

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

BJ SERVICES, LLC, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 20-33627 (MI)  
)  
) (Jointly Administered)  
)

**NOTICE OF SALE BY AUCTION AND SALE HEARING**

**PLEASE TAKE NOTICE** that on July 20, 2020, the above-captioned debtors and debtors in possession (collectively, the “Debtors”)<sup>2</sup> each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

**PLEASE TAKE NOTICE** that on July 24, 2020, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Emergency Motion for Entry of an Order (I) Approving the Bidding Procedures With Respect to Certain of the Debtors’ Fracking Equipment and Intellectual Property, (II) Scheduling an Auction and a Sale Hearing, (III) Approving the Form and Manner of Notices Related Thereto, (V) Approving Contract Assumption and Assignment Procedures, and (VI) Granting Related Relief* [Docket No. 160] (the “Bidding Procedures Motion”) with the Court, seeking, among other things, entry of an order (the “Bidding Procedures Order”): (a) authorizing the Debtors to enter into that certain asset purchase agreement (the “Stalking Horse Agreement”) between BJ Services, LLC and BJ Services Holdings Canada, ULC and TES Asset Acquisitions, LLC (the “Stalking Horse Bidder”); (b) authorizing and approving the bidding procedures for the sale (the “Sale” or “Transaction”) of the Debtors’ right, title, and interest in and to certain vendor contracts and intellectual property related to the Debtors’ next-generation fracturing pump platform referred to as TITAN™ (the “Titan Assets”), certain of the Debtors’ other intellectual property assets (including the “BJ Services” name) (the “Intellectual Property”), and certain machinery and equipment (the “M&E Assets,” and together with the Intellectual Property and Titan Assets, the “Assets”); (c) establishing certain dates and deadlines, including the Bid Deadline and the date of the Auction, if any; (d) approving the form and manner of notice of the Auction, if any, and the Sale Hearing; (e) approving the procedures for the assumption and assignment (the “Assumption and Assignment Procedures”) of certain executory contracts and unexpired leases (the “Contracts”) and related cure amounts; and (f) granting related relief.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: BJ Services, LLC (3543); BJ Management Services, L.P. (8396); BJ Services Holdings Canada, ULC (6181); and BJ Services Management Holdings Corporation (0481). The Debtors’ service address is: 11211 Farm to Market 2920 Road, Tomball, Texas 77375.

<sup>2</sup> Capitalized terms used but not yet defined herein have the meanings ascribed to such terms in Bidding Procedures Motion.

**PLEASE TAKE FURTHER NOTICE** that the Debtors are soliciting offers for the purchase of the Assets of the Debtors consistent with the Bidding Procedures approved by the Court by entry of an order on July 29, 2020 [Docket No. 223] (the “Bidding Procedures Order”). **All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order.** To the extent that there are any inconsistencies between this notice and the Bidding Procedures or Bidding Procedures Order, the Bidding Procedures or Bidding Procedures Order, as applicable, shall govern in all respects.

**PLEASE TAKE FURTHER NOTICE** that the Debtors will seek approval of the Sale at a hearing scheduled to commence **no later than August 14, 2020** (the “Sale Hearing”) before the Honorable Marvin Isgur, United States Bankruptcy Judge for the Bankruptcy Court for the Southern District of Texas, at 515 Rusk Avenue, 4th Floor, Courtroom No. 404, Houston, Texas 77002.

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise set forth in the Bidding Procedures Order, any objections to the relief requested in the Bidding Procedures Motion ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court so as to be **actually received by no later than August 13, 2020 at 4:00 p.m. (prevailing Central Time).**

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise set forth in the Bidding Procedures Order, any objections to proposed cure amounts or the assumption and assignment of Contracts ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court and **actually received two (2) days prior to the Sale Hearing.**

#### **CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION**

**ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS’ ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.**

### **Important Dates and Deadlines**

<b>Date</b>	<b>Event</b>
Bid Deadline	August 10, 2020, at 11:59 p.m. (prevailing Central Time)
Notice of Qualified Bidders Deadline	August 11, 2020, at 7:00 p.m. (prevailing Central Time)
Auction (if applicable)	August 12, 2020, at a time to be determined
File Notice of Winning Bidder	As soon as reasonably practicable after the conclusion of the Auction
Objection Deadline	August 13, 2020, at 4:00 p.m. (prevailing
Sale Hearing	August 14, 2020, at 1:30 p.m. (prevailing Central Times)

### **NO SUCCESSOR OR TRANSFeree LIABILITY**

The Stalking Horse APA and proposed Sale Order provide that the Stalking Horse Bidder and/or Successful Bidder, if applicable, will have no responsibility for, and the Assets will be sold free and clear of, any successor liability, including the following: (a) any liability or other obligation of the Debtors' estates or related to the Assets other than as expressly set forth in the applicable Purchase Agreement; or (b) any claims against the Debtors, their estates, or any of their predecessors or affiliates. Except as expressly provided in the Sale Order or the applicable Purchase Agreement, the Stalking Horse Bidder or Successful Bidder shall have no liability whatsoever with respect to the Debtors' estates' (or their predecessors' or affiliates') respective businesses or operations or any of the Debtors' estates' (or their predecessors' or affiliates') obligations (as described below, "Successor or Transferee Liability") based, in whole or part, directly or indirectly, on any theory of successor or vicarious liabilities of any kind or character, including, but not limited to, any theory of antitrust, environmental, successor or transferee liability, labor law, *de facto* merger, or substantial continuity, whether known or unknown as of the Closing Date (as defined in the applicable Purchase Agreement), now existing or hereafter arising, whether asserted or unasserted, fixed or contingent, liquidated or unliquidated with respect to the Debtors or any obligations of the Debtors arising prior to the closing of the Sale, including, but not limited to, liabilities on account of any taxes arising, accruing, or payable under, out of, in connection with, or in any way relating to the operation of any of the Assets prior to the closing of the Sale.

**PLEASE TAKE FURTHER NOTICE** that copies of the Bidding Procedures Motion, Bidding Procedures, and Bidding Procedures Order, as well as all related exhibits, including the Stalking Horse Purchase Agreement, are available: (a) free of charge upon request to Donlin, Recano & Company Inc. (the notice and claims agent in these chapter 11 cases), by visiting the website maintained in these chapter 11 cases at [www.donlinrecano.com/bjs](http://www.donlinrecano.com/bjs), or (b) for a fee via PACER by visiting <https://www.txs.uscourts.gov/>.

**PLEASE TAKE FURTHER NOTICE** that you may obtain additional information concerning the above-captioned chapter 11 cases at the website maintained in these chapter 11 cases at [www.donlinrecano.com/bjs](http://www.donlinrecano.com/bjs).

Houston, Texas  
August 4, 2020

*/s/ Paul D. Moak*

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