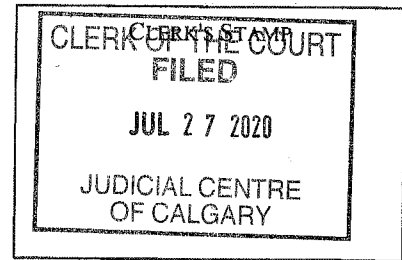


FORM 49
[RULE 13.19]



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

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 #2 OF WARREN ZEMLAK

Sworn on July 27, 2020

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

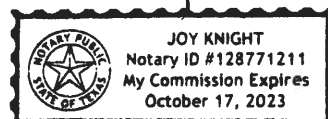
1. I am the President and Chief Executive Officer of BJ Services, LLC, and am the President and a director of its subsidiary, BJ Services Holdings Canada, ULC ("**BJ Canada**"), and as such, have personal knowledge of the matters hereinafter deposed to, except where otherwise stated to be based upon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

2. I make this Affidavit (my "**Affidavit #2**") supplementary to my Affidavit sworn July 22, 2020 in these proceedings (my "**Affidavit #1**"). Capitalized terms used in my Affidavit #2 that are not otherwise defined herein shall bear the meanings given in my Affidavit #1.
3. On July 26, 2020, the U.S. Bankruptcy Court granted and entered an Agreed First Supplemental Interim Order (I) Authorizing Debtors to Use Cash Collateral Pursuant to Section 363(c) of the Bankruptcy Code, (II) Granting Adequate Protection to the Prepetition Secured Parties; (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b); and (IV) Granting Related Relief (the "**Cash Collateral Bridge Order**"). Attached hereto as **Exhibit "1"** is a true copy of the Cash Collateral Bridge Order.
4. The Cash Collateral Bridge Order authorizes the Chapter 11 Debtors to use Cash Collateral through the period set forth in the budget attached to the Cash Collateral Bridge Order as Exhibit "1" thereto, which replaces the budget attached to the Interim Cash Collateral Order attached to my Affidavit #1 as Exhibit "15". Except as otherwise provided for in the Cash Collateral Bridge Order, the Interim Cash Collateral Order remains in full force and effect.
5. BJ Canada seeks an Order recognizing in Canada and enforcing the Cash Collateral Bridge Order.
6. BJ Canada expects to return to this Court to seek recognition in Canada and enforcement of a further, final Order of the U.S. Bankruptcy Court in relation to the motion for the Interim Cash Collateral Order.
7. This Affidavit is sworn in support of the relief requested in the Originating Application and for no other or improper purpose.

SWORN BEFORE ME
at Tomball, Texas this 27th
day of July, 2020.

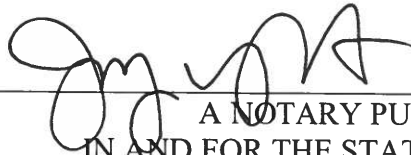
A Notary Public in and for
the State of Texas

WARREN ZEMLAK

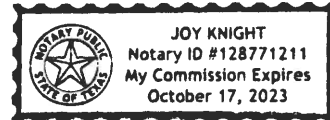


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THIS IS **EXHIBIT "1"** REFERRED TO IN THE
AFFIDAVIT OF WARREN ZEMLAK
SWORN BEFORE ME THIS 27th DAY OF JULY, 2020



A NOTARY PUBLIC
IN AND FOR THE STATE OF TEXAS





ENTERED
07/26/2020

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

In re:)	
)	Chapter 11
)	
BJ SERVICES, LLC, <i>et al.</i> , ¹)	Case No. 20-33627 (MI)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 40

**AGREED FIRST SUPPLEMENTAL INTERIM ORDER
(I) AUTHORIZING DEBTORS TO USE CASH COLLATERAL PURSUANT
TO SECTION 363(c) OF THE BANKRUPTCY CODE; (II) GRANTING
ADEQUATE PROTECTION TO THE PREPETITION SECURED
PARTIES; (III) SCHEDULING A FINAL HEARING PURSUANT
TO BANKRUPTCY RULE 4001(b); AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of BJ Services, LLC (“BJS”) and its affiliated debtors, each as debtor and debtor in possession (collectively, the “Debtors”) in the above captioned-cases for entry of interim and final orders (the “Interim Order” and the “Final Order,” respectively) pursuant to sections 105(a), 361, 362, 363, 503 and 507 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002, 4001, 6003, 6004 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 4002-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas (the “Complex Case Rules”), seeking, among other things, the following relief:

¹ 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.

² Capitalized terms used but not defined herein have the meaning ascribed to such terms in the Motion or the First Interim Order (as defined herein).

- a. authorization for the Debtors, pursuant to sections 105, 361, 362, 363, and 507 of the Bankruptcy Code, to continue to use the Cash Collateral of the Prepetition ABL Secured Parties, CLMG Collateral of the CLMG Secured Parties, and GACP Collateral of the GACP Secured Parties in accordance with the terms and conditions of the Interim Order;
- b. the grant of superpriority claims and the grant of automatically perfected liens, security interests, and other adequate protection, as applicable, to the Prepetition ABL Secured Parties, CLMG Secured Parties, and the GACP Secured Parties to the extent of any diminution in value of their interest in the Prepetition ABL Collateral, including Cash Collateral, in the CLMG Collateral, as applicable, or in the GACP Collateral, as applicable, under or in connection with the Prepetition ABL Loan Documents, the CLMG Term Loan Agreement, or the GACP Term Loan Agreement;
- c. subject to certain challenge rights of certain parties in interest (subject to the limitations specified herein), approving certain stipulations by the Debtors with respect to (i) the Prepetition ABL Loan Documents; (ii) the CLMG Term Loan Credit Agreement; and (iii) the liens and security interests arising therefrom;
- d. vacating and modifying the automatic stay imposed by section 362 of the Bankruptcy Code to the extent set forth herein;
- e. subject only to and effective upon entry of the Final Order, waiving the Debtors' right to assert with respect to the Prepetition ABL Collateral, the Cash Collateral, or the ABL Adequate Protection Collateral (i) any claims to surcharge pursuant to section 506(c) of the Bankruptcy Code, (ii) any "equities of the case" exception pursuant to section 552(b) of the Bankruptcy Code, and (iii) the equitable doctrine of "marshalling" or any similar doctrine;
- f. scheduling, pursuant to Bankruptcy Rule 4001(b) and Bankruptcy Local Rule 4001-2(c), a final hearing (the "Final Hearing"), to be held within thirty-five (35) days of the entry of the Interim Order to consider entry of the Final Order approving the relief granted herein on a final basis;
- g. waiving any applicable stay with respect to the effectiveness and enforceability of the Interim Order and, as later applicable, the Final Order (including a waiver pursuant to Bankruptcy Rule 6004(h)); and
- h. granting related relief.

This Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best

interests of the Debtors' estates, their creditors, and other parties in interest; and upon the Court's entry of an order approving the Motion on an interim basis on July 21, 2020 [Docket No. 88] (the "First Interim Order"), granting the relief requested in the Motion; and upon the Debtors giving notice of this agreed first supplemental interim order (the "First Supplemental Interim Order") modifying the budget included in the First Interim Order, which notice is deemed proper, timely, adequate, and sufficient under the circumstances and no other or further notice of the Motion, the Interim Order, or the proposed First Supplemental Interim Order is required; and this 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 this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS FOUND, DETERMINED, ORDERED AND ADJUDGED, that:

1. The Budget attached to the First Interim Order shall be replaced with the budget attached hereto as **Exhibit 1**. For the avoidance of doubt, and subject to further orders of the Court, the Debtors' shall be authorized to use Cash Collateral through the period set forth in the Budget.
2. Except as otherwise expressly provided for herein, the First Interim Order shall remain in full force and effect.
3. The interim relief granted herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates pending the Final Hearing.

Signed: July 26, 2020


Marvin Isgur
United States Bankruptcy Judge

Exhibit 1

Budget

BJ Services, LLC Cash Collateral Budget (\$ in 000s) Prepared as of 7/26/2020													
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual
	7/20/2020	7/21/2020	7/22/2020	7/23/2020	7/24/2020	7/25/2020	7/26/2020	7/27/2020	7/28/2020	7/29/2020	Total - Cash	Post-petition Accrued and Unpaid	Total - Accrual
Disbursements:													
Admin/Priority:													
Pre-Petition Employee Payroll & Benefits	-	-	-	13.0	15.8	-	-	20.0	168.7	1,175.0	1,392.5	-	1,392.5
Pre Petition Payroll Tax	-	-	-	141.6	-	-	-	-	-	375.0	516.6	-	516.6
Post-petition Employee Compensation and Payroll Tax	-	-	-	-	-	-	-	-	148.7	1,175.0	1,323.7	1,202.7	2,526.4
PTO Payment	-	-	-	-	-	-	-	-	158.0	-	158.0	-	158.0
Trailing Employee Health Claims and Other Benefit Premiums	-	-	-	-	474.6	-	-	-	500.0	-	974.6	-	974.6
Required Canadian Termination Benefits	-	-	-	-	-	-	-	-	85.0	-	85.0	-	85.0
Professional Fees	-	-	-	-	-	-	-	-	-	-	-	1,500.0	1,500.0
Total	-	-	-	154.6	490.4	-	-	20.0	1,060.4	2,725.0	4,450.4	2,702.7	7,153.1
Other Disbursements:													
Insurance (Other Excl. Property Insurance)	-	-	-	-	-	-	-	-	-	-	-	-	-
ABL Interest	-	-	-	91.0	-	-	-	-	-	-	91.0	-	91.0
Facilities	-	-	-	-	-	-	-	42.0	14.0	14.0	70.0	155.6	225.6
Eq. Demobilization/Removal of Hazardous Materials	-	-	-	-	-	-	-	-	-	-	-	-	-
Utility Deposit	-	-	-	-	-	-	-	321.0	-	-	321.0	-	321.0
Wind Down Contingency	-	-	-	-	-	-	-	75.0	25.0	25.0	125.0	-	125.0
Total	-	-	-	91.0	-	-	-	438.0	39.0	39.0	607.0	155.6	762.6
WIP Disbursements:													
Cementing Work-in Process	-	-	-	-	134.3	-	-	190.0	-	-	324.3	755.5	1,079.8
Fracturing Work-in Process	-	-	-	-	-	-	-	1,933.2	-	-	1,933.2	3,575.4	5,508.6
Total	-	-	-	-	134.3	-	-	2,123.2	-	-	2,257.5	4,331.0	6,588.5
Total Disbursements	-	-	-	245.6	624.7	-	-	2,581.2	1,099.4	2,764.0	7,314.9	7,189.3	14,504.2
Note: Timing of some payments may vary.													
Total Projected Receipts:													
Net Cash Flow								200.0	200.0	200.0	600.0		
								(2,381.2)	(899.4)	(2,564.0)	(5,844.6)		