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

Dated: April 05, 2019

TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE

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

In re: KODIAK SERVICES USA, INC., Debtor in Foreign Proceeding.	Chapter 15 Case No. 19-70031 (TMD) Recognition Request Pending
In re: KODIAK SERVICES PARTNERSHIP, Debtor in Foreign Proceeding.	Chapter 15 Case No. 19-70032 (TMD) Recognition Request Pending
In re: KODIAK WIRELINE SERVICES LTD., Debtor in Foreign Proceeding.	Chapter 15 Case No. 19-70033 (TMD) Recognition Request Pending
In re: KODIAK ENERGY SOLUTIONS LTD., Debtor in Foreign Proceeding.	Chapter 15 Case No. 19-70034 (TMD) Recognition Request Pending

In re: KODIAK TOOLS LTD., Debtor in Foreign Proceeding.	Chapter 15 Case No. 19-70035 (TMD) Recognition Request Pending
In re: 1623360 ALBERTA LTD., Debtor in Foreign Proceeding.[1]	Chapter 15 Case No. 19-70036(TMD) Recognition Request Pending

ORDER GRANTING PROVISIONAL RELIEF FOR RECOGNITION OF A FOREIGN 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 putative foreign representative for the above-captioned 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) (but not any other subsection of Section 365, or Section 365 generally) of the Bankruptcy Code in the above-captioned chapter 15 cases (the "Chapter 15 Cases") and granting related relief on an

[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

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 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. There is a substantial likelihood that the Receiver will be able to demonstrate that the Debtors are subject to a foreign main proceeding or, in the alternative, that the Canadian Debtors are subject to a foreign main proceeding and Kodiak USA is subject to a foreign non-main proceeding, and that the Chapter 15 Cases were properly commenced by a properly appointed foreign representative.

B. The commencement or continuation of any action or proceeding in the United States with respect to the Debtors or any of the Debtors' assets or proceeds thereof should be enjoined pursuant to sections 105(a), 362, and 1519 of the Bankruptcy Code to permit the expeditious and economical liquidation of the Debtors' assets in the Receivership Proceeding, and the relief requested either will not cause an undue hardship, or any hardship to parties in interest is outweighed by the benefits of the relief requested in the Motion.

C. Unless the Debtors' assets located in the United States are entrusted to the Receiver for administration, realization or protection, there is a material risk that the Debtors' assets could be jeopardized and the Receiver will be unable to fulfill its duties pursuant to the terms of the Receivership Order or any other Canadian Orders for the benefit of the Debtors' creditors in the United States and Canada.

D. Unless the automatic stay is applied in these Chapter 15 Cases, there is a material risk that the Debtors' assets in the United States could be subject to efforts by creditors or other parties in interest to control or possess such assets. Such acts could: (a) interfere with and cause harm to the jurisdictional mandate of this Court under Chapter 15 of the Bankruptcy Code; (b) interfere with and cause harm to the Receiver's efforts to monetize the Debtors' assets; and (c) undermine the Receiver's efforts to achieve an equitable result for the benefit of all of the Debtors' creditors. Accordingly, there is a material risk that the Debtors' creditors may suffer immediate and irreparable injury for which they will have no adequate remedy at law and therefore it is necessary that the Court enter this Provisional Relief Order.

E. Without the protection of section 365(e) of the Bankruptcy Code, there is a material risk that counterparties to certain of the Debtors' contracts, specifically the Midland Lease, may take the position that the commencement of the Receivership Proceeding or the Chapter 15 Cases authorizes them to terminate such contracts or accelerate obligations thereunder. Such termination or acceleration will severely impair the Receiver's realization efforts and result in irreparable damage to the value of the Debtors' assets and business and substantial harm to the Debtors' creditors and other parties in interest.

F. The Receiver has demonstrated that no injury will result to any party that is greater than the harm to the value of the Debtors' business, assets, and property in the absence of the requested relief.

G. The interests of the public will be served by this Court's entry of this Provisional Relief Order.

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

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED to the extent provided herein.

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

3. Pending disposition of the Chapter 15 Petitions and the Motion for a final order (the "Recognition Date"), pursuant to sections 1519(a)(1)–(a)(3), 1521(a)(3) and 1521(a)(5)–(a)(7) of the Bankruptcy Code, 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.

4. 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.

5. 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.

6. Upon entry of this Provisional Relief 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.

7. 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) and 1521(d) of the Bankruptcy Code.

8. 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) and (a)(2) and 1521(a)(3) and (a)(4) of the Bankruptcy Code, to the extent such relief is not inconsistent with the Canadian Orders.

9. Pursuant to Rule 65(b) of the Federal Rules of Civil Procedure, made applicable to these proceedings pursuant to Bankruptcy Rule 7065, no notice to any person is required prior to

entry and issuance of this Provisional Relief Order. The security provisions of Rule 65(c) of the Federal Rules of Civil Procedure, as made applicable by Bankruptcy Rule 7065, are waived.

10. Notice of: (a) the filing of the Chapter 15 Petitions and the Motion; (b) this Court's entry of this Provisional Relief Order; (c) the deadline to object to this Court's entry of the Recognition Order; and (d) the hearing for this Court to consider the Chapter 15 Petitions and entry of the Recognition Order, shall be served on or before April 5, 2019, in accordance with this Court's *Order (I) Shortening Notice and Scheduling an Emergency Hearing on Verified Petition and Motion for Provisional and Final Relief for Recognition of a Foreign Proceeding; (II) Scheduling a Hearing on Chapter 15 Petitions for Recognition and Joint Administration Motion; and (III) Specifying Form and Manner of Service of Notice of Filing of Petitions and Other Pleadings* (the "Notice Order"). Service of the Chapter 15 Petitions, the Motion and this Provisional Relief Order (collectively, the "Petition Documents") in accordance with the Notice Order shall constitute due and sufficient notice and service of the Petition Documents and any relief of this Court associated therewith on all interested parties.

11. A hearing to consider entry of the Recognition Order (the "Hearing") shall be held on April 25, 2019 at 1:30 p.m., Central Time, or as soon thereafter as counsel shall be heard, in Courtroom 1 of the United States Bankruptcy Court, Homer J. Thornberry Federal Judicial Bldg., 903 San Jacinto Blvd., Suite 332, Austin, Texas 78701.

12. Any responses or objections to the Chapter 15 Petitions or the entry of the Recognition Order must be in writing describing the basis therefore and the nature and extent of the respondent's interests in the Debtors or their assets and shall be filed with the Court electronically or with the Clerk of the United States Bankruptcy Court, Homer J. Thornberry Federal Judicial Bldg., 903 San Jacinto Blvd., Suite 332, Austin, Texas 78701, and served upon

(i) counsel for the Receiver as foreign representative Dentons US LLP, 1221 Avenue of the Americas, New York, NY, 10020, Attn: Lauren Macksoud (ii) the Canadian Debtors at 2230, 13 Mission Avenue, St. Albert, AB T8N 7A2 (iii) counsel for Kodiak USA McDowell Hetherington LLP 1001 Fannin, Suite 2700 Houston, TX, 77002, attn: Megan Young-John; (iv) counsel for ATB, Norton Rose Fulbright Suite 3700 400 3rd Avenue SW, Calgary, Alberta T2P 4H2 attn: Howard Gorman, QC; (v) counsel for EDC, Tim Sullivan 150 Slater Street, Ottawa, Ontario K1A 1K3; (vi) counsel for the Schafers and Boddez, Duncan Craig LLP Suite 2800, 10060 Jasper Avenue Edmonton, Alberta, T5J 3V9, Attn: Russell Rimer; (vii) Joseph Hickey 10 West Beconvale Circle, Spring, Texas, 77382; (viii) the Office of the United States Trustee, 903 San Jacinto Blvd, Room 230, Austin, Texas 78701; (ix) the Attorney General of Texas; (x) the Attorney General of the United States; (xi) the Internal Revenue Service; and (xii) all parties who have requested notice; so as to be received on or before 4:00 p.m. (prevailing Central Time) by April 19, 2019.

13. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Provisional Relief Order shall be effective immediately and enforceable upon its entry and shall remain effective until either (i) entry of an order recognizing the Receivership Proceeding and, pursuant to sections 1521(a)(5)–(a)(7), extending the relief granted herein, or (ii) entry of an order denying recognition to the Receivership Proceeding; (b) the Receiver is not subject to any stay in the implementation, enforcement or realization of the relief granted in this Provisional Relief 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 Provisional Relief Order.

14. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Provisional Relief Order.

###

Submitted by:

DENTONS US LLP
Oscar N. Pinkas (pro hac vice pending)
Lauren Macksoud (pro hac vice pending)
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