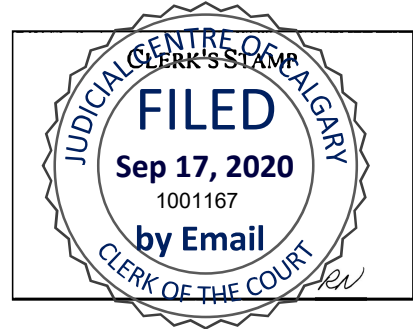


FORM OF FOREIGN REPRESENTATIVE'S CERTIFICATE



COURT FILE NUMBER

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

**CERTIFICATE OF FOREIGN
REPRESENTATIVE (BAKER HUGHES
LAB EQUIPMENT SALE ORDER)**

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
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Client File No.: 78081-9

RECITALS

- A. Pursuant to an Order of the Court of Queen's Bench of Alberta, Judicial District of Calgary (the "**Court**") granted July 28, 2020 (the "**Foreign Recognition Order**"), the proceedings (the "**Chapter 11 Proceedings**") of BJ Services Holdings Canada, ULC ("**BJ Canada**") pursuant to title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "**U.S.**

Bankruptcy Code") were recognized by this Honourable Court as foreign main proceedings pursuant to section 47 of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the "**CCAA**") and BJ Canada was appointed as Foreign Representative of its estate;

- B. Pursuant to an Order of the Court granted August 14, 2020, the Foreign Recognition Order was amended to also recognize the Chapter 11 Proceedings of BJ Services, LLC pursuant to the U.S. Bankruptcy Code as foreign main proceedings pursuant to section 47 of the CCAA and to also appoint BJ Canada as Foreign Representative of the estate of BJ Services, LLC;
- C. Pursuant to an Order of the Court dated September 2, 2020, the Court recognized and gave force and effect in Canada to the Order (I) Approving the Sale of Certain of the Debtors' Assets Free and Clear of Claims, Liens, Interests and Encumbrances; (II) Approving the Assumption or Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief (the "**Baker Hughes Cementing and Lab Equipment Sale Order**") granted by the U.S. Bankruptcy Court for the Southern District of Texas (the "**U.S. Bankruptcy Court**") on August 25, 2020, and provided for the vesting in the purchaser, Baker Hughes Oilfield Operations LLC ("**Baker Hughes**") or a designee thereof (a "**Designee**"), as applicable, of the Chapter 11 Debtors' right, title and interest in and to the Purchased Assets (as defined in the Lab Equipment asset purchase agreement approved by the Baker Hughes Cementing and Lab Equipment Sale Order (the "**Baker Hughes Lab Equipment APA**")), which vesting is to be effective with respect to the Purchased Assets over which this Court has jurisdiction and which are situated in Canada upon the delivery by BJ Canada as Foreign Representative to Baker Hughes or the Designee, as applicable, of a certificate confirming (i) the payment by Baker Hughes of the Purchase Price for the Purchased Assets (as those terms are defined in the Baker Hughes Lab Equipment APA); (ii) that the conditions to Closing as set out in the Baker Hughes Lab Equipment APA have been satisfied or waived by the Seller (as defined in the Baker Hughes Lab Equipment APA) and Baker Hughes or the Designee, as applicable; and (iii) the transaction contemplated by the Baker Hughes Lab Equipment APA (the


"Baker Hughes Lab Equipment Transaction") has been completed to the satisfaction of the Foreign Representative.

- D. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Baker Hughes Lab Equipment APA.

BJ SERVICES HOLDINGS CANADA, ULC AS FOREIGN REPRESENTATIVE CERTIFIES the following:

5. Baker Hughes or the Designee, as applicable, has paid and the Seller has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Baker Hughes Lab Equipment APA;
6. The conditions to Closing as set out in the Baker Hughes Lab Equipment APA have been satisfied or waived by the Seller and Baker Hughes or the Designee, as applicable; and
7. The Baker Hughes Lab Equipment Transaction has been completed to the satisfaction of the Seller.
8. This Certificate was delivered by the Foreign Representative at Tomball, TX on August 28, 2020.

BJ SERVICES HOLDINGS CANADA, ULC

Per: 
Name: John R. Bakht
Title: Vice President & Secretary