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

Dated: April 26, 2019.

TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS

In re:	Chapter 15
KODIAK SERVICES USA, INC., *et al.*,	Case No. 19-70031 (TMD)
Debtors.[1]	Jointly Administered

ORDER GRANTING FINAL RELIEF FOR
RECOGNITION OF A FOREIGN MAIN PROCEEDING
PURSUANT TO 11 U.S.C. §§ 105(a), 1517, 1519, 1520, AND 1521

Upon consideration of the motion (the "Motion")[2] of Ernst & Young Inc. as receiver (the "Receiver"), in its capacity as the authorized foreign representative for the above-captioned

[1] The last four digits of the United States Tax Identification Number or Canadian Business Number of the Debtors, as applicable, follow in parentheses: Kodiak Services USA, Inc. (0169) ("Kodiak USA"), Kodiak Services Partnership (9809) ("Kodiak Partnership"), Kodiak Wireline Services Ltd. (2948) ("Kodiak Wireline"), Kodiak Energy Solutions Ltd. (2892) ("Kodiak Solutions"), Kodiak Tools Ltd. (3099) ("Kodiak Tools"), and 1623360 Alberta Ltd. (1045) ("162 Alberta", collectively with Kodiak Partnership, Kodiak Wireline, Kodiak Solutions, and Kodiak Tools, the "Canadian Debtors"). The Debtors' headquarters is located at #2230, 13 Mission Avenue, St. Alberta, Alberta. Kodiak's principal place of business in the US is located at its leased premises in Midland, Texas.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion

debtors (collectively, the "Debtors" or "Kodiak") in a proceeding (the "Receivership Proceeding") under Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA") and Section 13(2) of the *Judicature Act*, RSA 2000 c J-2, as amended (the "Judicature Act") before the Court of Queen's Bench of Alberta (the "Canadian Court"), pursuant to sections 105(a), 1517, 1519, 1520 and 1521 of title 11 of the United States Code (the "Bankruptcy Code") for: (a) entry of a provisional order (the "Provisional Relief Order") applying sections 1519(a), 362 and 365(e) of the Bankruptcy Code in the above-captioned chapter 15 cases (the "Chapter 15 Cases") and granting related relief on an interim basis, pursuant to sections 1519(a)(1)–(a)(3), 1521(a)(3), 1521(a)(5)–(a)(7), 542, 543,and 105(a) of the Bankruptcy Code; (b) entry of a final order (the "Recognition Order" or, in the alternative, the "Alternative Recognition Order") after a notice and a hearing (i) granting the petitions in these cases and, under section 1517 of the Bankruptcy Code, recognizing the Receivership Proceeding as a "foreign main proceeding" or, in the alternative, recognizing the Receivership Proceeding as a "foreign main proceeding" with respect to the Canadian Debtors (as defined below) and a "foreign non-main proceeding" with respect to Kodiak USA (as defined below), and (ii) giving full force and effect in the United States to any and all orders that have been or will be made or entered in the Receivership Proceeding, including without limitation, the Receivership Order (as defined below) and any forthcoming final order approving the sale of Kodiak's business and/or assets (collectively, the "Canadian Orders"), including any extensions or amendments thereof authorized by the Canadian Court; (c) declaring that the Motion satisfies any applicable requirements under Local Rule 9013; and (d) granting such other and further relief as this Court deems just and proper, including, as appropriate, under sections 1520 and 1521 of the Bankruptcy Code; and upon the McCulloch Declaration; and upon the Provisional Relief Order previously entered by this Court;

and the Court having considered the any objections and replies; and any objections to the Motion that have not been withdrawn or resolved having been overruled; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of the Chapter 15 Cases and the Motion in this District is proper pursuant to 28 U.S.C. § 1410(1); and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be given under the circumstances; and upon the record of the hearing on the Motion; and the Court having found and determined that the relief sought in the Motion is consistent with the purpose of chapter 15 of the Bankruptcy Code and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

THE COURT HEREBY MAKES THE FOLLOWING FINDINGS OF FACT AND CONCLUSIONS OF LAW:

A. The Receiver is a person within the meaning of section 101(41) of the Bankruptcy Code and is the duly appointed foreign representative of each of the Debtors within the meaning of section 101(24) of the Bankruptcy Code.

B. The Chapter 15 Cases were properly commenced pursuant to Sections 1504 and 1515 of the Bankruptcy Code.

C. The Chapter 15 Petitions meet the requirements of Section 1515 of the Bankruptcy Code.

D. The Receivership Proceeding is entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.

E. The Receivership Proceeding in the Canadian Court is in the location that is the Debtors' center of main interests and constitutes a foreign main proceeding pursuant to Section 1502(4) of the Bankruptcy Code and is entitled to recognition as a foreign main proceeding pursuant to Section 1517(b)(1) of the Bankruptcy Code.

F. The Receiver as a foreign representative pursuant to Section 101(24) of the Bankruptcy Code and is entitled, to the extent not inconsistent with the Receivership Order, to all of the relief provided pursuant to Section 1520 on the Bankruptcy Code.

G. The relief granted herein is necessary and appropriate, in the interest of the public and international comity, consistent with the public policy of the United States, warranted pursuant to sections 1520 and 1521 of the Bankruptcy Code, and will not cause any hardship to any parties in interest that is not outweighed by the benefits of the relief granted.

Based on the foregoing findings of fact and conclusions of law,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

2. The Motion meets the requirements of Local Rule 9013, to the extent applicable.

3. The Chapter 15 Petitions are granted. The Receivership Proceeding is hereby recognized as a "foreign main proceeding" pursuant to Section 1517(b)(1) of the Bankruptcy Code and orders that have been or will be made or entered in the Receivership Proceeding are hereby recognized for all purposes under Chapter 15 of the Bankruptcy Code, regardless of whether expressly discussed below.

4. The Receiver is recognized as the foreign representative (as defined in Section 101(24) of the Bankruptcy Code) of the Debtors.

5. The Canadian Orders, including any extensions or amendments thereto, are hereby enforced and recognized on a final basis and given full force and effect in the United States.

6. All relief afforded a foreign main proceeding pursuant to section 1520 of the Bankruptcy Code is hereby granted without limitation. Specifically, the automatic stay provisions of section 362 and the provisions of section 365(e) (but not any other subsection of Section 365, or Section 365 generally) of the Bankruptcy Code apply with respect to the Debtors and any property of the Debtors that is within the territorial jurisdiction of the United States throughout the duration of the Chapter 15 Cases or until otherwise ordered by this Court.

7. Upon entry of this Order, no creditor or counterparty affected by the Receivership Proceeding shall have the right to make, commence, or enforce any rights, claims or remedies in respect of or arising from any obligations under their respective agreements, guarantees or security documents to which the Debtors are party.

8. Pursuant to Sections 1521(a)(5)–(a)(7) of the Bankruptcy Code, all other prior relief granted pursuant to the Provisional Relief Order pursuant to Section 1519(a) of the Bankruptcy Code is hereby extended on a final basis, specifically:

a. any right the Debtors may claim to transfer, encumber or otherwise dispose of any assets of the Debtors located in the United States is suspended;

b. Section 362 of the Bankruptcy Code is applicable to the Debtors and the property of the Debtors within the territorial jurisdiction of the United States in the Chapter 15 Cases;

c. Section 365(e) (but not any other subsection of Section 365, or Section 365 generally) of the Bankruptcy Code is applicable to the Debtors in the Chapter 15 Cases. Any provision of the type described in section 365(e)(1) is unenforceable against the Debtors until such time as an order disposing of the Chapter 15 Petitions is entered;

d. no creditor or counterparty affected by the Receivership Proceeding has the right to make, commence, or enforce any rights, claims or remedies in respect of or arising from any obligations under their respective agreements, guarantees or security documents to which the Debtors are party; and

e. the Receiver, in connection with its appointment as the foreign representative, is entitled to the protections and rights available pursuant to Sections 1519(a)(1), (a)(2) and (a)(3) of the Bankruptcy Code, to the extent such relief is not inconsistent with the Canadian Orders.

9. Any person or entity in possession of property of the Debtors in the United States, including as a trustee or a custodian, shall turn over to the Receiver and account for such property or its value. Any person or entity in possession of property of the Debtors in the United States, including as a trustee or a custodian, shall turn over to the Receiver and account for such property or its value. Notwithstanding anything, nothing in this Order shall mandate the turnover of actual possession of Kodiak USA's explosives which are the subject of Federal Explosives License/Permit No. 5-TX-329-33-0G-01972 (the "Explosives License") until further order of the Court, or the Receiver transfers or otherwise disposes of the subject explosives with any required governmental or Court approval. Joseph James Hickey and Terry Edward Butt shall remain responsible for maintaining the Explosives License and compliance therewith, and shall not take any action with respect to the subject explosives without first obtaining approval of the Receiver or further Court order. The Receivership shall be responsible for any and all out of pocket expenses or insurance premium payments required to maintain and comply with the Explosives License.

10. Nothing herein shall enjoin a police or regulatory act of a governmental unit, including a criminal action or proceeding against any party to the extent set forth in Sections 362(b) or 1521(d) of the Bankruptcy Code.

11. No action taken by the Receiver, the Debtors, or each of their successors, agents, representatives, advisors, or counsel, in preparing, disseminating, applying for, implementing, or otherwise acting in furtherance of or in connection with the Receivership Proceeding, this Recognition Order, or the Chapter 15 Cases or any adversary proceeding therein, or any further proceeding commenced thereunder, shall be deemed to constitute a waiver of the immunity afforded such person under sections 306 and 1510 of the Bankruptcy Code.

12. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Recognition Order shall be effective immediately and enforceable upon its entry; (b) the Receiver is not subject to any stay in the implementation, enforcement or realization of the relief granted in this Recognition Order; and (c) the Receiver is authorized and empowered, and may in its discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Recognition Order.

13. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Recognition Order, any requests for additional relief or any adversary proceeding brought in and through the Chapter 15 Cases, and any request by an entity for relief from the provisions of this Recognition Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

# # #

Submitted by:

DENTONS US LLP
Oscar N. Pinkas (admitted *pro hac vice*)
Lauren Macksoud (admitted *pro hac vice*)
1221 Avenue of the Americas
New York, NY 10020
Tel: (212) 768-6700
Fax: (212) 768-6800
Email: oscar.pinkas@dentons.com
lauren.macksoud@dentons.com

-and-

Mark Wege
Texas Bar No. 21074225
LyondellBasell Tower
1221 McKinney Street
Suite 1900
Houston, TX 77010
Tel: (713) 658-4600
Fax: (713) 739-0834
Email: mark.wege@dentons.com

Counsel for Ernst & Young Inc., in its capacity as receiver for the Debtors