximately one hundred and twenty (120) days through and including September 2, 2021, pursuant to Sections VI.F.1 and VII.D of the Plan, section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). In support of this Motion, the Trustee respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and paragraph 80 of the Confirmation Order (as defined below). This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

General Background

2. On June 9, 2020, the Debtors commenced these cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Pursuant to an order entered on June 12, 2020 [Dkt. No. 66], the Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

3. On October 28, 2020, the Court entered an order [Dkt. No. 717] (the “Confirmation 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. 682] (as confirmed, the “Plan”). The Plan became effective in accordance with its terms on

November 6, 2020 (the “Effective Date”), at which time the Debtors emerged from chapter 11 as the Reorganized Debtors. *See Notice of Effective Date of 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. 748].

4. Among other things, the Plan provides for the creation of a Litigation Trust for the purpose of prosecuting and liquidating certain causes of action (collectively, the “Litigation Claims”), as well as pursuing an appeal of the order entered by the Court on October 28, 2020 [Dkt. No. 712] (the “Standing Denial Order”) denying the standing sought by the official committee of unsecured creditors (the “Committee”) to pursue certain such Litigation Claims. *See* Plan, § IV.P. Pursuant to the Plan, the trustee of the Litigation Trust (the Litigation Trustee) also shall serve as “the Disbursing Agent under the Plan when making distributions to Class 6 Creditors [holders of General Unsecured Claims].” Plan, Ex. A at 5 (definition of “Disbursing Agent”); *see also* Plan, § IV.P (“The Litigation Trustee shall be deemed the Disbursing Agent under the Plan when making distributions to holders of Litigation Trust Interests and the GUC Cash Settlement.”). Pursuant to the Confirmation Order and the Plan, the Trustee was appointed Litigation Trustee of the Litigation Trust and Disbursing Agent for the General Unsecured Claims. *See* Plan, § IV.P; *Notice of Filing of Amended Plan Supplements*, Ex. 10 [Dkt. No. 612]; Confirmation Order, ¶¶ 2, 43.

The Claim Bar Dates

5. The Debtors filed their Schedules of Assets and Liabilities (collectively, as amended, the “Schedules”) on July 23, 2020. On September 4, 2020, one of the Debtors, Maalt LP, filed an amendment to its Schedules [Maalt, LP Dkt. No. 14].

6. On July 27, 2020, the Court entered the *Order (I) Shortening the Bar Date for Filing Proofs of Claim, (II) Establishing Ramifications for Failure to Timely File Claims, (III) Approving Notice of Shortened Bar Date, and (IV) Approving the Mailing of Notices* [Dkt. No. 288] (the “Bar Date Order”). The Bar Date Order established, among other things, (i) August 31, 2020 as the deadline for persons or entities to file proofs of claim asserting claims, as defined by section 101(5) of the Bankruptcy Code, against the Debtors (each, a “Claim”); and (ii) February 3, 2021 as the deadline for governmental units to file Claims against the Debtors (the “Governmental Bar Date”).

7. Pursuant to the Plan and the Confirmation Order, the deadline to file Claims relating to the rejection of an Executory Contract or Unexpired Lease, unless otherwise provided by Court order, is 30 days after the later of (i) the date of entry of an order (including the Confirmation Order) approving such rejection, (ii) the effective date of such rejection, (iii) the Effective Date, or (iv) the date after the Effective Date of an amendment to the Schedules affecting the Executory Contract or Unexpired Lease (the “Contract Rejection Bar Date”). *See* Plan, § V.C. For Claims that must be filed on or before 30 days after the Effective Date, the Contract Rejection Bar Date was December 7, 2020.

The Claim Objection Deadline and the Distribution Deadline

8. The Plan provides that the Litigation Trustee has authority to file, litigate, and settle objections to General Unsecured Claims. Plan, § VII.A. Under the Plan, all objections to Claims must be filed on or before the date that is 180 days after the Effective Date, unless a later date is fixed by order of the Court (the “Claim Objection Deadline”). *See* Plan, § VII.D. The Claim Objection Deadline currently is May 5, 2021.

9. In addition, the Plan requires the Trustee, as Disbursing Agent, to make an initial *pro rata* cash distribution to each holder of an Allowed General Unsecured Claim (other than Term

Loan Lender Class 6 Creditors) within 180 days of the Effective Date, unless that deadline is extended for cause upon a motion by the Litigation Trustee (the “Distribution Deadline”). Plan, § VI.F.1. The Distribution Deadline currently is May 5, 2021.

RELIEF REQUESTED

10. By this Motion, the Trustee respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”) extending each of the Claim Objection Deadline and the Distribution Deadline, which currently are on May 5, 2021, by an additional 120 days through and including September 2, 2021, pursuant to Sections VI.F.1 and VII.D of the Plan, section 105(a) of the Bankruptcy Code, and Rule 9006(b)(1) of the Bankruptcy Rules.

BASIS FOR RELIEF

11. The Court may extend the Claim Objection Deadline by entry of an order, at its discretion, pursuant to Section VII.D of the Plan. Further, the Court may extend the Distribution Deadline upon motion of the Trustee, for cause, pursuant to Section VI.F.1 of the Plan.

12. The Court also is authorized to extend the Claim Objection Deadline and the Distribution Deadline under Bankruptcy Rule 9006(b)(1) and section 105(a) of the Bankruptcy Code. Bankruptcy Rule 9006(b)(1) permits a bankruptcy court, in its discretion and subject to certain exceptions not relevant here, to enlarge any period of time within which an act is required or allowed to be done, for good cause shown. *See* Fed. R. Bankr. P. 9006(b)(1). In addition, section 105(a) of the Bankruptcy Code grants bankruptcy courts broad authority and discretion to take actions and implement procedures necessary to administer a bankruptcy case. *See* 11 U.S.C. § 105(a) (authorizing the Court to “issue any order . . . that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].”).

13. Although Bankruptcy Rule 9006 does not define “cause,” it has been noted that “courts should be liberal in granting extensions of time sought before the period to act has elapsed, so long as the moving party has not been guilty of negligence or bad faith and the privilege of extension has not been abused.” 10 COLLIER ON BANKRUPTCY ¶ 9006.06[2] (Alan N. Resnick & Henry J. Sommer eds., 16th ed. rev. 2016).

14. Cause exists to grant an extension of the Claim Objection Bar Date for an additional 120 days. Since the Effective Date, the Trustee has diligently pursued its various responsibilities as Litigation Trustee. Given the urgency of the appellate process, the Trustee has focused significant time and effort on pursuing an appeal of the Standing Denial Order, including filing two appellate briefs in support of the appeal. In addition, the Trustee has been engaged in a review of several Litigation Claims that, if successfully prosecuted, may result in the recovery of substantial funds for the beneficiaries of the Litigation Trust. In connection with those efforts, the Trustee filed a motion seeking the production of documents to assist in its evaluation of the Litigation Claims [Dkt. No. 849], and it has been working with the relevant parties to obtain the requested documents and resolve pending issues relating to that request.

15. In light of its efforts with respect to the Litigation Claims, however, the Trustee has not had sufficient time to fully evaluate, reconcile, and resolve the General Unsecured Claims and, where appropriate, to object to such Claims. Although the Trustee has commenced the process of reviewing the General Unsecured Claims, this review is in its early stages. There are nearly 700 General Unsecured Claims on the official claims register prepared and maintained by the Debtors’ claims agent, Kurtzman Carson Consultants LLC, including claims identified in the Debtors’ Schedules. A number of those claims have been filed in recent months, particularly given that the Governmental Bar Date has only recently passed. Without additional time to review the

bases for all of the Claims and litigate or otherwise resolve disputed Claims, the Trustee may be forced to file objections preemptively or allow Claims that would otherwise be objectionable, to the detriment of all other creditors. Accordingly, good and sufficient cause exists to extend the Claim Objection Deadline to permit the orderly and efficient evaluation of the General Unsecured Claims.

16. Further, cause exists to extend the Distribution Deadline as requested. An extension of the Distribution Deadline would allow the Trustee to make the initial cash distribution on qualifying Claims after more Claims have been evaluated and more objections have been pursued, when the total amount of Allowed General Unsecured Claims may be more accurately estimated. With a more accurate estimate, the initial distribution may include a greater percentage of creditors' overall *pro rata* recoveries. This would reduce the administrative burden and expense of more numerous, smaller distributions, as well as the inconvenience to creditors of receiving multiple partial distributions.

17. Courts in this District and other districts routinely grant similar requests to extend claim objection deadlines and distribution deadlines. *See, e.g., In re Taco Bueno Restaurants, Inc.*, No. 18-33678-SGJ-11 (Bankr. N.D. Tex. Feb. 13, 2019) [Dkt. No. 297] (granting 180-day extension of claim objection deadline); *In re Opus West Corp.*, No. 09-34356-HDH-11, 2011 WL 6014384 (Bankr. N.D. Tex. Aug. 26, 2011) (granting extension of distribution deadline through three weeks after order became non-appealable); *see also In re Neighbors Legacy Holdings, Inc.*, No. 18-33836 (MI) (Bankr. S.D. Tex. Oct. 28, 2020) [Dkt. No. 1151] (granting fifth extension of the claim objection deadline for a total extension of over 450 days where the trustee of a litigation trust was responsible for both objecting to claims and pursuing litigation claims); *In re Patriot National, Inc.*, No. 18-10189 (CSS) (Bankr. D. Del. Sept. 4, 2020) [Dkt.

No. 1293] (granting fifth extension of deadline to object to claims for a total extension of over 950 days where litigation trustee was responsible for both claim reconciliation and ongoing litigation); *In re Gymboree Corp.*, No. 17-32986 (KLP) (Bankr. E.D. Va. Mar. 29, 2018) [Dkt. No. 960] (extending claim objection bar date by approximately 279 days).

18. The Trustee submits that the extensions requested herein are (i) reasonable and necessary under the circumstances, (ii) well within the range of extensions granted in comparable chapter 11 cases, and (iii) will not prejudice creditors. On the contrary, failing to grant the requested extensions could result in certain creditors being overpaid for Claims that otherwise should be reduced or disallowed, thereby diluting creditor recoveries on Allowed General Unsecured Claims. Accordingly, the Trustee submits that the relief requested herein inures to the benefit of creditors and parties in interest and should be granted. The Trustee further requests that the Proposed Order be entered without prejudice to its right to seek any further extensions of the Claim Objection Deadline and/or the Distribution Deadline, as appropriate.

NOTICE AND PRIOR REQUEST

19. Notice of this Motion has been provided to (i) the Office of the United States Trustee, (ii) counsel to the Reorganized Debtors, (iii) counsel to the Committee, and (iv) all parties requesting notice under Bankruptcy Rule 2002. In light of the nature of the relief requested, the Trustee submits that no other or further notice need be given.

20. No prior application for the relief sought herein has been made to this or any other Court.

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WHEREFORE, the Trustee respectfully requests that the Court enter an order substantially in the form of the Proposed Order (i) extending the Claim Objection Deadline and the Distribution Deadline through and including September 2, 2021, and (ii) granting such other and further relief as the Court deems appropriate under the circumstances.

Dated: April 5, 2021
Dallas, Texas

/s/ Patrick J. Carew

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

EXHIBIT A

Proposed Order

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

In re:

VISTA PROPPANTS AND LOGISTICS, LLC,
et al.,

Reorganized Debtors.¹

§

§ Chapter 11

§

§ Case No. 20-42002-ELM-11

§

§

§ (Jointly Administered)

§

**ORDER EXTENDING CLAIM OBJECTION DEADLINE
AND INITIAL DISTRIBUTION DEADLINE FOR GENERAL UNSECURED CLAIMS**

Upon the *Motion of the Litigation Trustee for Order Extending Claim Objection Deadline and Initial Distribution Deadline for General Unsecured Claims* (the “Motion”)² filed by Ankura Trust Company, LLC (the “Trustee”), as Litigation Trustee and Disbursing Agent with respect to

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, are: 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 Reorganized Debtors’ service address is 4413 Carey Street, Fort Worth, TX 76119-4219.

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

General Unsecured Claims; the Court having reviewed the Motion; and the Court finding that (i) it has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) proper and adequate notice of the Motion has been given under the circumstances and no other or further notice is necessary; and (iv) upon the record herein and after due deliberation thereon, good and sufficient cause exists for granting the relief requested in the Motion, as set forth herein. Accordingly, **IT IS HEREBY ORDERED** as follows:

1. ORDERED that the Motion is GRANTED; and it is further
2. ORDERED that the Claim Objection Deadline is hereby extended through and including September 2, 2021, without prejudice to the right of the Trustee to seek further extensions of time; and it is further
3. ORDERED that the Distribution Deadline is hereby extended through and including September 2, 2021, without prejudice to the right of the Trustee to seek further extensions of time; and it is further
4. ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from and related to the entry of this Order.

END OF ORDER

Submitted by:

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STOCKTON LLP**

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

CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of April 2021, a true and correct copy of the foregoing document was served by the Reorganized Debtors' claims and noticing agent, Kurtzman Carson Consultants LLC, upon all parties eligible to receive services through electronic mail and first class mail.

/s/ Patrick J. Carew

Patrick J. Carew