

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.	§	

**MONITOR'S AND DEBTORS' EXPEDITED MOTION FOR APPROVAL OF CLAIMS
PROCESS FOR UNITED STATES CREDITORS**

NOTICE OF HEARING

PLEASE TAKE NOTICE THAT A HEARING HAS BEEN SET ON THIS MOTION FOR APPROVAL OF CLAIMS PROCESS FOR WEDNESDAY, MARCH 18, 2015 AT 10:00 A.M. IN THE UNITED STATES COURTHOUSE, 615 E. HOUSTON STREET, COURTROOM 3, SAN ANTONIO, TEXAS 78205.

ANY PERSON DESIRING TO APPEAR TELEPHONICALLY AT THE HEARING SHOULD CONTACT COURTCALL AT (866) 582-6878 MONDAY THROUGH FRIDAY BETWEEN THE HOURS OF 5:00 A.M. AND 5:30 P.M. (PACIFIC TIME). IN ORDER TO ENSURE THE ABILITY TO PARTICIPATE TELEPHONICALLY, COURTCALL MUST RECEIVE ANY REQUEST NO LATER THAN THE BUSINESS DAY PRIOR TO THE HEARING.

Now comes Ernst & Young, LLP, ("EY") as the court-appointed monitor (the "**Monitor**") and authorized foreign representative of the above-captioned Debtors² and the Debtors, (together, the "**Movants**") and file this Expedited Motion for Approval of Claims Process for United States Creditors (the "**Motion**"), and states:

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.

I.
INTRODUCTION

1. Three of the Debtors (GASFRAC US Holdings Inc., GASFRAC Inc., and GASFRAC Energy Services (US) Inc.) operate in the United States. This Motion seeks to establish a claims filing and allowance process in this Chapter 15 case for creditors of those three Debtors. The purpose of this Motion is so US creditors do not have to litigate claims objections and subordination proceedings in Canada, and so the US court, rather than the Canadian court, can apply US law to disputes over claim allowance.

II.
EXHIBITS TO THIS MOTION

2. The following Exhibits are attached to this Motion:

Ex	Description	Comment
A	Proposed Form of Order Granting Monitor's and Debtors' Expedited Motion For Approval Of Claims Process for United States Creditors	
B	APPLICATION: Stay Extension, Approval of Claims Procedure, and Approval of Sale & Vesting Order (with non-confidential March 9, 2015 Lori McLeod-Hill Affidavit)	Filed in Canada (exhibits to Application are voluminous and are not attached)
C	Proposed CLAIMS PROCESS ORDER	Proposed to Canadian Court
D	Proposed Notice to Creditors of US Claims Process	Proposed to be mailed out to creditors

III.
BACKGROUND

A. Canadian Proceedings

3. 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”). The Judge in the Canadian Proceedings is the Honourable Madam Justice K.M. Eidsvik.

4. 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.

5. Also, on January 15, 2015, the Canadian Court appointed EY as the Monitor of the Canadian Proceedings under the Initial Order. Initial Order ¶ 25. The Monitor’s role in the Canadian Proceedings is to supervise the property and business affairs, and the Debtors are obligated to cooperate with the Monitor in this respect. Id. ¶¶ 25-32.

B. Chapter 15 Cases

6. 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.

7. On February 2, 2015, the Court entered “Order Granting Monitor’s Expedited Petition For Recognition As Foreign Main Proceeding Pursuant To Sections 1515 And 1517 Of The United States Bankruptcy Code And Related Relief” (**“Recognition Order”**) recognizing the Canadian Proceedings as foreign main proceedings pursuant to Section 1517 of the Bankruptcy Code. 15-50161 Dkt. 46.

C. Canadian Versus US Debtors

8. All six Debtors are debtors in both the Canadian Proceedings and in the Chapter 15 Cases.

9. The following Debtors are Canadian companies: GASFRAC Energy Services Inc. (“**GESI**”), GASFRAC Services GP Inc. (“**GSGP**”), GASFRAC Energy Services Limited Partnership (“**GES LP**”) [“**Canadian Companies**”].

10. The following Debtors are United States companies: GASFRAC US Holdings Inc. (“**Holdings**”), GASFRAC Inc. (“**GI**”), and GASFRAC Energy Services (US) Inc. (“**GESI US**”) [“**US Companies**”].

D. Canadian Claims Process Application

11. Contemporaneous with the filing of this Motion, the Debtors filed with the Canadian Court an APPLICATION: Stay Extension, Approval of Claims Procedure, and Approval of Sale & Vesting Order (“**Canadian Claims Process Application**”)³ seeking entry of, among other things, a Claims Process Order (“**Canadian Claims Order**”)⁴ by the Canadian Court. The Canadian Claims Process Application is set to be heard by the Canadian Court on March 16, 2015. The Canadian Claims Process only deals with claims against the Canadian Companies. Creditors with claims against the Canadian Companies should therefore follow the process as ordered by the Canadian Claims Order.

12. The Proposed Canadian Claims Order states that the United States claims process should proceed as appropriate in the United States:

3. This Order establishes the Claims Process only for GESI, GSGP and GES LP. GESI US, Holdings and GI (together, the “U.S. Applicants”) shall establish a claims process for the U.S. Applicants in accordance with the protocol and procedures appropriate to like processes in the United States.

Exhibit C.

³ See Exhibit B.

⁴ Proposed Canadian Claims Order at Exhibit C.

E. Proposed US Claims Process

13. With respect to claims against the US Companies, the Movants request approval of the process described in Exhibit D and below (“**US Claims Process**”).

F. US Claims Process Requested

14. Most of the creditors of the US Companies will be creditors who are domiciled in the United States, whose claims will be based on state or federal US law, and who expect to be paid in US dollars. The Monitor does not wish to burden those creditors with the inconvenience and expense of traveling to the Canadian Court in the event of a claim objection. In addition, the Monitor contends that the United States Bankruptcy Court is better suited to hear any claims objections that will be based on state or federal US law.

15. In view of the foregoing, the Monitor seeks an order providing for a claims process for creditors with claims against the US Companies. The US Claims Process is proposed as follows with respect to claims *against the US Companies only*:

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 May 7, 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 receive 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 Claims. 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 prior to the entry of the Order Granting Monitor's and Debtors' Expedited Motion For Approval Of Claims Process for United States Creditors, 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, in the event that this Court applies section 365 of the bankruptcy code to this case, any Proofs of Claims for rejection damages with respect to such rejected executory contracts or unexpired leased 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. In the event that this Court does not apply section 365 of the bankruptcy code to this case, and the Monitor or the Debtors give written notice to a party to an executory contract or unexpired lease that such executory contract or unexpired lease elect to terminate or breach executory contract or unexpired lease, then any Proofs of Claims with respect to such breach shall be due to be filed and

served (1) on the Claims Bar Date or (2) 30 days after receipt of written notice of such election to elect to terminate or breach, whichever is later.

Reasonable Discretion. The Debtors, with the consent of the Monitor, 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 Claims Process.

Allowance Process. The Movants will 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.

IV.
ARGUMENT AND AUTHORITIES

A. Relief Under Sections 1521 and 105(a)

16. This Court has found that that the Canadian Proceedings are foreign main proceedings. 15-50161 Dkt. 46. Certain relief is automatic when a foreign proceeding is recognized as main. 11 U.S.C. § 1520(a). That automatic relief under Section 1520 does not include the application of Sections 501, 502, 506, and 507 of the bankruptcy code, dealing with prepetition claims against the debtor. 11 U.S.C. § 1520.

17. Certain discretionary relief is available upon recognition of a foreign proceeding under 11 U.S.C. § 1521 as discussed below. The court may grant relief under section 1521 only if the interests of the creditors and other interested entities, including the debtor, are sufficiently protected. 11 U.S.C. § 1522(a). The Monitor contends that the discretionary relief requested is for the protection of the creditors and the Debtors.

18. “Any appropriate” discretionary relief is available upon recognition of a foreign proceeding, whether or not a foreign proceeding is main. 11 U.S.C. § 1521(a) (“Upon recognition of a foreign proceeding, whether main or nonmain, where necessary to effectuate the purpose of this chapter and to protect the assets of the debtor or the interests of the creditors, the court may, at the request of the foreign representative, grant any appropriate relief”).

19. In addition, under 11 U.S.C. § 1521(b), upon recognition of a foreign proceeding, whether main or nonmain, the court may entrust the distribution of all or part of the debtor’s assets located in the United States to the foreign representative or another person, including an examiner, authorized by the court, provided that the court is satisfied that the interests of creditors in the United States are sufficiently protected.

20. Furthermore, 11 U.S.C. § 105(a) provides in pertinent part: that “(a) The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.”

21. The Movants contend that it is appropriate that Section 1521 and 105(a) be invoked to protect the interests of creditors and the debtors for a fair claims process in the United States, so that US creditors do not have to litigate claims objections and subordination proceedings in an unfamiliar and distant forum and so that the US law may be applied by a US, rather than Canadian, court.

B. Comity for Canadian Claims Process

22. This Court has found that that the Canadian Proceedings are foreign main proceedings. 15-50161 Dkt. 46. Section 1509 states:

23. If the court grants recognition under section 1517, and subject to any limitations that the court may impose consistent with the policy of this chapter . . . (3) a court in the United States shall grant comity or cooperation to the foreign representative.

24. 11 U.S.C. § 1509(b)(3).

25. A central tenet of Chapter 15 is the importance of comity in cross-border insolvency proceedings. *Ad Hoc Group of Vitro Noteholders v. Vitro SAB De CV (In re Vitro SAB De CV)*, 701 F.3d 1031, 1053 (5th Cir. 2012).

26. The Proposed Canadian Claims Order states that the United States claims process should proceed as appropriate in the United States:

3. This Order establishes the Claims Process only for GESI, GSGP and GES LP. GESI US, Holdings and GI (together, the “U.S. Applicants”) shall establish a claims process for the U.S. Applicants in accordance with the protocol and procedures appropriate to like processes in the United States.

Exhibit C.

27. The Proposed Canadian Claims Order also seeks the aid of the US Court with respect to the claims process:

15. This Court hereby requests the aid and recognition (including assistance pursuant to section 17 of the CCAA, as applicable) of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulator or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any provinces or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

Exhibit C.

28. Accordingly, as matter of comity with the Canadian Proceedings, the Movants seek establishment of the US Claims Process described herein.

V.
PRAYER

WHEREFORE, the Movants respectfully request that the Court enter the Proposed Form of Order Granting Monitor's and Debtors' Expedited Motion For Approval Of Claims Process for United States Creditors attached as **Exhibit A** to the Motion, granting the relief requested herein; and for all other relief, at law or in equity, to which the Monitor is justly entitled.

Dated: March 11, 2015

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

By: **/s/Steve A. Peirce**

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COUNSEL FOR DEBTORS

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Motion has been served upon the persons entitled to notice by either U.S. first class mail, postage prepaid or by electronic notification on March 11, 2015. On March 11, 2015, approximately 2900 parties-in-interest were directed to be served with the foregoing Motion through the offices of noticing agent Upshot Services, LLC. The Monitor will supplement this certificate of service with a copy of such service list.

/s/Steve A. Peirce

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>,¹	§	
	§	Chapter 15
Debtors in a foreign proceeding.	§	

**ORDER GRANTING MONITOR'S AND DEBTORS' EXPEDITED MOTION FOR
APPROVAL OF CLAIMS PROCESS 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 Claims Process 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 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:

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.

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**").

It is appropriate to extend comity to the Canadian Court and the Orders that are subject to the motion. In view of the foregoing, the following orders are made.

ORDERED that, with respect to claims against the following Debtors only: GASFRAC Energy Services Inc. ("**GESI**"), GASFRAC Services GP Inc. ("**GSGP**"), GASFRAC Energy Services Limited Partnership ("**GES LP**") [collectively, the "**Canadian Companies**"], creditors shall follow the claims process as approved by the Canadian Court.

ORDERED that, with respect to claims 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 claims process ("**US Claims Process**") is hereby approved:

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 May 7, 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 Claims. 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 prior to the entry of this Order, 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, in the event that this Court applies section 365 of the bankruptcy code to this case, any Proofs of Claims for rejection damages with respect to such rejected executory contracts or unexpired leased 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. In the event that this Court does not apply section 365 of the bankruptcy code to this case, and the Monitor or the Debtors give written notice to a party to an executory contract or unexpired lease that such executory contract or unexpired lease elect to terminate or breach executory contract or unexpired lease,

then any Proofs of Claims for with respect to such breach shall be due to be filed and served (1) on the Claims Bar Date or (2) 30 days after receipt of written notice of such election to elect to terminate or breach, whichever is later.

Reasonable Discretion. The Debtors, with the consent of the Monitor, 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 Claims Process.

Allowance Process. The Debtors and the Monitor will 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 the Monitor shall serve the creditors with a Notice of US Claims Process substantially in the form of Exhibit D to the Motion within three business days after entry of this Order.

#

Submitted by:

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Facsimile: (210) 270-7205

COUNSEL FOR CANADIAN MONITOR

EXHIBIT B

COURT FILE NUMBER

1501-00396

COURT

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.**

DOCUMENT

**APPLICATION: Stay Extension, Approval
of Claims Procedure, and Approval of Sale &
Vesting Order**

ADDRESS FOR SERVICE AND

Josef G.A. Krüger, Q.C./Robyn Gurofsky

CONTACT INFORMATION OF

Borden Ladner Gervais LLP

1900, 520 3rd Ave. S.W.

PARTY FILING THIS

Calgary, AB T2P 0R3

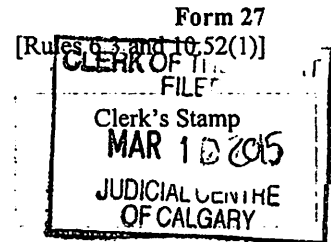
Telephone: (403) 232-9774

DOCUMENT

Facsimile: (403) 266-1395

Email: JKruger@blg.com/RGurofsky@blg.com

File No. 441817-000015



NOTICE TO RESPONDENTS: See Service List, Schedule "A" to this Application

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Judge.

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

Date Monday March 16, 2015

Time 10:30 a.m.

Where Calgary Courts Centre, 601-5th Street S.W., Calgary, AB

Before Whom The Honourable Justice K.M. Eidsvik

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

Remedy claimed or sought:

1. The Applicants seek an Order for the following relief:
 - (a) Deeming service of this Application together with all supporting materials to be good and sufficient, and abridging the time for service of said documents, if necessary;
 - (b) Extending the stay of proceedings in this matter until and including May 14, 2015;
 - (c) Approving and authorizing a claims procedure in respect of the creditors of the Company (the "**Claims Procedure**"), in substantially the same form as attached hereto as **Schedule "B"**;
 - (d) Approving and authorizing the sale of substantially all of the Applicant's assets pursuant to the Asset Purchase and Sale Agreement ("**APSA**"), a copy of which is attached to the Confidential Affidavit of Lori McLeod-Hill, sworn on March 10, 2015 (the "**Confidential Affidavit**");
 - (e) Approving a sale and vesting order with respect to the APSA (the "**Sale & Vesting Order**"), in substantially the same form as attached hereto as **Schedule "C"**; and
 - (f) Sealing the Confidential Affidavit and the Confidential Supplement to the Monitor's Third Report (the "**Confidential Report**"), including all exhibits, schedules and attachments thereto.
2. Such further and other relief as Counsel may advise and this Honourable Court permit.

Grounds for making this application:

3. The applicants, 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**" or the "**Company**"), obtained an Initial Order granted by the Honourable Justice K.M. Eidsvik of the Court of Queen's Bench of Alberta on January 15, 2015, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**").
4. The Initial Order provided for a stay of proceedings until and including February 9, 2015. The stay of proceedings was extended by this Honourable Court until and including March 18, 2015.
5. Since the granting of the Initial Order, the Applicants have been working diligently and in good faith with the court-appointed financial advisor, CIBC World Markets Inc. ("**CIBC**"), legal

advisors, and with Ernst & Young Inc. in its capacity as the court-appointed Monitor of the Applicants (the “**Monitor**”) to review its options with respect to restructuring the Company’s business and maximizing value for its stakeholders and creditors.

6. On January 23, 2015, the Applicants obtained Court approval to engage in an extensive sales and solicitation process (“**SISP**”) through CIBC, with the assistance of the Monitor, to market the business and operations of the Applicants. The deadline for the receipt of bids was February 24, 2015 (the “**Bid Deadline**”).
7. Through the SISP, the Applicants received several bids by the Bid Deadline. The most favourable bid received is put forward by the Applicants for approval by the Court, the proceeds of which will result in full payment to the Applicants’ first secured creditor, together with payments to other creditors of the Applicants.
8. The Company and the successful bidder have entered into the APSA, which contemplates a sale of substantially all of the Company’s assets to the Purchaser (as defined in the APSA). The projected closing date of the transaction contemplated in the APSA is April 3, 2015.
9. The Company and the Monitor believe that the transaction contemplated by the APSA is in the best interests of the Company, its creditors and other stakeholders.
10. In anticipation of the closing of the APSA, it will be necessary for the Company and the Monitor to have a definitive understanding of the totality of the claims against the Company to ensure a fair and proper distribution to the Company’s creditors.
11. The Claims Procedure will provide the Company and the Monitor with the necessary structure and process for the assessment and determination of the validity, nature and amount of the claims of creditors against certain of the Company’s entities.
12. Further, in the event the Company proceeds with a plan of arrangement the Claims Procedure is necessary to properly tabulate the votes of creditors.
13. The Company has worked closely with the Monitor to establish claims procedures in Canada and the United States.

14. A further extension of the stay of proceedings is required to enable the Company to close the transaction contemplated by the APSA, address any further adjustments arising subsequent to the closing, and to allow the Company and the Monitor to run the Claims Procedure.
15. The Company in consultation with the Monitor and its legal counsel, is also assessing its options with respect to the presentation of a plan of compromise or arrangement to its creditors whose claims are not anticipated to be paid in full from the proceeds of a sale. An extension of the stay proceeding would allow the Company time to properly assess all options available in respect of a plan.
16. The Company has acted and continues to act in good faith and with due diligence in the within CCAA proceedings.
17. The Confidential Affidavit and the Confidential Report contain commercially sensitive information of the Applicants, that if disseminated could adversely affect the Company's operations and the SISP.
18. The Sealing Order sought is the least restrictive and prejudicial alternative to prevent dissemination of the Applicants' commercially sensitive information.
19. It is fair and just in the circumstances to restrict public access to the Confidential Affidavit.
20. The provisions of the CCAA and the equitable jurisdiction of this Honourable Court are applicable to and provide the basis for the relief sought by the Applicants.
21. Such further and other basis as Counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

22. The Affidavit of Lori McLeod-Hill, sworn March 9, 2015;
23. The Confidential Affidavit of Lori McLeod-Hill, sworn March 10, 2015;
24. The Third Report of the Monitor, filed herein;
25. The Confidential Supplement to the Third Report of the Monitor, to be filed; and
26. Such further and other material as counsel may advise and this Honourable Court permit.

Applicable rules:

27. *Alberta Rules of Court*, AR 124/2010.

Applicable Acts and regulations:

28. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
29. *Judicature Act*, R.S.A. 2000, c. J-2; and
30. Such further and other acts and regulations as Counsel may advise and this Honourable Court permit.

Any irregularity complained of or objection relied on:

31. None.

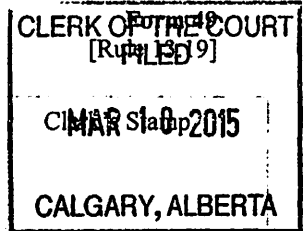
How the application is proposed to be heard or considered:

32. In person, before the Honourable Madam Justice K.M. Eidsvik, on affidavit evidence with some or all of the parties present.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the 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.

COURT FILE NUMBER **1501-03396**
COURT 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.**

DOCUMENT **AFFIDAVIT**

ADDRESS FOR SERVICE AND Josef G.A. Krüger, Q.C./Robyn Gurofsky
CONTACT INFORMATION OF Borden Ladner Gervais LLP
PARTY FILING THIS 1900, 520 3rd Ave. S.W.
DOCUMENT Calgary, AB T2P 0R3
 Telephone: (403) 232-9774
 Facsimile: (403) 266-1395
 Email: JKruger@blg.com/RGurofsky@blg.com
 File No. 441817-000015

AFFIDAVIT OF LORI MCLEOD-HILL

Sworn on March 9, 2015

I, Lori McLeod-Hill, of the City of Calgary, in the Province of Alberta, chartered accountant, SWEAR AND SAY THAT:

1. I am the Chief Financial Officer of GASFRAC Energy Services Inc. ("GESI"), which is the 100% parent company of GASFRAC Services GP Inc. ("GSGP"), GASFRAC US Holdings Inc. ("Holdings") and the 99.99865% owner of GASFRAC Energy Services Limited Partnership ("GES LP") (GSGP owns the remaining 0.00135% or one unit of GES LP). Holdings is in turn the 100% owner of GASFRAC Inc. ("GI") and GASFRAC Energy Services (US) Inc. ("GESI")

US"). GESI, GSGP, GESI US, Holdings, GI, and GES LP are sometimes hereinafter referred to collectively as the "Company".

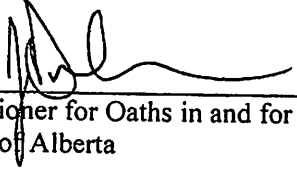
2. As a result of the foregoing, I have personal knowledge of the facts and matters deposed to herein except where stated to be based on information and belief, and where so stated I do verily believe the same to be true.
3. I am authorized by the Company to swear this Affidavit.
4. The Company sought and obtained an Initial Order granted by the Honourable Justice K.M. Eidsvik of the Court of Queen's Bench of Alberta on January 15, 2015, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended.
5. The Initial Order provided for a stay of proceedings until and including February 9, 2015. The stay of proceedings was extended by this Honourable Court until and including March 18, 2015.
6. Since the granting of the Initial Order, the Company has been working diligently and in good faith with the court-appointed financial advisor, CIBC World Markets Inc. ("CIBC"), legal advisors, and with Ernst & Young Inc. in its capacity as the court-appointed Monitor of the Applicants (the "Monitor") to review its options to restructure its business with a view to maximizing value for stakeholders and creditors.
7. The Company, through CIBC and the Monitor, has engaged in an extensive sales and solicitation process ("SISP") to market its business and operations. Through the SISP, the Applicants received a very favourable offer (the "Transaction"). The Transaction, which has a contemplated closing date of April 3, 2015, is anticipated to pay out PNC Bank Canada Branch, the secured creditor, in full, as well as provide 100 cents on the dollar to unsecured creditors. The only party not currently contemplated to receive full payout are the subordinated unsecured debenture holders.
8. In order to close the Transaction and address any adjustments arising subsequent to closing, the Company requires an extension to the stay of proceedings presently in place.
9. In addition, the Company is currently working with the Monitor and its legal counsel to determine feasibility of presenting a plan of compromise or arrangement to creditors whose claims are not anticipated to be paid in full from the proceeds of the Transaction. An extension of the stay of proceedings would allow the Company time to a) determine if a plan of compromise or

arrangement is appropriate in the circumstances, and b) if appropriate, devise the terms and conditions of a plan of compromise or arrangement designed to maximize value for the benefit of the Company's remaining creditors.

10. In anticipation of the closing of the Transaction, it will be necessary for the Company and the Monitor to have a definitive understanding of the totality of the claims against the Company to ensure a fair and proper distribution to the Company's creditors (the "**Claims Procedure**"). The Claims Procedure will also be necessary for the tabulation of votes of creditors, in the event the Company determines that it will present a plan of compromise or arrangement to the creditors whose claims are not anticipated to be paid in full.
11. The Company has worked closely with the Monitor to establish a claims procedure in Canada and the United States. The Claims Procedure proposed in Canada and involving the Canadian GASFRAC entities contemplates both a negative claims process and standard claims process. Pursuant to the standard claims process, creditors will be required to submit their proofs of claim by the claims bar date of May 7, 2015 (or subsequent claims bar date for creditors whose claims arise out of the termination of a contract after the initial filing date of January 15, 2015). In the negative claims process, the Company and the Monitor will make an assessment of the classification (secured/unsecured) and amount of certain of the creditors' claims, based on the books and records of the Company. If the creditor in the negative claims process agrees with the assessment of its claim, it need not take any further steps. If the creditor disagrees with the assessment of its claim, it is required to file a proof of claim in the same manner as the creditors in the standard claim process.
12. Copies of the proposed Claims Procedure documents are appended as a schedule to the Application.
13. I understand that the Company's US counsel presently has a court date scheduled for approval of the US claims procedure together with the sale approval motion and stay extension recognition on March 18, 2015.

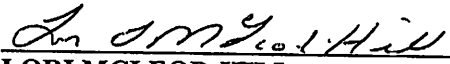
14. I make this Affidavit in support of an Order approving the Claims Procedure, the Transaction and the extension of the stay of proceedings, and for no other purpose.

SWORN BEFORE ME at Calgary, Alberta,
this 9th day of March, 2015.



Commissioner for Oaths in and for the
Province of Alberta

JESSICA DUHN
BARRISTER & SOLICITOR



LORI MCLEOD-HILL

EXHIBIT C

SCHEDULE "B"

COURT FILE NUMBER	1501-00396	Clerk's Stamp
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	Calgary	
APPLICANTS	IN THE MATTER OF THE <i>COMPANIES'</i> <i>CREDITORS ARRANGEMENT ACT</i>, RSC 1985, c C-36, AS AMENDED AND IN THE MATTER OF THE <i>BUSINESS</i> <i>CORPORATIONS ACT</i>, RSA 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.	

DOCUMENT CLAIMS PROCESS ORDER

ADDRESS FOR SERVICE AND	Josef G.A. Kruger/Robyn Gurofsky
CONTACT INFORMATION OF	Borden Ladner Gervais LLP
PARTY FILING THIS	1900, 520 3 rd Ave. S.W.
DOCUMENT	Calgary, AB T2P 0R3
	Telephone: (403) 232-9774
	Facsimile: (403) 266-1395
	Email:
	JKruger@blg.com / RGurofsky@blg.com
	File No. 441817-000015

DATE ON WHICH ORDER WAS PRONOUNCED: March 16, 2015

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

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

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 and GES LP, are sometimes collectively referred to herein as the "Applicants") for an order approving a claims process (the "Claims Process") outlined in Schedule "A" hereto and bar date for Creditors of GESI, GSGP and GES LP, and for the Court's leave and direction to commence a separate claims process for

GESI US, Holdings and GI (the “**Application**”); **AND UPON** having read the Affidavit of Lori McLeod Hill sworn March 9, 2015; **AND UPON** having read the Third Report of Ernst & Young Inc. in its capacity as monitor (the “**Monitor**”) of the Applicants dated ____; **AND UPON** having read the pleadings and proceedings had and taken in this Action; **AND UPON** hearing counsel for the Applicants and any other interested party appearing at the Application;

IT IS HEREBY ORDERED THAT:

CAPITALIZED TERMS

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Claims Process;

SERVICE

2. Service of the Application and supporting materials is hereby declared to be good and sufficient and the Application is properly returnable today. Further service of the Application other than to those listed on the Service List is hereby disposed with.

SEPARATE CLAIMS PROCESS FOR CREDITORS OF U.S. APPLICANTS

3. This Order establishes the Claims Process only for GESI, GSGP and GES LP. GESI US, Holdings and GI (together, the “U.S. Applicants”) shall establish a claims process for the U.S. Applicants in accordance with the protocol and procedures appropriate to like processes in the United States.

APPROVAL OF CLAIMS PROCESS

4. The Claims Process as set forth in the attached Schedule “A” for determining claims of creditors is hereby approved, and the Applicants, in consultation with the Monitor, are authorized and directed to implement the Claims Process.
5. The following forms, together with any necessary non-substantive amendments are hereby approved: Notice to Creditors [Negative Claims Process] (Schedule “B”), Notice to Creditors [Standard Claims Process] (Schedule “C”), Proof of Claim (Schedule “D”), Notice of Revision or Disallowance (Schedule “E”), Notice of Dispute (Schedule “F”) and Newspaper Notice (Schedule “G”).

CLAIMS BAR

6. Any Creditor who has received a Notice to Creditors in the Standard Claims Process who fails to deliver a Proof of Claim in respect of a Pre-Filing Claim or a Subsequent Claim as the case may be, in accordance with this Order and the Claims Process on or before the Claims Bar Date or Subsequent Claims Bar Date, shall:
 - (a) be forever barred, estopped and enjoined from asserting or enforcing any Pre-Filing Claim (or filing a Proof of Claim with respect to such Pre-Filing Claim) against GESI, GSGP or GES LP and such Pre-Filing Claim shall be forever extinguished; and
 - (b) not be entitled to receive further notice in these proceedings.
7. Any Creditor who has received a Notice to Creditors in the Negative Claims Process who fails to deliver a Proof of Claim by the Claims Bar Date or Subsequent Claims Bar Date, as applicable, containing an alternate assessment of the classification and/or quantum of its Claim in the Notice to Creditors shall be forever barred, estopped and enjoined from amending or otherwise putting forward an alternate Claim and the Claim as set out in the Notice to Creditors shall be a Proven Claim.

NOTICE SUFFICIENT

8. The publication of the Newspaper Notice, the posting of the Claims Package and this Claims Process Order on the Website, and the mailing to the Creditors of the Claims Package in accordance with the Claims Process and the requirements of this Order shall constitute good and sufficient service and delivery of (i) notice of this Order, (ii) the Claims Bar Date and (iii) the Subsequent Claims Bar Date, on all Persons who may be entitled to receive notice and who may wish to assert Pre-Filing Claims or Subsequent Claims and no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Order.

FILING OF PROOFS OF CLAIM

9. A Proof of Claim shall be deemed filed in a timely manner only if delivered by registered mail, personal delivery, courier, email (in PDF format) or facsimile transmission so as to actually be received by the Monitor and the Applicants on or before the applicable Bar Date.

NOTICE OF TRANSFEREES

10. If a Creditor or any subsequent holder of a Pre-Filing Claim or Subsequent Claim transfers or assigns that Pre-Filing Claim or Subsequent Claim to another Person, neither the Applicants nor the Monitor shall be required to give notice to or otherwise deal with the transferee or assignee of the Pre-Filing Claim or Subsequent Claim as the holder of such Pre-Filing Claim or Subsequent Claim unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been delivered to the Applicants and the Monitor. Thereafter, such transferee or assignee shall, for all purposes hereof, constitute the holder of such Pre-Filing Claim or Subsequent Claim and shall be bound by notices given and steps taken in respect of such Pre-Filing Claim or Subsequent Claim in accordance with the provisions of this Order.

NOTICES AND COMMUNICATION

11. Except as otherwise provided herein, the Applicants and the Monitor may deliver any notice or other communication to be given under this Order to Creditors or other interested Persons by forwarding true copies thereof by ordinary mail, courier, personal delivery, facsimile or email to such Creditors or Persons at the address last shown on the books and records of the Applicants and that any such service or notice by courier, personal delivery, facsimile or email shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by ordinary mail on the third Business Day after mailing within Alberta, the fifth Business Day after mailing within Canada and the tenth Business Day after mailing internationally.
12. Any notice or other communication to be given under this Order by a Creditor to the Monitor or the Applicants shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if delivered by registered mail, courier, email (in PDF), personal delivery or facsimile transmission addressed to:

To the Monitor:

Ernst & Young Inc., the Court appointed Monitor of GASFRAC
 Attn: Jessica Caden
 1000, 440 – 2nd Avenue SW
 Calgary, AB T2P 5E9
 Email: Jessica.caden@ca.ey.com
 Telephone: (403) 206-5153
 Fax: (403) 206-5075

To the Applicants:

Borden Ladner Gervais LLP
 1900, 520 3rd Avenue SW
 Calgary, AB T2P 0R3
 Attn: Robyn Gurofsky
 Email: RGurofsky@blg.com
 Telephone: (403) 232-9774
 Fax: (403) 266-1395

13. In the event that the day on which any notice or communication required to be delivered pursuant to the Claims Process is not a Business Day then such notice or communication shall be required to be delivered on the next Business Day.
14. In the event of any strike, lockout or other event which interrupts postal service in any part of Canada, all notices and communication during such interruption may only be delivered by personal delivery, courier, email or facsimile and any notice or other communication given or made by prepaid mail within the five (5) Business Day period immediately preceding the commencement of such interruption, unless actually received, shall be deemed not to have been delivered.

AID AND ASSISTANCE OF OTHER COURTS

15. This Court hereby requests the aid and recognition (including assistance pursuant to section 17 of the CCAA, as applicable) of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulator or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any provinces or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

GENERAL

16. The Applicants, with the consent of the Monitor, are hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which Proofs of Claim and Notices of Dispute are completed and executed and may, if they are satisfied that a Pre-Filing Claim or Subsequent Claim has been adequately proven, waive strict compliance with the requirements of the Claims Process and this Order as to the completion and execution of Proofs of Claim and Notices of Dispute.
17. The Monitor, in addition to its prescribed rights and obligations under the CCAA and under the Initial Order, shall assist the Applicants in connection with the administration of the Claims Process, and is hereby authorized and directed to take such other actions and fulfill such other roles as are contemplated by the Claims Process and this Order.
18. References in this Order to the singular shall include the plural, references to the plural shall include the singular and references to any gender shall include the other gender.

19. Notwithstanding the terms of this Order, the Applicants may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or replace the Claims Process or this Order.

Justice of the Court of Queen's Bench of Alberta

EXHIBIT D

**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.	§	

NOTICE OF US CLAIMS PROCESS FOR CREDITORS OF GASFRAC US HOLDINGS INC., GASFRAC INC., AND GASFRAC ENERGY SERVICES (US) INC.

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

On March __, 2015, 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 CLAIMS PROCESS FOR UNITED STATES CREDITORS (“**Claims Process 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 Claims Process Order, the following process (“**US Claims Process**”) applies to creditors of *the US Companies only*:

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.

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.

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. 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 May 7, 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
------------------------	---

Suitable methods of service are: registered mail, courier, email (in PDF), personal delivery or facsimile transmission.

Must Timely File and Serve Proofs of Claims. 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 prior to the entry of this Order, 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, in the event that the Court applies section 365 of the bankruptcy code to this case, any Proofs of Claims for rejection damages with respect to such rejected executory contracts or unexpired leased 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. In the event that the Court does not apply section 365 of the bankruptcy code to this case, and the Monitor or the Debtors give written notice to a party to an executory contract or unexpired lease that such executory contract or unexpired lease elect to terminate or breach executory contract or unexpired lease, then any Proofs of Claims for with respect to such breach shall be due to be filed and served (1) on the Claims Bar Date or (2) 30 days after receipt of written notice of such election to elect to terminate or breach, whichever is later.

Reasonable Discretion. The Debtors, with the consent of the Monitor, 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 Claims Process.

Allowance Process. The Debtors and the Monitor will 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,

NORTON ROSE FULBRIGHT US LLP

By: **/s/Steve A. Peirce**

Steve A. Peirce

State Bar No. 15731200

steve.peirce@nortonrosefulbright.com

300 Convent Street, Suite 2100

San Antonio, TX 78205-3792

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Louis R. Strubeck

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louis.strubeck@nortonrosefulbright.com

NORTON ROSE FULBRIGHT US LLP

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Dallas, TX 75201

Telephone: (214) 855-8000

Facsimile: (214) 855-8200

COUNSEL FOR CANADIAN MONITOR

VINSON & ELKINS LLP

By: **/s/John E. West**

John E. West

State Bar No. 21202500

JWest@velaw.com

1001 Fannin Street, Suite 2500

Houston, TX 77002-6760

Telephone: (713) 758-4534

COUNSEL FOR DEBTORS