



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: June 25, 2015

A handwritten signature in cursive script, reading "Craig A. Gargotta".

**CRAIG A. GARGOTTA
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:	§	
	§	CASE NO. 15-50161
GASFRAC ENERGY SERVICES, INC.,	§	Jointly Administered
<i>et al.</i>¹	§	
	§	Chapter 15
Debtors in a foreign proceeding.	§	

**ORDER GRANTING MONITOR'S AND DEBTORS' EXPEDITED MOTION FOR
APPROVAL OF SUBSEQUENT CLAIMS PROCEDURE FOR UNITED STATES
CREDITORS**

Ernst & Young, LLP ("EY"), as the court-appointed monitor (the "**Monitor**") and authorized foreign representative of the above-captioned Debtors, and the Debtors filed their *Expedited Motion for Approval of Subsequent Claims Procedure for United States Creditors* ("**Motion**") in the above-styled and numbered chapter 15 cases. The Court finds that notice was proper and that no party in interest made any response in opposition to the Motion or, if so, the

¹ The Debtors are: GASFRAC Energy Services Inc., GASFRAC Services GP Inc., GASFRAC US Holdings Inc., GASFRAC Energy Services Limited Partnership, GASFRAC Inc., and GASFRAC Energy Services (US) Inc.

relief requested in any such response was denied for the reasons stated on the record, and further finds that the relief requested in the Motion should be granted. This Court finds the following:

On January 14, 2015 the Debtors instituted proceedings under the Companies' Creditors Arrangement Act ("**CCAA**") by filing applications for the commencement of reorganization proceedings pursuant to the CCAA, in the Matter of Gasfrac Energy Services Inc., et. al., Court File No. 1501-00396 (the "**Canadian Proceedings**"). The Canadian Proceedings are being heard in the Court of Queen's Bench of Alberta, Judicial Centre of Calgary (the "**Canadian Court**").

On January 15, 2015, the Canadian Court granted an Initial Order (the "**Initial Order**") for relief in the Canadian Proceedings, a copy of which is attached as Exhibit GF-4 to the Monitor's Notice Of Filing Of Documents In Support Of First Day Motions. 15-50161 Dkt. 10.

On January 15, 2015, the Monitor filed Official Form No. 1 Chapter 15 petitions for each of the Debtors pursuant to 11 U.S.C. § 1504, 1509(a), and 1515(a), commencing these Chapter 15 cases. 15-50161 Dkt. 1.

On March 18, 2015, the Court entered an Order Granting Monitor's And Debtors' Expedited Motion For Approval Of Claims Process For United States Creditors ("**Original Claims Procedure Order**"). 15-50161 Dkt. 84. That Original Claims Procedure Order necessarily applied to pre-January 15, 2015 claims.

The Debtors have proposed a Plan of Compromise and Arrangement ("**Plan**") before the Canadian Court. Section 9.1(o) of the Plan provides as a condition precedent to the effectiveness of the Plan that a Canadian Subsequent Claims Procedure Order and a U.S. Subsequent Claims Procedure Order be entered. This Order is the U.S. Subsequent Claims Procedure Order contemplated by that Plan.

It is appropriate to extend comity to the Canadian Court. In view of the foregoing, the following orders are made.

ORDERED that, (to the extent not captured under the original procedures established pursuant to the Original Claims Procedure Order), with respect to claims that arose on or after January 15, 2015 against the following Debtors only: GASFRAC US Holdings Inc. (“**Holdings**”), GASFRAC Inc. (“**GI**”), and GASFRAC Energy Services (US) Inc. (“**GESI US**”) [collectively, the “**US Companies**”], the following subsequent claims process (“**US Subsequent Claims Procedure**”) is hereby approved:

Only Post-Petition Claims. Any Claims that were filed or could have been filed in connection with the Original Claims Procedure Order cannot be submitted in this US Subsequent Claims procedure. The US Subsequent Claims Procedure is only for the submission of claims that arose on or after January 15, 2015 and not previously filed pursuant to the Original Claims Procedure Order. Furthermore, the US Subsequent Claims Procedure does not include unsecured claims for post-petition interest on pre-petition claims, as such are expressly disallowed by the Plan.

Application of 11 U.S.C. § 501. Section 501 of the bankruptcy code shall apply with respect to filing of proofs of claim.

Application of 11 U.S.C. § 502. Section 502 of the bankruptcy code shall apply to the allowance of claims.

Application of 11 U.S.C. § 505. Section 505 of the bankruptcy code shall apply with respect to the determination of tax claims.

Application of 11 U.S.C. § 506. Section 506 of the bankruptcy code shall apply with respect to the determination of secured claims.

Application of 11 U.S.C. § 509. Section 509 of the bankruptcy code shall apply with respect to the determination of claims of codebtors.

Application of 11 U.S.C. § 510. Section 510 of the bankruptcy code shall apply with respect to the determination of subordinated claims.

Proofs of Claim. Proofs of Claim shall conform to Official Form B10 and meet the requirements of Fed. R. Bankr. P. 3001 and 11 U.S.C. § 501. Proofs of Claim shall identify which of the US Companies such creditor seeks a claim against and identify the case number for such US Company.

Claims Bar Date. The Claims Bar Date is **July 30, 2015**.

Filing Proofs of Claim. Proofs of Claim must be filed with the United States Bankruptcy Clerk for the Western District of Texas no later than the Claims Bar Date. Proofs of Claim may be filed electronically by visiting the United States Bankruptcy Court for the Western District of Texas court's website at

http://www.txwb.uscourts.gov/POC/online_poc.html

Service of Proofs of Claim. A copy of the Proof of Claim shall be served on the following person ("**Notice Person**") so that such Notice Person actually receives the Proof of Claim by the Claims Bar Date:

To the Monitor:	Ernst & Young Inc., the Court appointed Monitor of GASFRAC US Holdings Inc, GASFRAC Inc., and GASFRAC Energy Services (US) Inc. Attn: Jessica Caden Ernst & Young Tower, 1000, 440 – 2nd Avenue SW Calgary, AB T2P 5E9 Email: Jessica.caden@ca.ey.com ,
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	Telephone: (403) 206-5153 Fax: (403) 206-5075
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Suitable methods of service are: registered mail, courier, email (in PDF), personal delivery or facsimile transmission.

Must Timely File and Serve Proofs of Claim. Proofs of Claim must be filed with the Bankruptcy Clerk and served on the Notice Person as stated above by the Claims Bar Date. If a Proof of Claim is not filed and served as stated above by the Claims Bar Date, such claims shall be disallowed and forever barred, estopped, and enjoined from asserting or enforcing such claim, and shall receive no distribution from this case with respect to such claim.

Previously filed Proofs of Claim. If a creditor has already filed a Proof of Claim in any of these Chapter 15 cases for a claim arising on or after January 15, 2015, it is not necessary to file and serve another Proof of Claim.

Claims for Rejection of Executory Contracts or Unexpired Leases.

Notwithstanding the above Claims Bar Date, any Proofs of Claim for rejection damages with respect to such rejected executory contracts or unexpired leases that are rejected after June 22, 2015 shall be due to be filed and served (1) on the Claims Bar Date or (2) 30 days after entry of the order rejecting such executory contract or unexpired lease, whichever is later. There shall be no “ride through” of any executory contracts or unexpired leases.

Reasonable Discretion. The Debtors, with the consent of the Monitor, or the Monitor, as the case may be, may use reasonable discretion as to the adequacy of compliance with respect to the manner in which Proofs of Claim are completed and executed and may, if they are satisfied that a claim has been adequately

proven, waive strict compliance with the requirements of the US Subsequent Claims Procedure.

Allowance Process. The Movants, acting in conjunction, or the Monitor, acting alone, may subsequently apply to the United States Bankruptcy Court for the establishment of an Objection Bar Date for objections to claims. Currently, there is no Objection Bar Date. If no objection to a Proof of Claim is made by the Objection Bar Date, such claim shall be allowed as stated in the Proof of Claim. Otherwise, Movants may object to or seek to subordinate any Proof of Claim pursuant to the United States Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, and such objections or actions for subordination, if not resolved by agreement, shall be decided by the United States Bankruptcy Court.

Settlement Authority. The Monitor and the Debtors may compromise and settle any objections to claims without further order of the Court.

Application of Rules. To the extent not inconsistent with the above claims process, the Federal Rules of Bankruptcy Procedure shall apply.

ORDERED that nothing herein shall require or authorize that PNC Bank and PNC Bank Canada Branch file a Proof of Claim or otherwise participate in the Claims Process.

ORDERED that this Order shall not apply to the claims related to expenses, taxes, and government charges in connection with the Monitor's duty to dissolve and wind up the US Companies' pursuant to the terms of Section 5.2(f) of the Plan and its accompanying Trust Agreement.

ORDERED that the Monitor shall serve the creditors with a Notice of US Claims Process substantially in the form of Exhibit A to this Order within three business days after entry of this Order.

ORDERED that the Monitor shall submit a Notice of US Claims Process substantially in the form of Exhibit A to this Order for publication in the Houston Chronicle within five business days after entry of this Order.

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Submitted by:

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COUNSEL FOR CANADIAN MONITOR

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:	§	
	§	CASE NO. 15-50161
GASFRAC ENERGY SERVICES, INC.,	§	Jointly Administered
<i>et al.</i>,²	§	
	§	Chapter 15
Debtors in a foreign proceeding.	§	

**NOTICE OF SUBSEQUENT US CLAIMS PROCEDURES FOR CREDITORS OF
GASFRAC US HOLDINGS INC., GASFRAC INC., AND GASFRAC ENERGY
SERVICES (US) INC. FOR CLAIMS ARISING ON OR AFTER JANUARY 15, 2015**

To: Creditors of GASFRAC US Holdings Inc. (“**Holdings**”), GASFRAC Inc. (“**GI**”), and GASFRAC Energy Services (US) Inc. (“**GESI US**”)[collectively, the “**US Companies**”].

On _____, the United States Bankruptcy Court for the Western District of Texas entered the following Order: ORDER GRANTING MONITOR’S AND DEBTORS’ EXPEDITED MOTION FOR APPROVAL OF SUBSEQUENT CLAIMS PROCEDURE FOR UNITED STATES CREDITORS (“**US Subsequent Claims Procedure Order**”).

Creditors with claims against the following Debtors: GASFRAC Energy Services Inc. (“**GESI**”), GASFRAC Services GP Inc. (“**GSGP**”), GASFRAC Energy Services Limited Partnership (“**GES LP**”) [collectively, the “**Canadian Companies**”], should follow the claims procedures provided by the Court of Queen’s Bench of Alberta, Canada, Judicial Centre of Calgary in Matter of Gasfrac Energy Services Inc., et. al., Court File No. 1501-00396.

Pursuant to the Subsequent Claims Procedure Order, the following process (“**US Claims Process**”) applies to creditors of *the US Companies only and only with respect to claims that arose on or after January 15, 2015, to the extent not captured under the original procedures established pursuant to the Original Claims Procedure Order*:

Only Post-Petition Claims. Any Claims that were filed or could have been filed in connection with the Order Granting Monitor’s And Debtors’ Expedited Motion For Approval Of Claims Process For United States Creditors entered on March 18, 2015 cannot be submitted in this US Subsequent Claims Procedure. The US Subsequent Claims Procedure is only for the submission of claims that arose on or after January 15, 2015 and not previously filed pursuant to the Original Claims Procedure Order. Furthermore, the US Subsequent Claims Procedure does

² The Debtors are: GASFRAC Energy Services Inc., GASFRAC Services GP Inc., GASFRAC US Holdings Inc., GASFRAC ENERGY Services Limited Partnership, GASFRAC Inc., and GASFRAC Energy Services (US) Inc.

not include unsecured claims for post-petition interest on pre-petition claims, as such are expressly disallowed by the Plan.

Application of 11 U.S.C. § 501. Section 501 of the bankruptcy code shall apply with respect to filing of proofs of claim.

Application of 11 U.S.C. § 502. Section 502 of the bankruptcy code shall apply to the allowance of claims.

Application of 11 U.S.C. § 505. Section 505 of the bankruptcy code shall apply with respect to the determination of tax claims.

Application of 11 U.S.C. § 506. Section 506 of the bankruptcy code shall apply with respect to the determination of secured claims.

Application of 11 U.S.C. § 509. Section 509 of the bankruptcy code shall apply with respect to the determination of claims of codebtors.

Application of 11 U.S.C. § 510. Section 510 of the bankruptcy code shall apply with respect to the determination of subordinated claims.

Proofs of Claim. Proofs of Claim shall conform to Official Form B10 and meet the requirements of Fed. R. Bankr. P. 3001 and 11 U.S.C. § 501. A copy of Official Form B10 is attached for your use. The amount of claim for the Proof of Claim should be the amounts in United States Dollars that the Debtor owes the creditor on or after the January 15, 2015 Chapter 15 bankruptcy filing. Proofs of Claim shall identify which of the US Companies such creditor seeks a claim against and identify the case number for such US Company. The following Case Numbers apply to the US Companies:

Debtor	Case No.
GASFRAC US Holdings Inc.	15-50163
GASFRAC Inc.	15-50166
GASFRAC Energy Services (US) Inc.	15-50167

Claims Bar Date. The Claims Bar Date is July 30, 2015.

Filing Proofs of Claim. Proofs of Claim must be filed with the United States Bankruptcy Clerk for the Western District of Texas no later than the Claims Bar Date. Proofs of Claim may be filed electronically by visiting the United States Bankruptcy Court for the Western District of Texas court's website at http://www.txwb.uscourts.gov/POC/online_poc.html

Service of Proofs of Claim. A copy of the Proof of Claim shall be served on the following person (“**Notice Person**”) so that such Notice Person actually receives the Proof of Claim by the Claims Bar Date:

To the Monitor:	Ernst & Young Inc., the Court appointed Monitor of GASFRAC US Holdings Inc, GASFRAC Inc., and GASFRAC Energy Services (US) Inc. Attn: Jessica Caden Ernst & Young Tower, 1000, 440 – 2nd Avenue SW Calgary, AB T2P 5E9 Email: Jessica.caden@ca.ey.com , Telephone: (403) 206-5153 Fax: (403) 206-5075
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Suitable methods of service are: registered mail, courier, email (in PDF), personal delivery or facsimile transmission.

Must Timely File and Serve Proofs of Claim. Proofs of Claim must be filed with the Bankruptcy Clerk and served on the Notice Person as stated above by the Claims Bar Date. If a Proof of Claim is not filed and served as stated above by the Claims Bar Date, such claims shall be disallowed and forever barred, estopped, and enjoined from asserting or enforcing such claim, and shall receive no distribution from this case with respect to such claim.

Previously filed Proofs of Claim. If a creditor has already filed a Proof of Claim in any of these Chapter 15 cases for a claim arising on or after January 15, 2015, it is not necessary to file and serve another Proof of Claim.

Claims for Rejection of Executory Contracts or Unexpired Leases. Notwithstanding the above Claims Bar Date, any Proofs of Claim for rejection damages with respect to such rejected executory contracts or unexpired leases that are rejected after June 22, 2015 shall be due to be filed and served (1) on the Claims Bar Date or (2) 30 days after entry of the order rejecting such executory contract or unexpired lease, whichever is later. There shall be no “ride through” of any executory contracts or unexpired leases.

Reasonable Discretion. The Debtors, with the consent of the Monitor, or the Monitor, as the case may be, may use reasonable discretion as to the adequacy of compliance with respect to the manner in which Proofs of Claim are completed and executed and may, if they are satisfied that a claim has been adequately proven, waive strict compliance with the requirements of the US Subsequent Claims Procedure.

Allowance Process. The Movants, acting in conjunction, or the Monitor, acting alone, may subsequently apply to the United States Bankruptcy Court for the establishment of an Objection Bar Date for objections to claims. Currently, there is no Objection Bar Date. If no objection to a Proof of Claim is made by the Objection Bar Date, such claim shall be allowed as stated in the Proof of Claim. Otherwise, Movants may object to or seek to subordinate any Proof of Claim pursuant to the United States Bankruptcy Code and the Federal Rules of Bankruptcy

Procedure, and such objections or actions for subordination, if not resolved by agreement, shall be decided by the United States Bankruptcy Court.

Settlement Authority. The Monitor and the Debtors may compromise and settle any objections to claims without further order of the Court.

Application of Rules. To the extent not inconsistent with the above claims process, the Federal Rules of Bankruptcy Procedure shall apply.

Respectfully submitted,

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