Stephen M. Pezanosky
State Bar No. 15881850
Ian T. Peck
State Bar No. 24013306
David L. Staab
State Bar No. 24093194
HAYNES AND BOONE, LLP
301 Commerce Street, Suite 2600
Fort Worth, TX 76102
Telephone: 817.347.6600
Facsimile: 817.347.6650
Email: stephen.pezanosky@haynesboone.com
Email: ian.peck@haynesboone.com
Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

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

In re:	§	Chapter 11
	§	
Vista Proppants and Logistics, LLC,	§	Case No. 20-42002-ELM-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 82-0797817	§	
---	§	
In re:	§	Chapter 11
	§	
VPROP Operating, LLC,	§	Case No. 20-42003-ELM-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 82-3200269	§	
---	§	
In re:	§	
	§	Chapter 11
Lonestar Prospects Management, L.L.C.,	§	
	§	Case No. 20-42004-MXM-11
Debtor.	§	
	§	
Tax I.D. No. 47-4638451	§	
---	§	

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In re:	§	Chapter 11
	§	
MAALT Specialized Bulk, LLC,	§	Case No. 20-42005-ELM-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 45-2732001	§	
---	§	
In re:	§	Chapter 11
	§	
Denetz Logistics, LLC,	§	Case No. 20-42007-MXM-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 20-2468177	§	
---	§	
In re:	§	
	§	Chapter 11
Lonestar Prospects, Ltd.,	§	
	§	Case No. 20-42006-MXM-11
Debtor.	§	
	§	
Tax I.D. No. 45-1484483	§	
---	§	
In re:	§	
	§	Chapter 11
MAALT, LP,	§	
	§	Case No. 20-42008-MXM-11
Debtor.	§	
	§	
Tax I.D. No. 20-1485198	§	
---	§	

DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER EXTENDING THE TIME TO FILE SCHEDULES AND STATEMENTS

Vista Proppants and Logistics, LLC and its debtor affiliates, as debtors and debtors-in-possession in the above-referenced chapter 11 cases (collectively, the "Debtors") hereby file this *Debtors' Emergency Motion for Entry of an Order Extending the Time to File Schedules and Statements* (the "Motion"). In support of the Motion, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. The United States District Court for the Northern District of Texas (the "District Court") has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. § 1334. The District Court's jurisdiction has been referred to this Court pursuant to 28 U.S.C. § 157 and the District Court's Miscellaneous Order No. 33, *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984. This is a core matter pursuant to 28 U.S.C. § 157(b), which may be heard and finally determined by this Court. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On June 9, 2020 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") commencing the above captioned cases (the "Chapter 11 Cases"). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.

3. An official committee of unsecured creditors has yet to be appointed in these Chapter 11 Cases. Further, no trustee or examiner has been requested or appointed in these Chapter 11 Cases.

4. A detailed description of the Debtors and their businesses, and the facts and circumstances supporting the Motion and the Debtors' Chapter 11 Cases are set forth in greater detail in the *Declaration of Kristin Whitley in Support of the Debtors' Chapter 11 Petitions and First Day Motions* and the *Declaration of Gary Barton in Support of the Debtors' Chapter 11 Petitions and First Day Motions* (collectively, the "First Day Declarations"), which were filed on the Petition Date and are incorporated by reference in this Motion.

Relief Requested

5. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, extending the deadline by which the Debtors must file their schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the "Schedules and Statements") by 30 days, for a total of 44 days from the Petition Date, through and including **July 23, 2020**.

Basis for Relief Requested

6. Bankruptcy Code § 521 and Bankruptcy Rule 1007 require debtors to file their schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases, and statements of financial affairs within 14 days of their petition date. However, pursuant to Bankruptcy Rules 1007(c) and 9006(b), the Court has authority to extend the time required for the filing of the Schedules and Statements "for cause." Fed. R. Bankr. P. 1007(c) and 9006(b).

7. The Debtors submit that good and sufficient cause exists for granting an extension of time to file the Debtors' Schedules and Statements. There are seven Debtors in these Chapter 11 Cases. To prepare the Schedules and Statements, the Debtors must compile information from books, records, and documents maintained by each of these seven Debtors, relating to the claims of thousands of creditors, as well as the Debtors' many assets and contracts. Given the scope of the Debtors' prepetition operations, it will take substantial time to gather and process such information. The Debtors have a limited number of employees with detailed knowledge of the Debtors' financial affairs and the skill to perform the necessary review and analysis of the Debtors' financial records. In light of the size and complexity of the Debtors' businesses, and the

resulting significant amount of work required to complete the Schedules and Statements, as well as the competing demands on the Debtors' employees and professionals to assist in critical efforts to stabilize the Debtors' business operations during the initial postpetition period, an extension is necessary.

8. The requested extension also will aid the Debtors in efficiently preparing accurate Schedules and Statements, as it will allow the Debtors to account for prepetition invoices not yet received or entered into their accounting systems as of the Petition Date, and will minimize the possibility that any subsequent amendments to the Schedules and Statements are necessary. As such, the extension will benefit not only the Debtors, but all creditors and other parties in interest.

9. Although the Debtors, with the assistance of their professional advisors, have begun to compile the information necessary for the Schedules and Statements, the Debtors have been consumed with a multitude of other legal, business, and administrative matters in the weeks prior to the Petition Date. Nevertheless, recognizing the importance of the Schedules and Statements in these Chapter 11 Cases, the Debtors intend to complete the Schedules and Statements as quickly as possible under the circumstances.

10. The Debtors expect that they will require at least 30 additional days to finalize the Schedules and Statements. The Debtors therefore request that the Court extend the 14-day period for an additional 30 days (making the Schedules and Statements due on or before 44 days after the Petition Date), without prejudice to the Debtors' right to request further extensions, for cause shown.

11. In view of the amount of information that must be assembled and compiled, and the limited time available to do so, ample cause exists for the requested extension. Further, courts

in this district have previously granted similar relief. *See e.g., In re The LaSalle Group, Inc.*, Case No. 19-31484 (SGJ) (Bankr. N.D. Tex. May 20, 2019) (Docket No. 93); *In re PHI, Inc.*, Case No. 19-30923 (HDH) (Bankr. N.D. Tex. Mar. 20, 2019) (Docket No. 72); *In re SAS Healthcare, Inc.*, Case No. 19-40401 (MXM) (Bankr. N.D. Tex. Feb. 14, 2019) (Docket No. 90); *In re Erickson Incorporated*, Case No. 16-34393 (HDH) (Bankr. N.D. Tex. Nov. 10, 2016) (Docket No. 48); *In re Forest Park Med. Ctr. at Southlake, LLC*, Case No. 16-40273 (RFN) (Bankr. N.D. Tex. Feb. 2, 2016) (Docket No. 73); *In re CHC Group Ltd., et al.*, Case No. 16-31854 (Bankr. N.D. Tex. May 7, 2016) (Docket No. 54).

Notice

12. Notice of this Motion will be provided to: (i) the Office of the United States Trustee; (ii) the Debtors' secured creditors; (iii) any party whose interests are directly affected by this specific pleading; (iv) those persons who have formally appeared and requested notice and service in these proceedings pursuant to Bankruptcy Rules 2002 and 3017; (v) counsel for Ares Capital Corporation; (vi) counsel for any official committees appointed by this Court; (vii) the 20 largest unsecured creditors of each of the Debtors; and (viii) all governmental agencies having a regulatory or statutory interest in these cases (collectively, the "Notice Parties"). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice is required.

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

RESPECTFULLY SUBMITTED this 9th day of June, 2020.

HAYNES AND BOONE, LLP

By: */s/ David L. Staab*

Stephen M. Pezanosky
State Bar No. 15881850
Ian T. Peck
State Bar No. 24013306
David L. Staab
State Bar No. 24093194
301 Commerce Street, Suite 2600
Fort Worth, TX 76102
Telephone: 817.347.6600
Facsimile: 817.347.6650
Email: stephen.pezanosky@haynesboone.com
Email: ian.peck@haynesboone.com
Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

EXHIBIT A

Proposed Order

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

In re:	§	Chapter 11
	§	
Vista Proppants and Logistics, LLC,	§	Case No. 20-42002-ELM-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 82-0797817	§	
---	§	
In re:	§	Chapter 11
	§	
VPROP Operating, LLC,	§	Case No. 20-42003-ELM-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 82-3200269	§	
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In re:	§	
	§	Chapter 11
Lonestar Prospects Management, L.L.C.,	§	
	§	Case No. 20-42004-MXM-11
Debtor.	§	
	§	
Tax I.D. No. 47-4638451	§	
---	§	
	§	

In re:	§	Chapter 11
	§	
MAALT Specialized Bulk, LLC,	§	Case No. 20-42005-ELM-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 45-2732001	§	
---	§	
In re:	§	Chapter 11
	§	
Denetz Logistics, LLC,	§	Case No. 20-42007-MXM-11
	§	
Debtor.	§	
	§	
Tax I.D. No. 20-2468177	§	
---	§	
In re:	§	
	§	Chapter 11
Lonestar Prospects, Ltd.,	§	
	§	Case No. 20-42006-MXM-11
Debtor.	§	
	§	
Tax I.D. No. 45-1484483	§	
---	§	
In re:	§	
	§	Chapter 11
MAALT, LP,	§	
	§	Case No. 20-42008-MXM-11
Debtor.	§	
	§	
Tax I.D. No. 20-1485198	§	

ORDER EXTENDING THE TIME TO FILE SCHEDULES AND STATEMENTS

Upon the *Debtors' Emergency Motion for Entry of an Order Extending the Time to File Schedules and Statements* (the "Motion") of Vista Proppants and Logistics, LLC, *et al.* (collectively, the "Debtors"); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc*, Miscellaneous Rule No. 33 (N.D. Tex. August 3, 1984); and consideration of the Motion and the requested relief being a core

proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. Pursuant to Bankruptcy Code § 521 and Bankruptcy Rule 1007(c), the time by which the Debtors shall file their Schedules and Statements is extended for each Debtor by an additional 30 days beyond the 14-day extension provided for pursuant to Bankruptcy Rule 1007(c). This Order shall apply to the lead case, which is jointly administered under Case No. 20-42002-ELM-11, and to the individual cases of the Debtors listed in the caption of this Order without the need for the Debtors to file a copy of the Motion on the docket of each Debtor's Chapter 11 Case.

3. Such extension is without prejudice to the Debtors' right to request a further extension.

4. Notice of the Motion as provided herein shall be deemed good and sufficient notice of such Motion.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

 # # # END OF ORDER # # #

Submitted by:

HAYNES AND BOONE, LLP
Stephen M. Pezanosky
State Bar No. 15881850
Ian T. Peck
State Bar No. 24013306
David L. Staab
State Bar No. 24093194
301 Commerce Street, Suite 2600
Fort Worth, TX 76102
Telephone: 817.347.6600
Facsimile: 817.347.6650
Email: stephen.pezanosky@haynesboone.com
Email: ian.peck@haynesboone.com
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