FORM 49 [RULE 13.19] CLERK'S STAMP

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2001-08972

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c

C-36, as amended

APPLICATION OF BJ SERVICES HOLDINGS

CANADA, ULC

DOCUMENT

AFFIDAVIT

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BENNETT JONES LLP

Barristers and Solicitors 4500 Bankers Hall East 855-2nd Street SW

Calgary, Alberta T2P 4K7

Attention: Kelsey Meyer / Keely Cameron Telephone No.: 403-298-3323 / 403-298-3324

Fax No.: 403-265-7219 Client File No.: 78081-9

AFFIDAVIT #5 OF WARREN ZEMLAK

Sworn on August 23, 2020

I, Warren Zemlak, of Tomball, Texas, SWEAR AND SAY THAT:

I am the President and Chief Executive Officer of BJ Services, LLC, and am the President and a director of its subsidiary, BJ Services Holdings Canada, ULC ("BJ Canada"), and as such, have personal knowledge of the matters hereinafter deposed to, except where otherwise stated to be based upon information and belief, in which case I verily believe the same to be true.

- 2. I make this Affidavit (my "Affidavit #5") supplementary to my previous Affidavits in these proceedings. Capitalized terms used in my Affidavit #5 that are not otherwise defined herein shall bear the meanings given in my Affidavit #4 sworn August 21, 2020.
- 3. Attached as Exhibit "3" to my Affidavit #4 is a true copy of the Fracturing Fleet Sale Order granted by the U.S. Bankruptcy Court on August 21, 2020. On August 22, 2020, the U.S. Bankruptcy Court granted an Amended Order Authorizing Sale of Assets (the "Amended Fracturing Fleet Sale Order"), which amends the Fracturing Fleet Sale Order by adding a new paragraph 4 which states "Notwithstanding Bankruptcy Rule 6004, this Order shall be immediately effective and enforceable upon entry and shall not be stayed." Attached hereto as Exhibit "1" to this my Affidavit is a true copy of the Amended Fracturing Fleet Sale Order.
- 4. BJ Canada seeks an Order recognizing in Canada and enforcing the Amended Fracturing Fleet Sale Order.
- 5. This Affidavit is sworn in support of the relief requested in the Application dated August 21, 2020, including an Order recognizing in Canada and enforcing the Amended Fracturing Fleet Sale Order, and for no other or improper purpose.

)

SWORN BEFORE ME at Tomball, Texas this 21th day of August, 2020.

A Notary Public in and for

the State of Texas

JOY KNIGHT Notary ID #128771211 My Commission Expires October 17, 2023 WARREN ZEMLAK

THIS IS **EXHIBIT** "1" REFERRED TO IN THE AFFIDAVIT OF WARREN ZEMLAK SWORN BEFORE ME THIS 23rd DAY OF AUGUST, 2020

A NOTARY PUBLIC

IN AND FOR THE STATE OF TEXAS

IN THE UNITED STATED BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION



IN RE:	§	
BJ SERVICES, LLC, et al	§	CASE NO: 20-33627
	§	
	§	
BJ MANAGEMENT SERVICES, L.P.	§	CASE NO: 20-33628
	§	
BJ SERVICES HOLDINGS CANADA, UL	C §	CASE NO: 20-33629
	§	
BJ SERVICES MANAGEMENT	§	CASE NO: 20-33630
HOLDINGS CORPORATION	§	
	§	Jointly Administered Order
Debtors	§	•
	8	CHAPTER 11

AMENDED ORDER AUTHORIZING SALE OF ASSETS

For the reasons set forth on the record, the Court orders:

- 1. The Debtors are authorized to sell the Purchased Assets (as defined in the Stalking Horse Agreement) at a purchase price of \$34,000,000.00.
- 2. The purchaser is TES Asset Acquisitions LLC.
- 3. The allocation of the purchase price is an allocation that binds the Debtor and the purchaser. It does not bind the Debtor or any other party in interest with respect to the allocation of the purchase price to the holders of liens or claims.
- 4. Notwithstanding Bankruptcy Rule 6004, this Order shall be immediately effective and enforceable upon entry and shall not be stayed.

Signed: August 22, 2020

Marvin Isgur
United States Bankruptcy Judge