

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

In re:

**SANJEL (USA) INC., et al.,¹
Debtors in a foreign proceeding.**

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Case No. 16-50778

(Chapter 15)

JOINTLY ADMINISTERED

**SECOND NOTICE OF FILING OF PROPOSED FINAL ORDER ON
MOTION FOR AN ORDER (I) SPECIFICALLY RECOGNIZING CANADIAN COURT
ORDER AUTHORIZING DEBTORS TO BORROW UNDER A POST-PETITION
CREDIT FACILITY, (II) APPROVING LIENS ON ASSETS LOCATED IN THE
TERRITORIAL JURISDICTION OF THE UNITED STATES AND (III) GRANTING
ADEQUATE PROTECTION TO PREPETITION SECURED PARTIES**

Pursuant to the *Second Interim Order Granting Motion for An Order (I) Specifically Recognizing Canadian Court Order Authorizing Debtors to Borrow Under a Post-Petition Credit Facility, and (II) Approving Liens On Assets Located in the Territorial Jurisdiction of the United States and (III) Granting Adequate Protection to Prepetition Secured Parties* (the “Second Interim Financing Order”), PricewaterhouseCoopers Inc., as the foreign representative of the above captioned Chapter 15 Debtors, submits the proposed *Final Order Granting Motion for An Order (I) Specifically Recognizing Canadian Court Order Authorizing Debtors to Borrow Under a Post-Petition Credit Facility, and (II) Approving Liens On Assets Located in the Territorial Jurisdiction of the United States and (III) Granting Adequate Protection to Prepetition Secured Parties*, attached hereto as Exhibit “A,” as required by Paragraph 10 of the Second Interim Financing Order.

¹ The debtors in these jointly administered Chapter 15 cases are as follows: Sanjel Corporation (“Sanjel Corp.”), Suretech Group Ltd. (“Suretech”), Sanjel Energy Services (USA) Inc. (“Sanjel Energy”), Sanjel (USA) Inc. (“SUSA”), Suretech Completions (USA) Inc. (“Suretech USA”), Sanjel Capital (USA) Inc. (“Sanjel Capital”), Terracor Group Ltd. (“Terracor Group”), Terracor (USA) Inc. (“Terracor USA”), Terracor Resources (USA) Inc. (“Terracor Resources”), Terracor Logistics (USA) Inc. (“Terracor Logistics”), and Sanjel Canada Ltd. (collectively, the “Chapter 15 Debtors”).



Dated: May 24, 2016

Respectfully submitted,

DYKEMA COX SMITH

By: /s/ Patrick L. Huffstickler

Deborah D. Williamson
State Bar No. 21617500
Patrick L. Huffstickler
State Bar No. 10199250
Patrick B. McMillin
State Bar No. 24088035
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San Antonio, Texas 78205
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**COUNSEL FOR THE CANADIAN MONITOR AND
FOREIGN REPRESENTATIVE**

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on May 24, 2016, a true and correct copy of the *Second Notice of Filing of Proposed Final Order Granting Motion for An Order (I) Specifically Recognizing Canadian Court Order Authorizing Debtors to Borrow Under a Post-Petition Credit Facility, and (II) Approving Liens On Assets Located in the Territorial Jurisdiction of the United States and (III) Granting Adequate Protection to Prepetition Secured Parties* was served electronically upon those parties registered to receive electronic notice via the Court's CM/ECF system and via United States First Class Mail, postage prepaid on the Master Service List which is attached hereto.

/s/ Patrick L. Huffstickler

Patrick L. Huffstickler

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Master Service List

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
US Counsel to Foreign Representative	Vinson & Elkins LLP	Harry A Perrin, John E West, Reese A O'Conner	1001 Fannin St Ste 2500			Houston	TX	77002-67260	
US Counsel to Foreign Representative	Vinson & Elkins LLP	Steven M Abramovitz, David S. Meyer	666 Fifth Ave 26th Fl			New York	NY	10103-0040	
Foreign Administrator; Monitor	Pricewaterhousecoopers LLP	Rick F Osuna Paul J Darby Clinton L Roberts	111-5th Avenue SW Ste 3100			Calgary	AB	T2P 5L3	Canada
IRS	Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346			Philadelphia	PA	19101-7346	
IRS	Internal Revenue Service	Insolvency Section	31 Hopkins Plz Rm 1150			Baltimore	MD	21201	
IRS	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St			Philadelphia	PA	19104	
SEC	Securities and Exchange Office - Forth Worth	Shamoi Shiphandler, Reg Director	Burnett Plaza		801 Cherry St Ste 1900 Unit 18	Fort Worth	TX	76102	
United States Attorney General	United States Attorney General	Department of Justice	950 Pennsylvania Ave NW			Washington	DC	20530	
US Trustee for Western District of TX	Office of The United States Trustee	Assistant U.S. Trustees	615 E Houston, Suite 533			San Antonio	TX	78205	
US DOJ	United States Department of Justice	United States Attorney	601 NW Loop 410 Suite 600			San Antonio	TX	78216	
Debtors Counsel	Bennett Jones	Denise D Bright, Chris D Simard, John M Mercury	4500 Bankers Hall East	855 2nd St SW		Calgary	AB	T2P 4K7	Canada
Counsel for Agent and Lender	Alberta Treasury Branches	Wachtell Lipton Rosen & Katz	Richard G Mason Emil A Kleinhaus John R Sobolewski Angela Herring	51 W 52nd St		New York	NY	10019	
Counsel for Agent and Lender	Blake Cassels & Graydon LLP	Kelly Bourassa	Email Service Only						
Counsel for Agent and Lender	Blake Cassels & Graydon LLP	Pamela L J Huff	199 Bay St Ste 4000	Commerce Court West		Toronto	ON	M5L 1A9	Canada
Counsel for Agent and Lender	Langley & Banack	David S Gragg, R Glen Ayers Jr Natalie F Wilson	745 E Mulberry, 9th Floor	Trinity Plaza II		San Antonio	TX	78212	
Nordic Trustee ASA (Indenture Trustee), in its capacity as the trustee on behalf of the holders of the Sanjel Corporation 7.5% Callable Bond Issue 2014/2019 Ad Hoc Bondholders	Togut Segal & Segal LLP Fried Frank	Albert Togut, Scott E Ratner Brad Eric Scheler	One Penn Plaza One New York Plaza	Suite 3335		New York	NY	10119 10004	
United States Attorney General	United States Attorney General	United States Department of Justice	Grover Hart III	Maxcus Energy Tower Centennial Place, East Tower, 1900	717 N Harwood Ste 400	Dallas	TX	75242	
Counsel for Monitor	Borden Ladner Gervais LLP	Josef G.A. Kruger Q.C.	Robin Gurofsky		520 - 3rd Ave SW	Calgary	AB	T2P 0R3	Canada
Litigation Party	Darell Davis	Kennedy Hodges, L.L.P.	Galvin B. Kennedy		711 W. Alabama Street	Houston	TX	77006	
Litigation Party	Frank Bryan	Loya & Associates P.C.	Raul Loya		10830 N Central Expy Suite 200	Dallas	TX	75231	
Litigation Party	Jesus Antonio	Miller & Bicklein, P.C.	Mark Anthony Cevallos		4555 E. University Avenue, Suite D-5	Odessa	TX	79762	
Litigation Party	Justice SWD, LLC	O' Tolle Law Firm	Loren J. O'Toole II		209 North Main	Plentywood	MT	59254	
Litigation Party	La Salle County, Texas	McGinnis, Lochridge & Kilgore, L.L.P.	Carlos R. Soltero		600 Congress, Suite 2100	Austin	TX	78701	
Litigation Party	La Salle County, Texas	Barron & Adler, LLP	Christopher J. Oddo		808 Nueces Street	Austin	TX	78701	
Litigation Party	Loretta Moores et al	The Carlson Law Firm	Scott R. Crivelli		400 W. Jasper Road	Killeen	TX	76542	
Litigation Party	Paul Ripp et al	Fitzpatrick, Skemp & Associates, LLC	Thomas E. Lister		123 South 7th Street	La Crosse	WI	54602	
Litigation Party	Preferred Sands of Canada, ULC, and Preferred Pipeline, LLC	Duane Morris LLP	Richard L. Renck		222 Delaware Ave, Suite 1600	Wilmington	DE	19801	
Litigation Party	Classification And Flotation Systems, Inc.	DeWitt Ross & Stevens S.C.	Harry E. Van Camp		Two East Mifflin Street, Suite 600	Madison	WI	53703-2865	
Litigation Party	Nancy Pelton and Manuel Montiel	Hommel Law Firm	William S. Hommel, Jr.		1404 Rice Road, Suite 200	Tyler	TX	75703	
Litigation Party	Christopher Keller	Kennedy Hodges, LLP	Galvin B. Kennedy		711 W Alabama St.	Houston	TX	77006	
Litigation Party	Shawn Hehir	North Dakota Department of Labour and Human Rights	Sarah Metzger		State Capital, 600 East Blvd Ave. Dept. 406	Bismarck	ND	58505-0340	
Litigation Party	Murray Norrington	Laurich & Associates	Mattew R. Laurich		115, 1925 18th Ave NE	Calgary	AB	T2E 7T8	Canada
Litigation Party	Ousmane Bah		21094-665 8th Street SW			Calgary	AB	T2P 3K7	Canada
Top 50	Hi-Crush Partners, LP		3 Riverway Suite 1350			Houston	TX	77056	
Top 50	SPM Flow Control Inc		601 Weir Way			Fort Worth	TX	76108	
Top 50	Santril Inc.		Box 931184			Cleveland	OH	44193	
Top 50	US Silica Company		PO Box 933008			Atlanta	GA	31193	
Top 50	Frac Chem LLC	JP Morgan Chase Bank NA	PO Box 203019			Houston	TX	77216	
Top 50	Hexion Inc.		12850 Collection Center Dr			Chicago	IL	60693	
Top 50	Tuttle & Tuttle Trucking, Inc.	Joey Griffis	3672 HWY 67 West			Cleburne	TX	76033	
Top 50	Caron Transportation Systems USA, Inc		823 Highway 2			Bainville	MT	59212	
Top 50	Superior Silica Sand, LLC	Lonnie Culhanne	6000 Western Place, Suite 465			Fort Worth	TX	76107	

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Master Service List

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Top 50	Northern White Sand LLC	Richard Souddress	3811 Turtle Creek Blvd., Suite 1200			Dallas	TX	75219	
Top 50	Gardner Denver Petroleum Pumps		Box 955953			Saint Louis	MO	63195-5953	
Top 50	Engenium Chemicals Corporation		4333 - 46 Ave SE			Calgary	AB	T2B 3N5	Canada
Top 50	Preferred Pipeline LLC		One Radnor Coporate Center	100 Matsonford Road, Suite 101		Radnor	PA	19087	
Top 50	GCC Of America		PO Box 671507			Dallas	TX	75267-1507	
Top 50	Pel State Bulk Plant LLC		333 Texas St Suite 2121			Shreveport	LA	71101	
Top 50	Nalco Company		PO Box 70716			Chicago	IL	60673	
Top 50	Solaris Oilfield Site Services Operating, LLC	Cindy Durrett	8901 Gaylord Drive, Suite 210			Houston	TX	77024	
Top 50	Reagent Chemical & Research Inc.		PO Box 416228			Boston	MA	2241	
Top 50	SNF Inc.	Christopher Gannon	Chemical Plant Road	PO Box 250		Riceboro	GA	31323	
Top 50	Wells Fargo Equipment Finance Inc.		733 Marquette Avenue			Minneapolis	MN	55402	
Top 50	Unimin Corporation		PO Box 198867			Atlanta	GA	30384	
Top 50	Crown Supply Company	Michelle Olson	380 28 Road			Grand Junction	CO	81501	
Top 50	Badger Mining Corporation	Lonnie Culhanne	409 South Church Street			Berlin	WI	54923	
Top 50	Economy Polymers & Chemicals		PO Box 204019			Houston	TX	77216-4019	
Top 50	Star Bulk		4650 Fm 482			New Braunfels	TX	78132	
Top 50	Utex Industries Inc.		PO Box 4346	Dept 81		Houston	TX	77210	
Top 50	Johnson Oil Company		1113 N Sarah Dewitt Dr			Gonzales	TX	78629	
Top 50	Lehigh Inland Cement Ltd	Dan Thillman	PO Box 6979			Tacoma	WA	98417	
Top 50	Univar USA Inc		13009 Collections Center Dr			Chicago	IL	60693	
Top 50	Arepet Express LLC		#1010, 3900 N 10th Street			Mcallen	TX	78501	
Top 50	Grainger Inc.		Dept. 881208987	PO Box 419267		Kansas City	MO	64141-6267	
Top 50	Cemex Inc.		PO Box 73261			Chicago	IL	60673	
Top 50	Chieftain Sand & Proppant Barron LLC	Kelly Phillips	331 27th Street			New Auburn	WI	54757	
Top 50	SCIL - PETRO-KING INTERNATIONAL CO.		Unit 504, Tower 1, Silvercord, No. 30, Canton Road			Hong Kong			Hong Kong
Top 50	Lubrizol Oilfield Solutions, Inc.	Hank English	PO Box 677850			Dallas	TX	75267-7850	
Top 50	Jordan Sands, LLC	Jennifer Schwartz	1710 Roe Crest Drive			North Mankato	MN	56003	
Top 50	Flotek Chemistry, LLC.		PO BOX 677496			Dallas	TX	75267	
Top 50	Baker Petrolite LLC		PO Box 301057			Dallas	TX	75303-1057	
Top 50	Banc of America Leasing		PO Box 100918			Atlanta	GA	30384-0918	
Top 50	Black Gold Oilfield Services, LLC		150 Eagle Ave, Box 3			Fairbanks	AK	99701	
Top 50	Dow Chemical Company		PO Box 846028			Dallas	TX	75284-6028	
Top 50	Mi-Sher Fleet Specialist, Inc.	Tiffany Lowe	2765 S Florence Rd	PO Box 339		Ponder	TX	76259	
Top 50	CIT Equipment Finance		25978 Network Place			Chicago	IL	60673-1259	
Top 50	AI-Sealing LLC	Bill Froechtenicht	4706 Brookview Dr			Sugar Land	TX	77479	
Top 50	NOV Pressure Performance Systems		PO Box 200338			Dallas	TX	75320-0338	
Top 50	Short Elliot Hendrickson, Inc.		NW 6262	P.O Box 1450		Minneapolis	MN	55485-6262	
Top 50	Air Liquide Industrial U.S. LP		PO BOX 301046			Dallas	TX	75303-1046	
Top 50	Forum Energy Technologies		10344 Sam Houston Park Drive, Suite 300			Houston	TX	77064	
Top 50	Lewis-Goetz and Company, Inc. dba EVCO House Of Hose		PO Box 644819			Pittsburgh	PA	15264-4819	
Top 50	Gulfstream Services Inc.		PO Box 5041			Houma	LA	70361	
Interested Party	DLA Piper	Brian Davison	Suite 1000, Livingston Place West 250 2nd St SW			Calgary	AB	T2P 0C1	Canada
Attorneys for Wells Fargo Equipment Finance, Inc	Winstead PC	Phillip L. Lamberson	500 Winstead Building	2728 N. Harwood Street		Dallas	TX	75201	
Attorneys for Wells Fargo Equipment Finance, Inc	Winstead PC	Sean B. Davis	1100 JPMorgan Chase Tower	600 Travis Street		Houston	TX	77002	
Attorneys for National Oilwell Varco L.P.	Vorys, Sater, Seymour & Pease LLP	Thomas H Grace John J Sparacino	700 Louisiana Street, Suite 4100			Houston	TX	77002	
Attorneys for CIT Finance, LLC	Sheppard Mullin Richter & Hampton, LLP	Edward H Tillinghast III Blanka K Wolfe	30 Rockefeller Plaza			New York	NY	10112	
Attorneys for La Quinta Franchising, LLC	Hunton & Williams LLP	Gregory G Hesse Haley Hendrix	1445 Ross Avenue, Suite 3700			Dallas	TX	75202-2799	
Attorneys for Dimmit County	Perdue Brandon Fielder Collins & Mott LLP	c/o John T. Banks	3301 Northland Drive Suite 505			Austin	TX	78731	
Attorneys for Liberty Oilfield Services Holdings LLC	Willkie Farr & Gallagher LLP	Robin Spigel Matthew A Feldman	787 Seventh Ave			New York	NY	10019	

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Attorneys for Banc of America Leasing & Capital, LLC	Vincent Serafino Geary Waddell Jenevein PC	Richard G Dafoe	1601 Elm St Ste 4100			Dallas	TX	75201	
Interested Party	Emerald Services	Mr Stephen Malshuk	7343 E Marginal Way S			Seattle	WA	98108	
Attorneys for Texas Workforce Commission	Assistant Attorney General	John Mark Stern	Bankruptcy & Collections Division MC 008	PO Box 12548		Austin	TX	78711-2548	
Attorneys for BOFA Leasing	Stikeman Elliott LLP	Guy P Martel	1155 Rene-Levesque Blvd West	Suite 4000		Montreal	QC	H3B 3V2	CANADA
Attorneys for BOFA Leasing	Stikeman Elliott LLP	Michael Dyck	4300 Bankers Hall West	888 3rd Street SW		Calgary	AB	T2P 5C5	CANADA
Attorneys for MacBain Properties Ltd	DLA Piper LLP	Vincent P Slusher Andrew Zollinger	1717 Main St Suite 4600			Dallas	TX	75201	
Attorneys for MacBain Properties Ltd	DLA Piper LLP	David E Avraham	203 N LaSalle St Suite 1900			Chicago	IL	60601	
Attorneys for Solaris Oilfield Site Services Operating, LLC	Dore Law Group PC	Carl Dore Jr Zachary S McKay	17171 Park Row Suite 160			Houston	TX	77084	
Attorneys for Nancy Pelton, Manuel Montiel, Archie Tank	Hommel Law Firm	William S Hommel Jr	1404 Rice Road Suite 200			Tyler	TX	75703	
Attorney for La Salle County and Cotulla ISD	Linebarger Goggan Blair & Sampson LLP	Don Stecker	711 Navarro St Ste 300			San Antonio	TX	78205	
Attorney for Caron Transportation Systems USA, Inc.	Gray Plant Mooty Mooty & Bennett PA	Abigail M McGibbon	500 IDS Center	80 South Eighth St		Minneapolis	MN	55402	
Attorney for Caron Transportation Systems USA, Inc.	Gray Plant Mooty Mooty & Bennett PA	Philip L Kunkel	1010 W St Germain Suite 500			St Cloud	MN	56301	
Attorney for Wise CAD and Wise County	Linebarger Goggan Blair & Sampson LLP	Elizabeth Weller	2777 N Stemmons Freeway	Suite 1000		Dallas	TX	75207	
Interested Party	Harry Gnecco		528 Dreben Way			Helena	MT	59601	
Interested Party	Whitewood Transport Inc	Attn Krista Nimick	PO Box 30553			Billings	MT	59107	
Interested Party	Thomas E Lister		123 7th St South			La Crosse	WI	54602	
Interested Party	La Quinta Inn & Suites	Shital Patel General Manager	677 North Baylor Ave			Cotulla	TX	78014	
Attorney for Arapet Express LLC	Law Offices of Michael J OConnor	Michael J OConnor	8118 Datapoint Drive			San Antonio	TX	78229	
Attorney for Vista Sand	Griffith Jay & Michel LLP	Mark J Petrocchi	2200 Forest Park Blvd			Fort Worth	TX	76110	
Attorney for KMP Holdings LLC	Edison McDowell & Hetherington LLP	Joseph Bain Steven Correa	Phoenix Tower	3200 Southwest Freeway Ste 2100		Houston	TX	77027	
US Counsel to Foreign Representative	Vinson & Elkins LLP	Marisa Secco	2801 Via Fortuna Suite 100			Austin	TX	78746-7568	
Interested Party	Williams Supply Company, Ltd.	Attn Pat Scott	3131 Bolton Rd.			Marion	TX	78124	
Attorney for Aspen Air US Corp	Davis Graham & Stubbs LLP	Thomas C Bell	1550 Seventeenth St Ste 500			Denver	CO	80202	
Attorneys for Pioneer Natural Resources USA Inc	Strasburger & Prices LLP	Robert Franke Mark Golman Andrew Edson	901 Main St Ste 4400			Dallas	TX	75202	
Attorneys for Jacam Chemicals 2013 LLC	Rochelle McCullough LLP	Kevin McCullough Kathryn Reid	325 N St Paul St Ste 4500			Dallas	TX	75201	
Attorney for A-7 Austin Realty LP	Mullin Hoard & Brown LLP	Don D Sunderland	PO Box 31656			Amarillo	TX	79120-1656	
Attorneys for GCC of America Inc	Chipman Glasser LLC	David Chipman Daniel Glasser	2000 S Colorado Blvd	Tower One Ste 7500		Denver	CO	80222	
Attorneys for Darell Davis and Christopher Keller	Kennedy Hodges LLP	Galvin B Kennedy Udyogi A Hangawatte	711 W Alabama St			Houston	TX	77006	
Attorneys for Downhole Technology LLC	Sutherland Asbill & Brennan LLP	Mark Sherrill Stephany Olsen-LeGrand	1001 Fannin St Ste 3700			Houston	TX	77002	
Attorneys for Provice of British Columbia	Provice of British Columbia	Aaron Welch Heather Wellman	Email Service Only						
Attorney for Harris County Cypress-Fairbanks ISD	Linebarger Goggan Blair & Sampson LLP	John P Dillman	PO Box 3064			Houston	TX	77253-3064	
Attorney for LWF Services, LLC	Todd Barron Thomason Hudman & Baxter PC	Shane M Bebout	3800 E 42nd St Ste 409			Odessa	TX	79762-5982	
Attorneys for STEP Energy Services Ltd	Dentons US LLP	Oscar N Pinkas	1221 Avenue of the Americas			New York	NY	10020	
Attorneys for STEP Energy Services Ltd	Dentons US LLP	Blake J Brownshadel	2000 McKinney St Ste 1900			Dallas	TX	75201	
Attorneys for STEP Energy Services Ltd	Dentons US LLP	Patrick C Maxcy Esq	233 South Wacker Dr Ste 5900			Chicago	IL	60606-6361	
Interested Party	Clay Trantham		PO Box 162058			Fort Worth	TX	76161	
Attorneys for Darell Davis and Christopher Keller	Kennedy Hodges LLP	Galvin B Kennedy Udyogi A Hangawatte	711 W Alabama St			Houston	TX	77006	

Exhibit “A”

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

In re:

**SANJEL (USA) INC., *et al.*,¹
Debtors in a foreign proceeding.**

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Case No. 16-50778

(Chapter 15)

JOINTLY ADMINISTERED

**FINAL ORDER GRANTING MOTION FOR AN ORDER (I) SPECIFICALLY
RECOGNIZING CANADIAN COURT ORDER AUTHORIZING DEBTORS TO
BORROW UNDER A POST-PETITION CREDIT FACILITY, (II) APPROVING LIENS
ON ASSETS LOCATED IN THE TERRITORIAL JURISDICTION OF THE UNITED
STATES AND (III) GRANTING ADEQUATE PROTECTION
TO PREPETITION SECURED PARTIES**

This matter coming before the Court on the *Motion for An Order (I) Specifically Recognizing Canadian Court Order Authorizing Debtors to Borrow Under a Post-Petition Credit Facility, and (II) Approving Liens On Assets Located in the Territorial Jurisdiction of the United States and (III) Granting Adequate Protection to Prepetition Secured Parties* (the

¹ The debtors in these jointly administered Chapter 15 cases are as follows: Sanjel Corporation (“Sanjel Corp.”), Suretech Group Ltd. (“Suretech”), Sanjel Energy Services (USA) Inc. (“Sanjel Energy”), Sanjel (USA) Inc. (“SUSA”), Suretech Completions (USA) Inc. (“Suretech USA”), Sanjel Capital (USA) Inc. (“Sanjel Capital”), Terracor Group Ltd. (“Terracor Group”), Terracor (USA) Inc. (“Terracor USA”), Terracor Resources (USA) Inc. (“Terracor Resources”), Terracor Logistics (USA) Inc. (“Terracor Logistics”), and Sanjel Canada Ltd. (collectively, the “Chapter 15 Debtors”).

“Motion”², of PricewaterhouseCoopers Inc. as the foreign representative (the “Foreign Representative”) of the above-captioned debtors (collectively, the “Chapter 15 Debtors”) in proceedings (the “CCAA Proceedings”) commenced under Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended, and pending before the Court of Queen’s Bench of Alberta (the “Canadian Court”) and the Chapter 15 Debtors, for entry of an interim and a final order (i) specifically recognizing and giving full force and effect to those provisions of the Initial Order Authorizing the Chapter 15 Debtors to obtain and borrow under the Post-Petition Facility, (ii) approving the granting of first priority, priming liens on the Chapter 15 Debtors’ U.S. Assets as security for the Post-Petition Facility, and (iii) granting adequate protection to the Pre-Petition Secured Parties including the grant of liens and approving the allowance of a superpriority administrative claim against the Chapter 15 Debtors’ estates in favor of the Syndicate, as Pre-Petition Secured Parties; and the Court having reviewed the Motion and the Court’s files, the evidence presented on April 5, 2016, the evidence presented on April 26, 2016, and the evidence presented on May 31, 2016, including the information in the *Notice of Filing of Documents in Support of First Day Filings*; and appropriate and timely notice of the filing of the Motion having been given; and no other further notice being necessary or required; and the Court having determined that the legal and factual bases set forth in the Motion and all other pleadings and proceedings in this case establish just cause to grant the relief ordered herein on a final basis, and after due deliberation therefor,

THE COURT HEREBY FINDS AND DETERMINES THAT:

A. The findings and conclusions set forth herein constitute the Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to this

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

proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue for this proceeding is proper before this Court pursuant to 28 U.S.C. §§ 1410 and 1408.

C. Due and proper notice of the Motion and the interim and final hearings on same were given, which notice is deemed adequate for all purposes and no other further notice is required.

D. The Chapter 15 Debtors would have been unable to obtain financing during the CCAA Proceedings on terms as favorable as those set forth in the Post-Petition Credit Agreement.

E. The Chapter 15 Debtors' entry into the Post-Petition Facility is warranted under the circumstances, is in the best interests of the Chapter 15 Debtors, and is a sound exercise of the Chapter 15 Debtors' business judgment;

F. The use of the Chapter 15 Debtors' assets that are located within the territorial jurisdiction of the United States as Collateral as set forth in the Post-Petition Facility is warranted under the circumstances, is in the best interests of the Chapter 15 Debtors, and is a sound exercise of the Chapter 15 Debtors' business judgment.

G. The relief requested by the Motion is not contrary to the public policy of the United States.

NOW, THEREFORE, THE COURT HEREBY ORDERS, ADJUDGES, AND DECREEES AS FOLLOWS:

1. The Motion is granted on a final basis as set forth herein.
2. Those provisions of the Initial Order authorizing the Chapter 15 Debtors to obtain and borrow under the Post-Petition Facility to the full extent (including the ability to borrow up to the full commitment amount of CAD \$ 50 million) permitted pursuant to the Post-Petition Credit Agreement, including, but not limited to, paragraphs 40-45 of the Initial Order, are hereby granted recognition and are given full force and effect in the United States on a final basis.
3. The Chapter 15 Debtors are authorized, pursuant to sections 363, 364 and 1520 of the Bankruptcy Code, to use their assets that are located within the territorial jurisdiction of the United States as Collateral for the Post-Petition Facility, on the terms stated in the Post-Petition Credit Agreement and any ancillary documents and schedules related thereto.
4. Any and all terms of the Post-Petition Facility that relate to or involve the Chapter 15 Debtors, or the Chapter 15 Debtors' assets that are located within the territorial jurisdiction of the United States, are approved.
5. The Foreign Representative and the Chapter 15 Debtors are authorized to take any and all actions they deem necessary or appropriate to effectuate the transactions set forth in the Post-Petition Credit Agreement, insofar as such transactions relate to or involve the Chapter 15 Debtors or the assets of the Chapter 15 Debtors that are located within the territorial jurisdiction of the United States.
6. In connection with all advances under the Post-Petition Facility and pursuant to the terms of the Post-Petition Credit Agreement, the Syndicate, through the Agent, are granted fully perfected and first priority, priming liens and security interests under 11 U.S.C. § 364(d) in

the Collateral owned by the Chapter 15 Debtors and located in the territorial jurisdiction of the United States, subject only to the Administrative Charge, and provided, however, notwithstanding any provisions of the prior interim orders on the Motion or this Final Order, the ad valorem tax liens currently held by the various Texas ad valorem tax entities shall neither be primed by nor subordinated to any liens granted herein.

7. As adequate protection for use of their cash collateral and granting of the priming liens under the Post-Petition Credit Agreement, the Pre-Petition Secured Parties are granted adequate protection by:

- (a) the granting of valid, binding, enforceable and perfected security interests and liens (collectively, the “Adequate Protection Liens”) to the Pre-Petition Secured Parties in the U.S. Assets to secure the amount of their indebtedness equal to any Diminution in Value, which Adequate Protection Liens shall be junior to the first ranking charge and liens securing the obligations under the Post-Petition Credit Agreement and the other Canadian Charges;
- (b) the granting of an allowed superpriority administrative expense claim to the Pre-Petition Secured Parties in an amount equal to any Diminution in Value, subject and subordinate only to the Canadian Charges and the obligations under the Post-Petition Credit Agreement;
- (c) the Chapter 15 Debtors’ payment, at the request of the Agent from time to time, the reasonable and documented fees and expenses incurred by Wachtell, Lipton, Rosen & Katz, Blake Cassels & Graydon LLP, Langley & Barrack Incorporated, and Ernst & Young Inc., as advisors to the Pre-Petition Secured Parties, whether incurred before or after the Petition Date; and
- (d) any payments or repayments of any kind made on the Post-Petition Credit Facility shall be

deemed to be made, first, from the proceeds of any assets or property of the Chapter 15 Debtors which do not constitute Pre-Petition Collateral, prior to any payments or repayments being made on the Post-Petition Credit Agreement from the proceeds of Pre-Petition Collateral (collectively, the provisions in (a) through (d) above, are referred to as the “Syndicate Adequate Protection”). The foregoing Syndicate Adequate Protection shall not prejudice, impair, or otherwise affect the rights of the Pre-Petition Secured Parties to seek any other or supplemental relief in respect of their adequate protection rights.

8. As the Post-Petition Credit Agreement was negotiated at arm’s length, in good faith, and was approved by the Canadian Court as being necessary and appropriate for the Chapter 15 Debtors, pursuant to 11 U.S.C. § 364(e), if any of the provisions of this Order related to the secured financing under the Post-Petition Credit Agreement or the Syndicate Adequate Protection shall subsequently be stayed, modified, amended, reversed or vacated in whole or in part (collectively, a “Modification”), whether by subsequent order of this Court or an appeal of this Order, such Modification shall not impair, limit or diminish the protections, rights or remedies of the Syndicate and Agent under the this Order (as entered prior to the Modification) or under the Post-Petition Credit Agreement or the Guarantee, including with respect to any advance made prior to the entry of the Modification.

9. This Order shall be immediately effective and enforceable upon its entry to avoid immediate and irreparable harm to the Chapter 15 Debtors.

10. Notwithstanding any other language in this Final Order or the Post-Petition Credit Agreement or any request in the Motion, the Collateral for any advances under the Post-Petition Facility and any Adequate Protection Liens shall not include any leased equipment or other

leased assets that are covered by any lease agreements in effect between Webster Capital Finance, Inc., Fifth Third Equipment Finance Company, Banc of America Leasing & Capital, LLC, Wells Fargo Equipment Finance, Inc. or CIT Finance, LLC , on the one hand, and Sanjel (USA), Inc., Sanjel Group Ltd. or any Chapter 15 Debtor, on the other hand.

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