

**FORM 7**  
[RULE 3.8]

CLERK'S STAMP

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

**APPLICATION**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS  
DOCUMENT

**BENNETT JONES LLP**  
Barristers and Solicitors  
4500 Bankers Hall East  
855-2<sup>nd</sup> 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.: 90972.1

**NOTICE TO THE RESPONDENTS**

This application is made against you. You are a respondent.  
You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date:	Wednesday, April 7, 2021
Time:	10:00 a.m.
Where:	Edmonton Courts Centre, by videoconference
Before:	The Honourable Mr. Justice R.A. Gaesser, by videoconference, as scheduled on the Commercial List

Go to the end of this document to see what you can do and when you must do it.

**Remedy claimed or sought:**

1. The Applicant, Scott A. Rinaldi of Ankura Consulting Group, LLC, is the trustee of BJ Services Wind-Down Trust (the "**Wind-Down Trust**"), which is the wind-down trust in which the assets of BJ Services Holdings Canada, ULC ("**BJ Canada**") and certain of its affiliates vested pursuant to a plan of arrangement ("**Plan**") approved by Order (the "**Confirmation Order**") of the United States Bankruptcy Court in proceedings (the "**Chapter 11 Proceedings**") under title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "**U.S. Bankruptcy Code**"), which Order was recognized and given force and effect in Canada pursuant to an Order granted by this Honourable Court on November 9, 2020 (the "**Plan Recognition Order**") under Part IV of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the "**CCAA**"). The Applicant applies for an Order substantially in the form attached hereto as **Schedule "A"**:
  - (a) declaring service of this application and supporting materials to be good and sufficient, and dispensing with further service;
  - (b) recognizing and giving force and effect in Canada to the Amended Notice of Appointment of Successor Wind-Down Trustee filed with the U.S. Bankruptcy Court January 27, 2021;
  - (c) directing the Registrar of Land Titles to amend instrument no. 212 033 565, being the registration of the Plan Recognition Order to reflect the resignation of the Original Wind-Down Trustee and the appointment of the Successor Wind-Down Trustee, forthwith upon presentation of the Order, notwithstanding the requirements of section 191(1) of the *Land Titles Act*, R.S.A. 2000, c L-4; and
  - (d) such further and other relief as this Honourable Court may deem just.

**Grounds for making this application:**

2. Terms not otherwise defined in this Application shall have the meaning ascribed in the Plan approved pursuant to the Plan Recognition Order.

3. BJ Canada is a debtor pursuant to the Chapter 11 Proceedings commenced under the U.S. Bankruptcy Code, as are certain of its affiliates, BJ Services, LLC ("**BJ Services**"), BJ Management Services, L.P., and BJ Services Management Holdings Corp. (collectively, and together with BJ Canada, the "**Chapter 11 Debtors**").
4. This Honourable Court has recognized the Chapter 11 Proceedings with respect to BJ Canada and BJ Services as "foreign main proceedings" for the purposes of section 47 of the CCAA, and that BJ Canada is the Foreign Representative of BJ Canada and BJ Services (the "**Foreign Representative**"), and has recognized and given force and effect in Canada to the Confirmation Order by way of the Plan Recognition Order.
5. The Confirmation Order provided that all of the assets of the debtors, including BJ Canada, vest in the Wind-Down Trust.
6. The Confirmation Order appointed Anthony C. Schnur of Ankura Consulting Group, LLC as the trustee of the Wind-Down Trust (the "**Original Wind-Down Trustee**").
7. On February 2, 2021, the Plan Recognition Order was registered at the Alberta Land Titles Office as instrument number 212 033 565 (the "**Registration**") against two parcels of land located in Alberta registered in the name of BJ Canada, legally described as Plan 9120109 Block 1 Lot 6 excepting thereout all mines and minerals and Plan 0622745 Block 2 Lot 1 excepting thereout all mines and minerals (collectively, the "**Lands**"), so as to authorize and permit the Original Wind-Down Trustee to transfer title to the Lands to a purchaser. As a trust cannot hold or transfer title to land in Alberta, the Plan Recognition Order was, in the Registration, registered in the name of the Original Wind-Down Trustee.
8. Effective as of February 26, 2021, Mr. Schnur resigned as Original Wind-Down Trustee, and Scott A. Rinaldi, Managing Director with Ankura Consulting Group, LLC, was appointed as successor wind-down trustee (the "**Successor Wind-Down Trustee**"). An Amended Notice of Appointment of Successor Wind-Down Trustee was filed with the U.S. Bankruptcy Court on January 27, 2021.

9. As the Plan and the Registration specifically name Anthony C. Schnur as the Original Wind-Down Trustee, the Alberta Land Titles Office has advised that it requires an Order from this Court directing it to amend the Registration to reflect the appointment of the Successor Wind-Down Trustee and to permit the Successor Wind-Down Trustee to execute transfer documents to allow the sale of the Lands to proceed.
10. The Wind-Down Trust is currently finalizing a purchase agreement for one of the two parcels of the Lands, and intends to proceed with a sale of the other parcel of the Lands forthwith.
11. Section 190(1) of the *Land Titles Act*, R.S.A. 2000, c.L-4 provides:

190(1) In any proceeding respecting land or in respect of any transaction or contract relating to it, or in respect of any instrument, caveat, memorandum or entry affecting land, the judge by decree or order may direct the Registrar to cancel, correct, substitute or issue any certificate of title or make any memorandum or entry on it and otherwise to do every act necessary to give effect to the decree or order.
12. The Applicant seeks the relief sought in order to allow the Registrar to amend the Registration to reflect the removal of the Original Wind-Down Trustee and the appointment of the Successor Wind-Down Trustee which in turn then permits the Successor Wind-Down Trustee to execute such transfers and other documents required by the Alberta Land Titles Office to be registered in relation to the sale of the Lands for the benefit of the registered owner of such Lands, BJ Canada.

**Material or other evidence to be relied on:**

13. The Affidavit No. 1 of Scott A. Rinaldi sworn March 31, 2021.

**Applicable Rules:**

14. Part VI of the Alberta *Rules of Court*.

**Applicable Acts and regulations:**

15. *Land Titles Act*, R.S.A. 2000, c. L-4, ss. 190, 191.
16. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, Part IV.

**Any irregularity complained of or objection relied on:**

17. None.

**How the application is proposed to be heard or considered:**

18. Before the Honourable Mr. Justice Graesser, by videoconference, on the Commercial List as scheduled.

**WARNING**

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

## **SCHEDULE "A"**

CLERK'S STAMP

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

**ORDER (RECOGNIZING APPOINTMENT  
OF SUCCESSOR WIND-DOWN TRUSTEE)**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS  
DOCUMENT

**BENNETT JONES LLP**  
Barristers and Solicitors  
4500 Bankers Hall East  
855-2<sup>nd</sup> 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.: 90972.1

**DATE ON WHICH ORDER WAS  
PRONOUNCED:**

**Wednesday, April 7, 2021**

**LOCATION OF HEARING OR TRIAL:**

**Edmonton Courts Centre  
By videoconference**

**NAME OF MASTER/JUDGE  
WHO MADE THIS ORDER:**

**The Honourable Justice R.A. Graesser**

**UPON** the application of Scott A. Rinaldi of Ankura Consulting Group, LLC in his capacity as BJ Services Wind-Down Trustee (the "**Applicant**"); **AND UPON** reading the Affidavit No. 1 of Scott A. Rinaldi, sworn March 31, 2021 ("**Affidavit No. 1 of Scott Rinaldi**"); **AND UPON** hearing from counsel for the Applicant; **AND UPON** being advised that those parties on the service list maintained in these proceedings have been served with notice of this Application;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**SERVICE**

1. Service of notice of this Application and the Affidavit No. 1 of Scott A. Rinaldi is hereby declared to be good and sufficient, and no other person is required to have been served with notice of this application, and time for service of this application is abridged to that actually given.

**RECOGNITION OF NOTICE OF APPOINTMENT**

2. The Amended Notice of Appointment of Successor Wind-Down Trustee attached as **Schedule "A"** hereto is hereby recognized and given full force and effect in all provinces and territories of Canada.

**DIRECTIONS TO LAND TITLES**

3. The Registrar of Land Titles is hereby directed to amend the Order registered on February 2, 2021 as instrument 212 033 565 to remove Anthony Schnur as the party to which the Order is in favour of and replace such party with Scott A. Rinaldi, Managing Director, Ankura, 2000 K Street NW, 12th Floor, Washington, DC, United States 20006, forthwith upon presentation of this Order, notwithstanding the requirements of section 191(1) of the *Land Titles Act*, R.S.A. 2000, c L-4.



**EFFECT**

4. This Order is effective as of 12:01 a.m. MST on the date that the Order is granted.

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J.C.Q.B.A.

## **SCHEDULE "A"**

**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> , <sup>1</sup>	)	Case No. 20-33627 (MI)
	)	
Debtors.	)	(Jointly Administered)
	)	

**AMENDED NOTICE OF APPOINTMENT OF SUCCESSOR WIND-DOWN TRUSTEE**

**PLEASE TAKE NOTICE** that pursuant to Article 2.6 of the Wind-Down Trust Agreement [Docket No. 114], Anthony C. Schnur, with Ankura Consulting Group, LLC, hereby resigns as Wind-Down Trustee of the BJ Services Wind-Down Trust, effective as of February 26, 2021.<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that pursuant to Article 2.6 of the Wind-Down Trust Agreement, Scott Rinaldi, Managing Director with Ankura Consulting Group, LLC, has been appointed by the Oversight Committee as successor Wind-Down Trustee, effective as of February 26, 2021.

Respectfully submitted this 27th day of January, 2021.

*/s/ Paul D. Moak*

**GRAY REED & MCGRAW LLP**

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*Counsel to Anthony C. Schnur, Trustee of the  
BJ Services Wind-Down Trust*

<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 not otherwise defined herein shall have the meanings ascribed to them in the Wind-Down Trust Agreement.