

COURT FILE NUMBER

1501-00396

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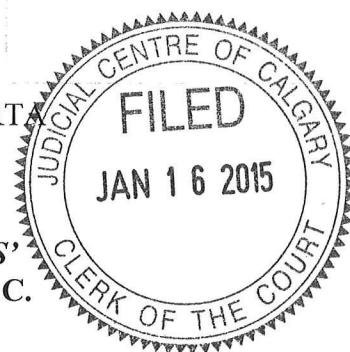
COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

Calgary

APPLICANTS

IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
 1985, c. C-36, as amended



AND IN THE MATTER OF THE *BUSINESS*
CORPORATIONS ACT, R.S.A. 2000, c. B-9

AND IN THE MATTER OF GASFRAC
 ENERGY SERVICES INC., GASFRAC
 SERVICES GP INC., GASFRAC ENERGY
 SERVICES (US) INC., GASFRAC US
 HOLDINGS INC. and GASFRAC INC.

I hereby certify this to be a true copy of

the original ORDER

Dated this 16 day of January, 2015
 for Clerk of the Court

DOCUMENT

ORDER Re: Engagement Financial Advisor

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

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 File No. 441817-000015

DATE ON WHICH ORDER WAS PRONOUNCED: January 16, 2015

NAME OF JUSTICE WHO MADE THE ORDER: The Honourable Justice K.M. Eidsvik

LOCATION OF HEARING: Calgary, Alberta

UPON the application of **GASFRAC ENERGY SERVICES INC.** ("GESI"), **GASFRAC SERVICES GP INC.** ("GSGP") for itself and in its capacity as general partner of **GASFRAC ENERGY SERVICES LIMITED PARTNERSHIP** ("GES LP"), **GASFRAC ENERGY SERVICES (US) INC.** ("GESI US"), **GASFRAC US HOLDINGS INC.** ("Holdings") and **GASFRAC INC.** ("GI") (GESI, GSGP, GES LP, GESI US, Holdings and GI

are sometimes collectively referred to herein as the "**Applicants**"); **AND UPON** having read the Application and the Affidavit of Lori McLeod-Hill sworn on January 13, 2015, the Confidential Affidavits of Lori McLeod-Hill sworn on January 13 and 15, 2015, respectively, and the Confidential Affidavit of Rhonda Lastockin, sworn on January 16, 2014, and filed herein; **AND UPON** hearing counsel for the Company;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the notice of application for this order is hereby abridged and deemed good and sufficient and this application is properly returnable today.

Approval of Engagement of CIBC

2. The engagement of CIBC World Markets Inc. ("**CIBC**") as financial advisor to the Applicants pursuant to a proposed engagement letter dated January 13, 2015 between CIBC and GESI (the "**Renewed Engagement Letter**"), attached as Exhibit "A" to the Confidential Affidavit of Rhonda Lastockin, sworn January 16, 2015, is hereby approved. The Applicants are authorized *nunc pro tunc*, to enter into the Renewed Engagement Letter and are directed to carry out and perform their obligations thereunder, including payment of amounts due to be paid pursuant to the terms of the Renewed Engagement Letter, and the Renewed Engagement Letter shall be binding upon GESI.
3. All claims of CIBC pursuant to the Renewed Engagement Letter are not claims that may be compromised pursuant to ^{any of arrangement pursuant to the Companies Credit} ~~the Plan~~ or any proposal under the ^{Arrangement} ~~Bankruptcy and~~ *Insolvency Act*, R.S.C. 1985, c. B-3, as amended, and no such plan or proposal shall be approved that does not provide for the payment of all amounts due to CIBC pursuant to the terms of the Renewed Engagement Letter.
4. CIBC, its affiliates, partners, directors, employees, agents and controlling persons shall have no liability with respect to any and all losses, claims, damages or liabilities, of any nature or kind, to any person in connection with or as a result of either its engagement by GESI as financial advisor or any matter referred to in the Renewed Engagement Letter except to the extent such losses, claims, damages or liabilities result from the gross

negligence or wilful misconduct of CIBC in performing its obligations under the Renewed Engagement Letter.

Service of Order

5. The Applicants shall serve by courier, fax transmission, e-mail transmission, or ordinary post, a copy of this Order on all parties present at this Application and on all parties who received notice of this Application or who are presently on the service list established in these proceedings, and such service shall be deemed good and sufficient for all purposes.

A handwritten signature in black ink, appearing to be 'M. A. J.', is written above a horizontal line.

Justice of the Court of Queen's Bench of Alberta