



ENTERED
11/04/2016

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
CJ HOLDING CO., <i>et al.</i> , ¹	§	Case No. 16-33590 (DRJ)
	§	
Debtors.	§	Jointly Administered
	§	
	§	Re: Docket No. 572__

**ORDER AUTHORIZING AND APPROVING THE
DEBTORS’ SENIOR EXECUTIVE INCENTIVE PLAN** (Docket No. 572)

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (the “Order”) authorizing and approving the SEIP, all as more fully set forth in the Motion; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number (if any), are: CJ Holding Co. (4586); Blue Ribbon Technology Inc. (6338); C&J Corporate Services (Bermuda) Ltd.; C&J Energy Production Services-Canada Ltd.; C&J Energy Services, Inc. (3219); C&J Energy Services Ltd.; C&J Spec-Rent Services, Inc. (0712); C&J VLC, LLC (9989); C&J Well Services Inc. (5684); ESP Completion Technologies LLC (4615); KVS Transportation, Inc. (2415); Mobile Data Technologies Ltd.; Tellus Oilfield Inc. (2657); Tiger Cased Hole Services Inc. (7783); and Total E&S, Inc. (5351). The location of the Debtors’ service address is 3990 Rogerdale, Houston, Texas 77042.

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

Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors are authorized to implement the SEIP, including by making payments to or on behalf of the Senior Executives, whether such payments are prepetition or postpetition obligations of the Debtors.

2. The SEIP shall be subject to the following Performance Metrics, certain of which have been revised from the Motion:

a. Performance Metric: Quarterly Adjusted EBITDA

Applicable Portion: 80%

Quarter Ending:	June 30, 2016	September 30, 2016	December 31, 2016
Quarterly Threshold Performance Goal	(\$35 million)	(\$28 million)	(\$23 million)
Quarterly Target Performance Goal	(\$30 million)	(\$23 million)	(\$18 million)
Quarterly Maximum Performance Goal	(\$20 million)	(\$13 million)	(\$8 million)
Cumulative Threshold Performance Goal	N/A	(\$63 million)	(\$86 million)
Cumulative Target Performance Goal	N/A	(\$53 million)	(\$71 million)
Cumulative Maximum Performance Goal	N/A	N/A	(\$41 million)

b. Performance Metric: Quarterly TRIR (safety) Performance

Applicable Portion: 20%

Quarter Ending:	June 30, 2016	September 30, 2016	December 31, 2016
Quarterly Threshold Performance Goal	2.0 - 1.6	1.8 - 1.3	1.8 - 1.3
Quarterly Target Performance Goal	1.6	1.3 - 0.8	1.3 - 0.8
Quarterly Maximum Performance Goal	1.2 - 0	0.8 - 0	0.8 - 0
Cumulative Threshold Performance Goal	N/A	1.8 - 1.3	1.8 - 1.3
Cumulative Target Performance Goal	N/A	1.3 - 0.8	1.3 - 0.8
Cumulative Maximum Performance Goal	N/A	N/A	0.8 - 0

3. Any payment actually made by the Debtors to or on behalf of any Senior Executive pursuant to the SEIP approved herein shall be final and shall not be subject to disgorgement.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of the Incentive Plan and this Order.

Signed: November 04, 2016.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE