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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, et al.,[1]	§	Case No. 20-42002-ELM-11
	§	
Debtors.	§	Joint Administration Requested

DEBTORS' WITNESS AND EXHIBIT LIST
FOR JUNE 11, 2020 HEARING

Vista Proppants and Logistics, LLC and its debtor affiliates (collectively, the "Debtors") hereby submit this Witness and Exhibit List for the June 11, 2020 hearing (the "Hearing") on the following matters:

(i) *Debtors' Emergency Motion for Entry of Order Authorizing Joint Administration of Chapter 11 Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure* [Docket No. 3] (the "Joint Administration Motion");

(ii) *Notice of Designation as Complex Chapter 11 Bankruptcy Case* [Docket No. 4] (the "Complex Case Designation");

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

(iii) *Debtors' Emergency Application for Authorization to Retain and Employ Kurtzman Carson Consultants LLC as Claims, Noticing and Solicitation Agent* [Docket No. 5] (the "KCC Retention Application");

(iv) *Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to File a Consolidated List of Creditors and (II) Mail Initial Notices* [Docket No. 6] (the "Consolidated Matrix Motion");

(v) *Debtors' Emergency Motion for Entry of an Order Extending the Time to File Schedules and Statements* [Docket No. 7] (the "Schedules Extension Motion");

(vi) *Debtors' Emergency Motion for an Order (I) Authorizing Debtors to Pay Certain Pre-Petition Employee Wages, Other Compensation and Reimbursable Employee Expenses; (II) Continuing Employee Benefits Programs; (III) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations Pursuant to Sections 105(a), 363(a), and 507(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004; and (IV) Granting Related Relief* [Docket No. 8] (the "Wage Motion");

(vii) *Debtors' Amended Emergency Motion for Entry of an Order (I) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; (II) Waiving Certain U.S. Trustee Requirements; and (III) Authorizing Continuation of Intercompany Transactions with Section 364(a) Administrative Priority* [Docket No. 30] (the "Amended Cash Management Motion");

(viii) *Debtors' Emergency Motion for Entry of an Order (I) Authorizing Debtors to Pay Prepetition Sales/Use Taxes and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers Pursuant to Sections 105(a), 363(b), 507(a)(8), and 541(d) of the Bankruptcy Code* [Docket No. 10] (the "Tax Motion");

(ix) *Debtors' Emergency Motion for an Order Under 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (II) Approving Deposit Account as Adequate Assurance of Payment, and (III) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment* [Docket No. 11] (the "Utilities Motion");

(x) *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 363(e), 364(c), 364(d)(1) and 364(e) and (B) Utilize Cash Collateral of Prepetition Secured Entities, (II) Granting Adequate Protection to Prepetition Secured Entities, (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and 4001(c), and (IV) Granting Related Relief* [Docket Nos. 31 & 32] (the "DIP Financing Motion");and

(xi) *Debtors' Emergency Motion for Entry of an Order Authorizing the Debtors to File Fee Letter Under Seal Pursuant to 11 U.S.C. § 107 and Fed. R. Bankr. P. 9018* [Docket No. 34] (the "Motion to Seal").

WITNESSES

The Debtors designate the following individuals who may be called as witnesses at the Hearing (exclusive of those that may be used for impeachment purposes):

1. Kristin Whitley, Chief Financial Officer of the Debtors
2. Gary Barton, Chief Restructuring Officer of the Debtors

The Debtors reserve the right to call any witnesses designated by any other party.

EXHIBITS

The Debtors designate the following exhibits that may be used at the Hearing (exclusive of those that may be used for impeachment purposes):

Exhibit Number	DESCRIPTION	JUDICIAL NOTICE	MARKED	OFFERED	OBJECT	ADMIT	DATE	Disp. After Trial
1.	KCC Agreement for Services *(Exhibit B to KCC Retention Application)*							
2.	Declaration of Robert Jordan in Support of the KCC Retention Application *(Exhibit C to the KCC Retention Application)*							
3.	Notice of Commencement *(Exhibit 1 to proposed order for Consolidated Matrix Motion)*							

Exhibit Number	DESCRIPTION	JUDICIAL NOTICE	MARKED	OFFERED	OBJECT	ADMIT	DATE	Disp. After Trial
4.	Cash Management System *(Exhibit B to Amended Cash Management Motion)*							
5.	List of Taxing Authorities for Sales/Use Taxes *(Exhibit 1 to proposed order to the Tax Motion)*							
6.	List of Utility Companies *(Exhibit 1 to proposed order to the Utilities Motion)*							
7.	DIP Credit Agreement *(Exhibit 1 to the proposed interim order to the DIP Financing Motion)*							
8.	DIP Budget *(Exhibit 2 to the proposed interim order to the DIP Financing Motion)*							
9.	Declaration of Kristin Whitley in Support of the Debtors' Chapter 11 Petitions and First Day Motions [Docket No. 35]							
10.	Declaration of Gary Barton in Support of the Debtors' Chapter 11 Petitions and First Day Motions [Docket No. 36]							

The Debtors ask that the Court take judicial notice of the pleadings and transcripts filed (including any and all schedules, amendments, exhibits, and other attachments thereto) in the proceedings before this Court. The Debtors reserve the right to use additional demonstrative

exhibits as they deem appropriate in connection with the Hearing. The Debtors reserve the right to use any exhibits presented by any other party. The Debtors reserve the right to amend and/or supplement this exhibit list. The Debtors also reserve the right to use exhibits not listed herein for impeachment purposes at the Hearing.

RESPECTFULLY SUBMITTED this 10th day of June, 2020.

HAYNES AND BOONE, LLP

By: */s/ David L. Staab*

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