

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11☐ Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name BJ Services Management Holdings Corporation

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 61-1910481

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
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11211 Farm to Market 2920

Number Street

Number Street

P.O. Box

Tomball, Texas 77375

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Harris County

County

Number Street

City State Zip Code

5. Debtor's website (URL) www.bjservices.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor BJ Services Management Holdings Corporation
Name

Case number (if known) _____

7. Describe debtor's business*A. Check One:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
2111 (Oil and Gas Extraction)

8. Under which chapter of the Bankruptcy Code is the debtor filing?*Check One:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District _____

When MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

District _____

When MM/DD/YYYY

Case number _____

Debtor BJ Services Management Holdings Corporation
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Southern District of Texas

When

07/20/2020

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?*Check all that apply:*☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No¹☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?**

Number

Street

City

State

Zip Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information²**13. Debtor's estimation of available funds***Check one:*☒ Funds will be available for distribution to unsecured creditors.☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

¹ The Debtors engage in oilfield services related to the exploration, development, and production of oil and natural gas. Certain Debtors possess or operate certain real properties where environmental remediation and similar obligations are ongoing. The Debtors note that the term "imminent and identifiable hazard" is not defined in this form; however, the Debtors do not believe they own or possess any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety.

² The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Debtor **BJ Services Management Holdings Corporation**
Name

Case number (if known) _____

14. Estimated number of creditors

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☒ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☐ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets

☐ \$0-\$50,000	☐ \$1,000,001-\$10 million	☒ \$500,000,001-\$1 billion
☐ \$50,001-\$100,000	☐ \$10,000,001-\$50 million	☐ \$1,000,000,001-\$10 billion
☐ \$100,001-\$500,000	☐ \$50,000,001-\$100 million	☐ \$10,000,000,001-\$50 billion
☐ \$500,001-\$1 million	☐ \$100,000,001-\$500 million	☐ More than \$50 billion

16. Estimated liabilities

☐ \$0-\$50,000	☐ \$1,000,001-\$10 million	☒ \$500,000,001-\$1 billion
☐ \$50,001-\$100,000	☐ \$10,000,001-\$50 million	☐ \$1,000,000,001-\$10 billion
☐ \$100,001-\$500,000	☐ \$50,000,001-\$100 million	☐ \$10,000,000,001-\$50 billion
☐ \$500,001-\$1 million	☐ \$100,000,001-\$500 million	☐ More than \$50 billion

Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/20/2020
MM/ DD / YYYY**X**/s/ Warren Zemlak

Signature of authorized representative of debtor

Warren Zemlak

Printed name

Title Chief Executive Officer**18. Signature of attorney****X**/s/ Paul D. Moak

Signature of attorney for debtor

Date 07/20/2020

MM/DD/YYYY

Paul D. Moak

Printed name

Gray Reed & McGraw LLP

Firm name

1300 Post Oak Boulevard, Suite 2000

Number

Street

Houston

City

Texas

State

77056

ZIP Code

(713) 986-7127

Contact phone

pmoak@grayreed.com

Email address

00794316

Bar number

Texas

State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Southern District of Texas	
(State)	
Case number (if known):	Chapter <u>11</u>

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of BJ Services, LLC.

BJ Services, LLC
BJ Management Services, L.P.
BJ Services Holdings Canada, ULC
BJ Services Management Holdings Corporation

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

Fill in this information to identify the case and this filing:	
Debtor Name	BJ Services Management Holdings Corporation
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State) Texas

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders and Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

07/20/2020
MM/ DD/YYYY

☒ **/s/ Warren Zemplak**

Signature of individual signing on behalf of debtor

Warren Zemplak

Printed name

Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:**Debtor name:** BJ Services, LLC, et al.**United States Bankruptcy Court for the:** Southern District of Texas**Case number (if known):** 20-☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis**

12/15

A list of creditors holding the 30 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	GARDNER DENVER PETROLEUM PUMPS LLC 1800 Gardner Exwy Quincy IL 62305-9364	Edward Bayhi remit.qcy@gardnerdenver.com Tel: (217) 222-5400	Trade Vendor	☐ C ☐ U ☐ D			\$10,682,824.68
2	SPM FLOW CONTROL 7601 Wyatt Dr Fort Worth TX 76108-2530	Paul Coppinger us007.ar@mail.weir Tel: (817) 246-2461	Trade Vendor	☐ C ☐ U ☐ D			\$4,162,266.58
3	CHAMPIONX, LLC 11177 South Stadium Drive Sugar Land TX 77478	Daniel Bradshaw-Hull kimberly.holloman@ecolab.com Tel: (281) 467-3828	Trade Vendor	☐ C ☐ U ☐ D			\$3,982,797.77
4	FMC TECHNOLOGIES - FLUID CONTROL 2825 W Washington Stephenville TX 76401	Darren Gilbert fmcar@fmcti.com Tel: (254) 968-2181	Trade Vendor	☐ C ☐ U ☐ D			\$3,357,218.90
5	INFOSYS LIMITED Plot No 44 Electronics City Hosur R Bangalore 560100 India	Ramakrishna Routroy ramakrishna_r@infosys.com Tel: 40 2300 5222	IT Services	☐ C ☐ U ☐ D			\$3,253,364.53
6	BRAHMA SERVICES, LLC 12377 Merit Drive, Suite 1200 Dallas TX 75251	Ryan Welch gglass@aethonenergy.com Tel: (214) 750-3833	Trade Vendor	☐ C ☐ U ☐ D			\$3,232,570.91
7	GARDNER DENVER CANADA CORPORATION 2390 South Service Road Woakville ON M5H 3R3 Canada	Edward Bayhi jane.milligan@gardnerdenver.com Tel: (905) 829-8619	Trade Vendor	☐ C ☐ U ☐ D			\$2,878,505.55

Debtor **BJ Services, LLC, et al.**Case number (if known) **20-**

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8 DTE ENTERPRISES, LLC 2350 W Pinehurst Blvd Addison IL 60101	Dave Horvath remittance@dealerstrans.com Tel: (630) 307-9355	Trade Vendor	☐ C ☐ U ☐ D			\$2,734,506.12
9 SINGLE LINE TECHNOLOGIES 7211 Gessner Rd Houston TX 77040	Larry Hill scott.t.donaldson@gmail.com Tel: (337) 322-3132	Trade Vendor	☐ C ☐ U ☐ D			\$2,390,768.68
10 HIGH ROLLER SAND OPERATING, LLC 203 South 1st Street Lufkin TX 75901	Dave Frattaroli ar@highrollersand.com Tel: (936) 632-6033	Trade Vendor	☐ C ☐ U ☐ D			\$1,998,637.79
11 SANDBOX TRANSPORTATION, LLC 24275 Katy Frwy, Ste 600 Katy TX 77494	Josh Mireles jmireles@sandboxlogistics.com Tel: (281) 394-9575	Trade Vendor	☐ C ☐ U ☐ D			\$1,954,633.00
12 HI-CRUSH PARTNERS LP Three Riverway Houston TX 77056	Scott Spillars remittance@hicrush.com Tel: (713) 980-6200	Trade Vendor	☒ C ☒ U ☒ D			\$1,855,000.00
13 ENGENIUM CHEMICALS (2020) CORP 4333-46 AVE SE Calgary AB T2B 3N5 Canada	Cindy Hoang choang@engeniумchemicals.com Tel: (403) 279-8545	Trade Vendor	☐ C ☐ U ☐ D			\$1,842,564.46
14 INFOSYS MCCAMISH SYSTEMS LLC 6425 Powers Ferry Rd Atlanta GA 30339	Ramakrishna Routroy ramakrishna_r@infosys.com Tel: (770) 690-1500	IT Services	☐ C ☐ U ☐ D			\$1,650,068.61
15 SOURCE ENERGY SERVICES No 7 7719 Edgar Industrial Dr Red Deer AB T4P 3R2 Canada	Curtis Kisio ar@sourceenergyservices.com Tel: (214) 272-4607	Trade Vendor	☐ C ☐ U ☐ D			\$1,438,012.73
16 FRITZ INDUSTRIES INC 500 Sam Houston Rd Mesquite TX 75149-2733	Kristopher Neill ar@fritzind.com Tel: (972) 285-5471	Trade Vendor	☐ C ☐ U ☐ D			\$1,366,504.48
17 GCC 600 S Cherry Street Glendale CO 80246	Peggy Thomson pthomson@gcc.com Tel: (605) 721-7035	Trade Vendor	☐ C ☐ U ☐ D			\$1,353,464.26
18 CHEMPLEX SOLVAY GROUP 506 County Rd 137 Canada TX 79549-8610	Dru Bishop chemplex.accountsreceivable@solvay.com Tel: (325) 573-7298	Trade Vendor	☐ C ☐ U ☐ D			\$1,316,919.11

Debtor **BJ Services, LLC, et al.**Case number (if known) **20-**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19	SUNITA HYDROCOLLOIDS INC 5444 Westheimer Rd, Suite 1425 Houston TX 77056	Danny Wilson mohit.hissaria@sunitahydrocolloids.com Tel: (832) 581-2156	Trade Vendor	☐ C ☐ U ☐ D			\$1,291,572.71
20	SANDBOX LOGISTICS, LLC 24275 Katy Frwy, Ste 600 Katy TX 77494	Shane Nelson customerservice@sandboxlogistics.com Tel: (281) 394-9575	Trade Vendor	☐ C ☐ U ☐ D			\$1,214,628.50
21	HERITAGE INTERACTIVE SERVICES LLC 6510 Telecom Drive, Suite 400 Indianapolis IN 46278	Stephen Cushen scushen@heritage-interactive.com Tel: (317) 646-8845	Trade Vendor	☐ C ☐ U ☐ D			\$1,210,161.94
22	SOLARIS OILFIELD SITE SERVICES OPER 100 Ross Dr Early TX 76802	Greg Garcia accountsreceivable@solarisoilfield.com Tel: (325) 643-1785	Trade Vendor	☐ C ☐ U ☐ D			\$1,179,106.56
23	SIERRA FRAC SAND LLC 1155 E Johnson St Tatum TX 75691-1908	Tyson Strong kristib@kimrsmith.com Tel: (903) 836-4642	Trade Vendor	☐ C ☐ U ☐ D			\$1,092,939.80
24	SAMSAND LLC 301 11601 Pleasant Ridge Road Little Rock AR 72212	Brock Brockington nbrockinton@samsand.com Tel: (501) 258-3143	Trade Vendor	☐ C ☐ U ☐ D			\$1,035,631.42
25	LAFARGEHOLCIM US 24 Crosby Dr Bedford MA 01730	Ryan Dodd nabs.uscashapps@lafargeholcim.help Tel: (800) 854-4656	Trade Vendor	☐ C ☐ U ☐ D			\$1,012,293.83
26	CIRCLE BAR A INC 27035 Campbellton Rd San Antonio TX 78264-4322	Anita Hopkins acct1@circlebara.com Tel: (210) 626-2272	Trade Vendor	☐ C ☐ U ☐ D			\$875,931.80
27	WISCONSIN PROPPANTS 300 Schlumberger Drive Sugar Land TX 77478	Erica Guzman EricaGuzman@WisconsinProppants.com Tel: (432) 312-3940	Trade Vendor	☐ C ☐ U ☐ D			\$864,955.24
28	TARGET LOGISTICS MANAGEMENT LLC 2170 Buckthorne Place, Suite 440 The Woodlands TX 77380	Andrew Owen aowen@targetlogistics.net Tel: (617) 586-1100	Trade Vendor	☐ C ☐ U ☐ D			\$724,832.10
29	PERFORMANCE PROPPANTS LLC 4803 Benton Road Bossier City LA 71111	Bill Bowdon sarah@perfproppants.com Tel: (318) 584-7456	Trade Vendor	☐ C ☐ U ☐ D			\$706,734.80

Debtor **BJ Services, LLC, et al.**Case number (if known) **20-**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
30	APPROACH CONTROLS INC 2330 Fish Creek Blvd SW Suite 2434 Calgary AB T2Y 0L1 Canada	Warren Arnholtz warren@approachcontrols.com Tel: (587) 973-7273	Trade Vendor	☐ C ☐ U ☐ D			\$660,038.00

OMNIBUS WRITTEN CONSENT IN LIEU OF MEETINGS
OF THE BOARD OF DIRECTORS, BOARD OF MANAGERS,
GENERAL PARTNER, AND SOLE GOVERNING BODY OF

BJ SERVICES, LLC
BJ MANAGEMENT SERVICES, L.P.
BJ SERVICES HOLDINGS CANADA, ULC
BJ SERVICES MANAGEMENT HOLDINGS CORPORATION

July 19, 2020

The undersigned, comprising all of the Independent Directors of BJ Services, LLC, a Delaware limited liability company (“BJ Services”), and the members of the board of managers, directors, general partner, or other governing body, as applicable (collectively, the “Board”), of the applicable entity set forth on Exhibit A attached hereto (collectively and individually, as applicable, the “Company”), with each such Company (other than BJ Services) being an indirect or direct subsidiary of BJ Services, hereby take the following actions and adopt the following resolutions pursuant to, as applicable, the limited liability company agreement, operating agreement, articles, bylaws, partnership agreement, or similar governing document (in each case as amended or amended and restated) of each Company (the “Governing Documents”) and the laws of the state or province of formation of each Company as set forth next to each Company’s name on Exhibit A;

WHEREAS, on June 26, 2020, the Board of BJ Services delegated Dorothy M. Ables and Jeffrey Dane (the “Independent Directors”), among other things “certain rights, authority, and powers in connection with any matters pertaining to a sale, restructuring, reorganization, or other recapitalization transaction and related financing (each of the foregoing and any combination of the foregoing, a “Restructuring Transaction”) in which a conflict exists between the Company, on the one hand, and its shareholders, affiliates, or the Directors other than the Independent Directors, and the Company’s officers, on the other hand (the “Conflict Matters”)” and the “authority to review and act upon (as set forth herein) any matter arising in or related to a Restructuring Transaction that constitutes a Conflict Matter”;

WHEREAS, the Board has been informed of and considered presentations and documentation by management and the Company’s financial and legal advisors regarding the liquidity situation and the strategic alternatives available to the Company, including efforts to pursue a going-concern transaction and planning for a liquidation, and the effect of the foregoing on the Company’s business;

WHEREAS, the Board had the opportunity to consult with the Company’s management and financial and legal advisors and to fully consider and pursue each of the available strategic alternatives to the proposed wind down, including negotiating with all stakeholders regarding the terms of a refinancing, recapitalization, and/or consensual out-of-court or in-court reorganization, and the Board remained apprised of all such efforts; and

WHEREAS, the Board has determined, in light of the circumstances and options available to the Company to maximize the value of the Company for all stakeholders, in the judgment of the

Board, that the following resolutions are advisable and in the best interests of the Company, its equityholders, its creditors, and all other parties in interest.

NOW, THEREFORE, BE IT:

Conflicts Matters

RESOLVED that, the Independent Directors having determined that the decisions contemplated hereunder may be Conflict Matters and as such, the Independent Directors have determined to act with respect to the matters contemplated hereby on behalf of BJ Services.

Chapter 11 and CCAA Filing

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that each Company shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by each Company, collectively, the “Chapter 11 Cases”) under the provisions of 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 “Bankruptcy Court”) or other court of competent jurisdiction and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the “CCAA Proceedings”) under the provisions of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “CCAA”) in the Court of Queen’s Bench of Alberta (the “Canadian Court”), and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States or Canada; and

RESOLVED FURTHER, that the duly appointed officers of each Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of each Company for which such Authorized Officers are authorized to act, all petitions, schedules, lists, and other motions, objections, replies, applications, papers, or documents, and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company’s businesses or to assist the Company in the Chapter 11 Cases and the CCAA Proceedings and in carrying out its duties under the provisions of the Bankruptcy Code and the CCAA.

Retention of Professionals

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland”), as general bankruptcy counsel, to represent and assist the Company for which such Authorized Officers are authorized to act in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers,

with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland in accordance with applicable law;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Gray, Reed & McGraw LLP ("Gray Reed"), as co-bankruptcy counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Gray Reed in accordance with applicable law;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized, empowered and directed to employ the law firm of Bennett Jones LLP ("Bennett Jones") as BJ Services Holdings Canada, ULC ("BJ Canada") counsel, to represent and assist BJ Canada in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of BJ Canada; and, in connection therewith, each Authorized Officer is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Bennett Jones in accordance with applicable law;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of PJT Partners LP ("PJT"), as investment banker, to represent and assist the Company for which such Authorized Officers are authorized to act in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PJT in accordance with applicable law;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Ankura Consulting Group, LLC ("Ankura"), as restructuring advisor, to represent and assist the Company for which such Authorized Officers are authorized to act in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Ankura in accordance with applicable law;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and directed to employ Donlin, Recano & Company, Inc. ("DRC"), as notice, claims, and solicitation agent, to represent and assist the Company for which such Authorized Officers are authorized to act in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain DRC in accordance with applicable law;

RESOLVED FURTHER, that, to the extent needed as part of the chapter 11 cases, each of the Authorized Officers be, and hereby is, authorized and directed to employ the firms of Hilco Valuation Services, LLC, Hilco Industrial, LLC, Hilco Real Estate, LLC, Hilco IP Services, LLC d/b/a Hilco Streambank, Hilco Receivables, LLC, Hilco Appraisal Services CO., HRE Canada ULC, Hilco Industrial Acquisitions Canada ULC, and Hilco Receivables Canada ULC (collectively, "Hilco"), as marketing and selling professionals, to represent and assist the Company for which such Authorized Officers are authorized to act in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Hilco in accordance with applicable law;

RESOLVED FURTHER, that, to the extent needed as part of the chapter 11 cases, each of the Authorized Officers be, and hereby is, authorized and directed to employ the firms of Ritchie Bros. Auctioneers (America) Inc., IronPlanet, Inc., Ritchie Bros. Auctioneers (Canada) Ltd. and IronPlanet Canada Ltd. (collectively, "Ritchie"), as marketing and selling professionals, to represent and assist the Company for which such Authorized Officers are authorized to act in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Ritchie in accordance with applicable law;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of PricewaterhouseCoopers LLP ("PwC"), as tax consultant to represent and assist the Company for which such Authorized Officers are authorized to act in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PwC in accordance with applicable law;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Company for which such Authorized Officers are authorized to act in carrying out its duties under the Bankruptcy Code and the CCAA; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, objections, replies, applications, pleadings, lists, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, investment bankers, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Company's Chapter 11 Cases and the CCAA Proceedings, with a view to the successful prosecution of the case.

Appointment of Chief Restructuring Officer

RESOLVED, that in the judgment of the Board, it is desirable and in the best interest of the Company to appoint Mr. Anthony Schnur to the office of Chief Restructuring Officer of BJ Services, and Mr. Anthony Schnur be, and hereby is, appointed to the office of Chief Restructuring Officer of BJ Services, upon such terms and conditions as described to the Board and set forth in the engagement letter (the "CRO Engagement Letter"), in each case in accordance with the terms of the Governing Documents of the Company;

RESOLVED FURTHER, that the Chief Restructuring Officer shall report to the Independent Directors and shall serve at the pleasure and direction of the Independent Directors; and

RESOLVED FURTHER, that Mr. Anthony Schnur is hereby authorized and empowered to perform such duties and responsibilities on behalf of the Company set forth in the CRO Engagement Letter, and such other duties and responsibilities as the Independent Directors may determine are reasonable and appropriate under the circumstances.

Cash Collateral and Adequate Protection

WHEREAS, the Company is party to that certain Revolving Credit and Guaranty Agreement, dated as of May 20, 2017 (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time in accordance with the terms therein, the "Credit Agreement"), by and among BJ Services, as borrower; BJ Management Services, L.P., BJ Services Management Holding Corporation, and BJ Services Holdings Canada ULC, as guarantors; the lenders party thereto (the "Lenders"); and the Prepetition ABL Agent, pursuant to which the Lenders party thereto have made certain loans and financial accommodations available to the Company.

WHEREAS, the Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), which is security for the Lenders.

Now, THEREFORE, BE IT:

RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the Lenders (the “Adequate Protection Obligations”), as documented in the proposed order regarding the use of cash collateral (the “Cash Collateral Order”) that will be submitted for approval to the Bankruptcy Court;

RESOLVED FURTHER, that the Company, as debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Order;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to seek approval of the use of Cash Collateral pursuant to the Cash Collateral Order, and, to the extent applicable to the Company, any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, as necessary or advisable to implement the Cash Collateral Order, including providing for adequate protection to the Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for the use of collateral or debtor-in-possession financing in connection with the Chapter 11 Cases, which agreement(s) may require the Company to grant adequate protection and security interests to the Lenders or other parties and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer, in his or her absolute discretion approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to execute, deliver, and file any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the Cash Collateral Order or to take any other action which shall in his/her or their absolute discretion be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his/her, or their execution or approval thereof.

Wind Down of Operations

RESOLVED, that, in the judgement of the Board, it is desirable and in the best interest of the Company, its creditors, and other parties in interest, that the Company wind down its

affairs in a manner consistent with the process described to the Board (including by issuing appropriate notices (including any notices under the Worker Adjustment and Retraining Notification Act) and terminating employees in connection with the wind down), with such modifications or in such other manner as may be necessary or appropriate to best maximize the value of the Company;

RESOLVED FURTHER, that the wind-down and dissolution of the Company as described to the Board, along with all corporate action and any documents and agreements necessary to implement the wind down be, and hereby are, in all respects authorized and approved; and

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company to execute, deliver, and file any pleadings, motions, documents, agreements, notices, or applications, pay appropriate amounts, or to take any other action which shall in his, her, or their absolute discretion be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his, her, or their execution thereof.

Asset Sales in Connection with Chapter 11

RESOLVED, that the Company is authorized to enter into that certain asset purchase agreement (including all exhibits and schedules related thereto, the “Stalking Horse APA”) with TES Asset Acquisition, LLC (“TES”) for the sale of certain assets of the Company and to undertake any and all related transactions contemplated thereby, on terms materially consistent with those described to the Board and set forth in the current draft of the Stalking Horse APA;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Company to execute, on behalf of the Company, the Stalking Horse APA and to execute and file, on behalf of the Company, a motion seeking approval of the Stalking Horse APA and procedures related to a competitive sale process related thereto (the “Bidding Procedures Motion”) with the Bankruptcy Court;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, the Company to conduct the auction approved by the Bankruptcy Court pursuant to the Bidding Procedures Motion (the “Auction”) and to negotiate, for and on behalf of the Company, such agreements, documents, assignments, and instruments as may be necessary, appropriate, or desirable in connection with the sale to TES or such other successful bidder at the Auction; and

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of the Company, to begin the process of auctioning or selling the Company’s remaining assets in conjunction with the chapter 11 filing and in connection therewith, each Authorized Officer, with power

of delegation, is hereby authorized and directed to execute any appropriate sale or other documents or retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of applicable agents.

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company for which such Authorized Officers are authorized to act, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, notices, and other documents and to pay all expenses, including but not limited to filing fees, in the case as in such officer's or officers' judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED FURTHER, that each Company and the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the applicable Company, or hereby waives any right to have received such notice;

RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board;

RESOLVED FURTHER, that each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Company for which such Authorized Officers are authorized to act with respect to the transactions contemplated by these resolutions hereunder as the Board, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein;

RESOLVED FURTHER, that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same consent;

RESOLVED FURTHER, that electronic or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals; and

RESOLVED FURTHER, that the actions taken by the foregoing resolutions shall have the same force and effect as if taken at a meeting of the Board, as applicable, duly called and

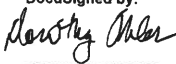
constituted pursuant to the Company's Governing Documents, and the applicable laws of the jurisdiction in which the Company is organized.

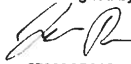
* * * * *

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

INDEPENDENT DIRECTORS OF:

BJ SERVICES, LLC

DocuSigned by:

393A3DE8F89F46D
Dorothy M. Ables

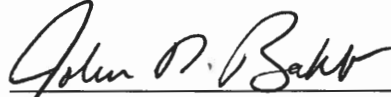
DocuSigned by:

57292C7C2B65483
Jeffrey Dane

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

GENERAL PARTNER OF

BJ MANAGEMENT SERVICES, L.P.

By: BJ Services Management Holdings
Corporation, a Texas corporation and the
general partner

A handwritten signature in black ink, appearing to read "John D. Bakht", is written over a horizontal line.

By: John Bakht

Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

BOARD OF DIRECTORS OF:

**BJ SERVICES HOLDINGS
CANADA, ULC**

DocuSigned by:



D9A38D073C57439
Warren Zemlak



Caleb Barclay

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

BOARD OF DIRECTORS OF:

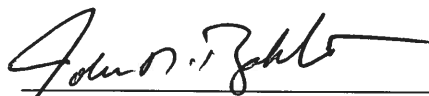
**BJ SERVICES MANAGEMENT
HOLDINGS CORPORATION**

DocuSigned by:



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Warren Zemplak



John R. Bakht

Exhibit A

COMPANY	JURISDICTION
BJ Services, LLC	Delaware
BJ Management Services, L.P.	Texas
BJ Services Holdings Canada, ULC	Canada
BJ Services Management Holdings Corporation	Texas