

RECEIVED
FEB 03 2020

DNMS

NexTier

January 30, 2020

U.S. NRC Region IV
Radioactive Material Licensing
1600 East Lamar Boulevard
Arlington, Texas 76011-4511

PUBLIC

- ☐ Immediate Release
☒ Normal Release

NON-PUBLIC

- ☐ A.3 Sensitive-Security Related
☐ A.7 Sensitive Internal
☐ Other: _____

Reviewer: hcz

Date: 2-6-2020

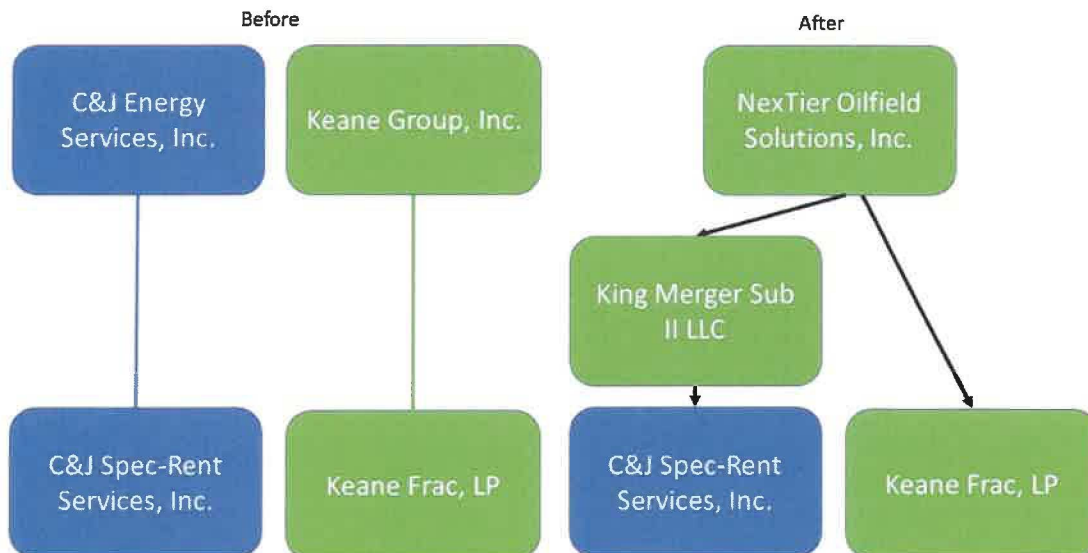
RE: Completion of Merger and Corporate Name Change for C&J Spec-Rent Services, Inc.

Dear Sirs:

On January 1, 2020 C&J Spec-Rent Services, Inc. was renamed NexTier Completion Solutions, Inc. I am writing to:

- Request the name on Radioactive Material Licenses 42-35281-01 and 42-35277-01 be changed to NexTier Completion Solutions, Inc. and
- Inform you that:
 - C&J Spec-Rent Services, Inc.'s parent company was merged into a wholly-owned subsidiary of Keane Group, Inc. and Keane Group, Inc. was renamed NexTier Oilfield Solutions, Inc. (see Figure 1)

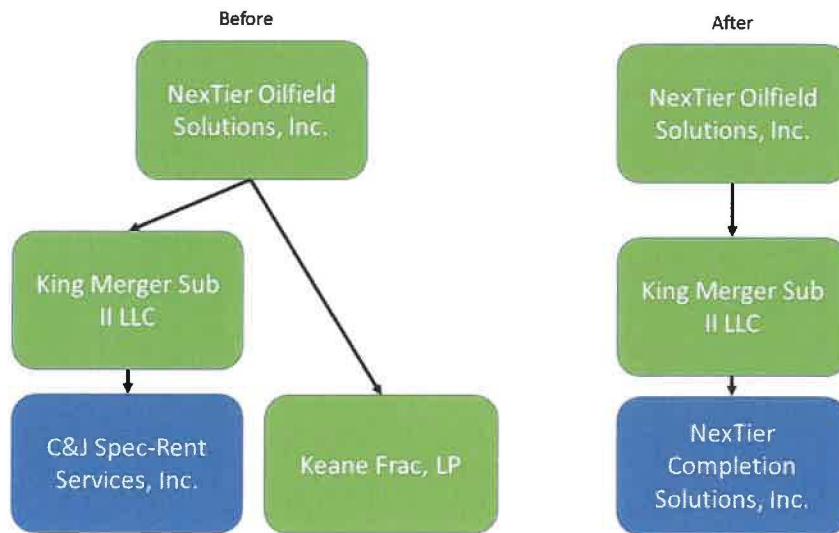
Figure 1: Company Organization Prior to Merger & After Merger





- On January 1, 2020 C&J Spec-Rent Services, Inc. was renamed NexTier Completion Solutions, Inc. The operations of Keane Frac, LP, a wholly owned subsidiary of NexTier Oilfield Solutions, Inc., were transferred to NexTier Completion Solutions, Inc. (see Figure 2)

Figure 2: Company Organization Before and After Name Change & Transfer of Operations



We previously informed you in July and September about these planned changes. Attached you will find the following documents to facilitate the name change of C&J Spec-Rent Services, Inc. to NexTier Completion Solutions, Inc.:

- A certificate from the State of Indiana showing the merger of Keane Frac, LP into C&J Spec-Rent Services, Inc. (Attachment 1)
- A certificate from the State of Delaware showing the transfer of C&J Spec-Rent Services, Inc. from Indiana to Delaware and the renaming of C&J Spec-Rent Services, Inc. as NexTier Completions Solutions, Inc. (Attachment 2)
- The registration of NexTier Completions Solutions, Inc. with the Secretary of State (Attachment 3).



Also attached you will find the following documents to facilitate the merger of C&J Energy Services, Inc. into Keane Group, Inc. and the renaming of Keane Group, Inc. as NexTier Oilfield Solutions, Inc.:

- A certificate from the state of Delaware effective 10/31/19 renaming Keane Group, Inc. as NexTier Oilfield Solutions, Inc. (see Attachment 4)
- A certificate from the state of Delaware effective 10/31/19 merging C&J Energy Services, Inc. with King Merger Sub Corp. with C&J as the surviving entity. King Merger Sub Corp. was a wholly owned subsidiary of NexTier Oilfield Solutions, Inc. (see Attachment 5)
- A certificate from the state of Delaware effective 10/31/19 merging C&J Energy Services, Inc. into King Merger Sub II LLC. King Merger Sub II LLC is a wholly owned subsidiary of NexTier Oilfield Solutions, Inc. (see Attachment 6)

Please contact me if you have any questions regarding this matter.

Sincerely,

A handwritten signature in blue ink that reads "Raymond Dickes".

Raymond Dickes
Corporate Radiation Safety Officer
NexTier

raymond.dickes@dickeswood.com
713-826-2172

Attachment 1: Merger of Keane Frac, LP into C&J Spec-Rent Services, Inc.
Attachment 2: Transfer of C&J Spec-Rent Services, Inc. from Indiana to Delaware and the renaming of C&J Spec-Rent Services, Inc. as NexTier Completions Solutions, Inc.
Attachment 3: Registration of NexTier Completions Solutions, Inc. with the Secretary of State
Attachment 4: Certificate from the state of Delaware renaming Keane Group, Inc.
Attachment 5: Certificate from the state of Delaware merging C&J Energy Services, Inc. with King Merger Sub Corp.
Attachment 6: Certificate from the state of Delaware merging C&J Energy Services, Inc. into King Merger Sub II LLC



Attachment 1: Merger of Keane Frac, LP into C&J Spec-Rent Services, Inc.

State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER

of
C&J SPEC-RENT SERVICES, INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that an Articles of Merger of the above Domestic For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

The following non-surviving entity(s):

KEANE FRAC GP, LLC

a(n) ~~Non~~-Qualified Entity

KEANE FRAC, LP

a(n) Non-Qualified Entity

merged with and into the surviving entity(s):

C&J SPEC-RENT SERVICES, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective
Wednesday, January 01, 2020.



In Witness Whereof, I have caused to be affixed my
signature and the seal of the State of Indiana, at the City
of Indianapolis, December 26, 2019

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

2005071200306 /8470430

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>



ARTICLES OF MERGER
State Form 58363 (R6 / 6-19)

Approved and Filed
2006071200306/6470430
Filing Date: 12/26/2019
Effective: 01/01/2020 00:01
CONNIE LAWSON
Indiana Secretary of State

Indiana Code 23-0.5-9-45
23-0.6-2-8

FILING FEE:
For-Profit Entities: \$80.00

The undersigned, desiring to engage in a merger pursuant to the provisions of Indiana Code 23-0.5-2, executes the following Articles of Merger.

ARTICLE I - NON-SURVIVING ENTITIES

Please provide the name, entity type, and jurisdiction of formation for each merging entity that is not the surviving entity.

Name	Entity Type	Jurisdiction of Formation
Keane Frac GP, LLC	Limited Liability Company	Delaware
Keane Frac, LP	Limited Partnership	Pennsylvania

ARTICLE II - SURVIVING ENTITY

SECTION 1: Name of the entity (The name must meet the requirements of Indiana Code 23-0.5-3-1.)

The name of the merging entity that is the surviving entity

C&J Spec-Rent Services, Inc.

SECTION 2: Entity type (Example: corporation, limited liability company, etc.)

The entity type of the surviving entity

Corporation

SECTION 3: Jurisdiction

The jurisdiction of formation of the surviving entity

Indiana

ARTICLE III - REGISTERED AGENT INFORMATION

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to INBIZ.in.gov.

Provide either commercial registered agent or noncommercial registered agent information below.

<input checked="" type="checkbox"/> Commercial registered agent	Name of registered agent (Do not provide address.)		
	C T Corporation System		
OR			
<input type="checkbox"/> Noncommercial registered agent	Name of registered agent		
Address (number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)		City	State
			IN
Address (number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)		City	State
			IN
(OPTIONAL) E-mail address of the registered agent at which the registered agent will accept electronic service of process			
<input checked="" type="checkbox"/> By checking the box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Merger has consented to the appointment of Registered Agent.			

ARTICLE IV - EFFECTIVE DATE

Effective date of the Articles of Merger (month, day, year) (The effective date may not be more than ninety (90) days after the date the Articles of Merger were filed.)

January 1, 2020 at 12:02 A.M. CST

ARTICLE V - ADDITIONAL INFORMATION

Please complete either a. or b. below.

a. If the surviving entity is a domestic entity, please attach any amendments to the entity's public organic record approved as part of the plan of merger as required by Indiana Code 23-0.5-2-5(b)(5) and designate it "Exhibit A."

b. If the surviving entity is a foreign entity that is not a registered foreign entity, please provide an address to which the Secretary of State may send any process served on the Secretary of State under Indiana Code 23-0.5-2-8(e).

Number and street	City	State	ZIP code

617847

Approved and Filed
2005071200306/8470430
Filing Date: 12/26/2019
Effective : 01/01/2020 00:01
CONNIE LAWSON
Indiana Secretary of State

ARTICLE VI - APPROVAL

This merger was approved in accordance with Indiana Code 23-0.6.

In Witness Whereof, the undersigned duly authorized representative(s) of the merging entity(ies) executes these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true, this 20th day of December, 20 19.

Signature <i>Valerie Wanner</i>	Printed name Valerie Wanner	Title Corporate Secretary
Signature	Printed name	Title
Signature	Printed name	Title
Signature	Printed name	Title

SEC OF STATE RCUD
DEC 23 '19 8:11:59



Attachment 2: Transfer of C&J Spec-Rent Services, Inc. from Indiana to Delaware and the renaming of C&J Spec-Rent Services, Inc. as NexTier Completions Solutions, Inc.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN INDIANA CORPORATION UNDER THE NAME OF "C&J SPEC-RENT SERVICES, INC." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "C&J SPEC-RENT SERVICES, INC." TO "NEXTIER COMPLETION SOLUTIONS INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2019, AT 9:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2020 AT 12:03 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



7763330 8100F
SR# 20198803872

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 204319484
Date: 12-30-19

617847

STATE OF DELAWARE CERTIFICATE OF CONVERSION FROM A
NON-DELAWARE CORPORATION TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE DELAWARE GENERAL
CORPORATION LAW

This Certificate of Conversion to Corporation (the "Certificate"), dated as of December 20, 2019 is being duly executed and filed by C&J Spec-Rent Services, Inc., an Indiana corporation (the "Non-Delaware Corporation") to convert the Non-Delaware Corporation to NexTier Completion Solutions Inc., a Delaware corporation (the "Corporation"), under the General Corporation Law of the State of Delaware (8 Del. C. § 101, et. seq.).

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Indiana.
- 2.) The jurisdiction immediately prior to filing this Certificate is Indiana.
- 3.) The date the Non-Delaware Corporation first formed is July 11, 2005.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is C&J Spec-Rent Services, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is NexTier Completion Solutions Inc.
- 6.) The conversion of the Non-Delaware Corporation to the Corporation shall be effective on January 1, 2020 at 12:03 a.m. CST.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Non-Delaware Corporation, has executed this Certificate on the 20th day of December 2019.

By:



Name: Valorie Wanner

Title: Corporate Secretary



Attachment 3: Registration of NexTier Completions Solutions, Inc. with the Secretary of State



Wyoming Secretary of State
Herschler Building East, Suite 101
122 W 25th Street
Cheyenne, WY 82002-0020
Ph. 307.777.7311
Email: Business@wyo.gov

For Office Use Only

Foreign Profit Corporation Application for Amended Certificate of Authority

Pursuant to W.S. 17-16-1504 the undersigned corporation hereby applies for an Amended Certificate of Authority.

Current Information on File:

1. Name of the corporation:

C&J Completions Solutions, Inc.

2. Organized under the laws of: Indiana

(State or country)

3. Period of duration: Perpetual

(This is referring to the length of time the limited liability company intends to exist and not the length of time it has been in existence. The most common term used is "perpetual.")

Amended Information:

(Check all that apply and enter the changes in the appropriate fields.)

4. ☒ New Company Name:

NexTier Completion Solutions Inc.

5. ☒ New State or Country of Incorporation:

Delaware

6. ☐ New Period of Duration:

Signature: Valorie Wanner
(May be executed by Chairman of Board, President or another of its officers.)

Date: 01/21/2020
(mm/dd/yyyy)

Print Name: Valorie Wanner

Contact Person: Valorie Wanner

Title: Assistant Secretary

Daytime Phone Number: 713-325-6402

Email: valorie.wanner@nextierofs.com

(Email provided will receive filing evidence)
*May list multiple email addresses



Attachment 4: Certificate from the state of Delaware renaming Keane Group, Inc.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KEANE GROUP, INC.", CHANGING ITS NAME FROM "KEANE GROUP, INC." TO "NEXTIER OILFIELD SOLUTIONS INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2019, AT 2:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2019 AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



6181187 8100
SR# 20197814972

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203900246
Date: 10-30-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:23 PM 10/30/2019
FILED 02:23 PM 10/30/2019
SR 20197814972 - File Number 6181187

EXECUTION VERSION

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KEANE GROUP, INC.**

Keane Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), **DOES HEREBY CERTIFY:**

FIRST: That the Board of Directors of Keane Group, Inc. duly adopted at a meeting resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED that the Certificate of Incorporation of Keane Group, Inc. be, and hereby is, amended to restate Article I to read in full as follows:

"The name of the Corporation is NexTier Oilfield Solutions Inc. (the "Corporation")."

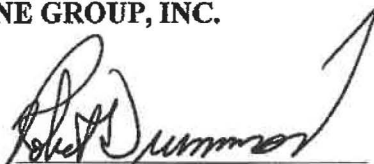
SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL without the necessity of a meeting or vote of stockholders pursuant to Section 242(b)(1) of the DGCL.

THIRD: That this Certificate of Amendment shall become effective at 8:00 a.m. (New York Time) on October 31, 2019, in accordance with the provisions of Sections 103 and 242 of the DGCL.

IN WITNESS WHEREOF, Keane Group, Inc. has caused this Certificate to be executed by its duly authorized officer on this 30th day of October, 2019.

KEANE GROUP, INC.

By:



Name: Robert Drummond

Title: Chief Executive Officer



**Attachment 5: Certificate from the state of
Delaware merging C&J Energy Services, Inc.
with King Merger Sub Corp.**

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KING MERGER SUB CORP.", A DELAWARE CORPORATION,
WITH AND INTO "C&J ENERGY SERVICES, INC." UNDER THE NAME OF "C&J ENERGY SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2019, AT 1:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2019 AT 8 O'CLOCK A.M.



6254293 8100M
SR# 20197815371

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203899460
Date: 10-30-19

CERTIFICATE OF MERGER

MERGING

KING MERGER SUB CORP.

(a Delaware corporation)

WITH AND INTO

C&J ENERGY SERVICES, INC.

(a Delaware corporation)

Pursuant to Title 8, Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), C&J ENERGY SERVICES, INC., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger (the "Merger") of KING MERGER SUB CORP., a Delaware corporation ("Merger Sub"), with and into the Company:

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
King Merger Sub Corp.	Delaware
C&J Energy Services, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of June 16, 2019, by and among the Company, Keane Group, Inc. and Merger Sub (the "Merger Agreement"), has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with Section 251(c) of the DGCL.

THIRD: The name of the surviving corporation is C&J Energy Services, Inc. (the "Surviving Corporation").

FOURTH: Upon the effectiveness of this Certificate of Merger, the certificate of incorporation of the Company, as amended to date, shall be amended and restated in its entirety to read as set forth on Exhibit I hereto and, as so amended and restated, shall continue as the certificate of incorporation of the Surviving Corporation until further amended in accordance with its terms and the provisions of the DGCL.

FIFTH: The Merger Agreement is on file at the principal place of business of the Surviving Corporation, at 3990 Rogerdale Rd., Houston, Texas 77042, and will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SIXTH: This Certificate of Merger shall become effective at 8:00 a.m. (New York Time) on October 31, 2019, in accordance with the provisions of Sections 103 and 251 of the DGCL.

* * * * *

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by a duly authorized officer on this 30th day of October, 2019.

C&J ENERGY SERVICES, INC.


By: 
Name: Donald Gawick
Title: President and Chief Executive Officer

Exhibit I

Second Amended and Restated Certificate of Incorporation

See attached.

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

C&J ENERGY SERVICES, INC.

1. Name. The name of the corporation is C&J Energy Services, Inc. (the "Corporation").

2. Address; Registered Office and Agent. The address of the Corporation's registered office is 251 Little Falls Drive, Wilmington, Delaware 19808 (New Castle County). The name of the registered agent of the Corporation at that address is Corporation Service Company.

3. Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

4. Number of Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is one (1) share of common stock, par value \$0.01 per share (the "Common Stock").

5. Voting Powers. Each holder of Common Stock, as such, shall be entitled to one vote in person or by proxy for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote.

6. Election of Directors. Unless and except to the extent that the By-laws of the Corporation (the "By-laws") shall so require, the election of directors of the Corporation need not be by written ballot.

7. Limitation of Liability; Indemnification. The Corporation hereby eliminates, to the fullest extent permitted by law (as contemplated by Section 102(b)(7) of the DGCL), the personal liability of any person who serves as a director of the Corporation to the Corporation and/or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. If it is determined that the laws of the State of Delaware do not apply, the liability of a director of the Corporation to the Corporation or its stockholders for monetary damages shall be eliminated to the fullest extent permissible under applicable law. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. Certificate Amendments. The Corporation reserves the right at any time, and from time to time, to amend or repeal any provision contained in this Second Amended and Restated Certificate of Incorporation (this "Certificate of Incorporation"), and add other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation (as amended) are granted subject to the rights reserved in this Article 8.



**Attachment 6: Certificate from the state of
Delaware merging C&J Energy Services, Inc.
into King Merger Sub II LLC**

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"C&J ENERGY SERVICES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "KING MERGER SUB II LLC" UNDER THE NAME OF
"KING MERGER SUB II LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF
OCTOBER, A.D. 2019, AT 2:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
OCTOBER, A.D. 2019 AT 8:05 O'CLOCK A.M.



7465941 8100M
SR# 20197817560

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203900190
Date: 10-30-19

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:21 PM 10/30/2019
FILED 02:21 PM 10/30/2019
SR 20197817560 - File Number 7465941

**CERTIFICATE OF MERGER
OF
C&J ENERGY SERVICES, INC.
WITH AND INTO
KING MERGER SUB II LLC**

Pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), King Merger Sub II LLC, a Delaware limited liability company, in connection with the merger of C&J Energy Services, Inc., a Delaware corporation, with and into King Merger Sub II LLC (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation or formation, as applicable, of the constituent entities to the Merger (the "Constituent Companies") are:

<u>Name</u>	<u>State of Incorporation or Formation</u>
King Merger Sub II LLC	Delaware
C&J Energy Services, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, to be dated as of October 31, 2019 (the "Merger Agreement"), by and between C&J Energy Services, Inc. and King Merger Sub II LLC, setting forth the terms and conditions of the Merger, shall be approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with Section 264 of the DGCL and Section 18-209 of the DLLCA.

THIRD: King Merger Sub II LLC shall be the surviving company of the Merger. The name of the surviving company is "King Merger Sub II LLC" (the "Surviving Company").

FOURTH: The Certificate of Formation of the Surviving Company shall be the Certificate of Formation of King Merger Sub II LLC immediately prior to the Merger.

FIFTH: The Merger shall become effective at 8:05 a.m. (New York Time) on October 31, 2019, in accordance with the provisions of Sections 103 and 264 of the DGCL and Sections 18-206 and 18-209 of the DLLCA.


SIXTH: An executed copy of the Merger Agreement shall be on file at the office of the Surviving Company located at 3990 Rogerdale Road, Houston, Texas 77042. A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder or member of either of the Constituent Companies.

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 30th day of October, 2019.

KING MERGER SUB II LLC

By: NexTier Oilfield Solutions, Inc.,
its managing member

By: 

Name: Robert Drummond
Title: Chief Executive Officer

UPS Worldwide Express
UPS 2nd Day Air®

Apply shipping documents on this side.

Do not use this envelope for:

UPS Ground
UPS Standard
UPS 2 Day Select®

Expedited®

NEXTIER

STACEY GUTIERREZ
(713) 325-6000
NEXTIER COMPLETION SOLUTIONS
3990 ROGERDALE ROAD
HOUSTON TX 77042

LTR 1 OF 1

SHIP TO:
RADIOACTIVE MATERIAL LICENSING
(713) 325-6000
U.S. NUCLEAR REG. COMM. REGION IV
1600 E. LAMAR BOULEVARD
ARLINGTON TX 76011-4511

ARLINGTON TX 76011

P: BOTTOM S: BBB222

BALD - FDR

1760E63A026234 3547

1760E63A026234 FEB 3 06:29:12 2020

or call 1-800-PICKUP
pickup or find a drop

Letter rate, UPS Express Envelopes may only contain
urgent documents, and/or electronic media, and must
contain items other than

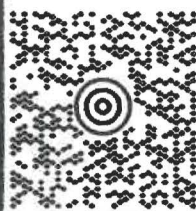
REF 1:981036380

BILLING: P/P



UPS 2ND DAY AIR 2

TRACKING #: 1Z 60E 63A 02 6234 3547



TX 760 0-01

Serving you for more than 100 years
United Parcel Service.



Package hereunder may be subject to the rules relating to liability and other terms and/or conditions established by the Convention for the Unification of Certain Rules Relating to International Carriage by Air (the "Warsaw Convention") and/or
the International Carriage of Goods by Road (the "CMR Convention"). These commodities, technology or software were exported from the U.S. in accordance with the Export Administration Regulations. Diversion contrary to U.S. law prohibited.

010195101 4/14 PAC United Parcel Service

617847



ACKNOWLEDGEMENT - RECEIPT OF CORRESPONDENCE

Name and Address of Applicant and/or Licensee

Raymond N. Dicks
Radiation Safety Officer
C&J Spec-Rent Services, Inc.
dba Casedhole Solutions
3990 Rogerdale
Houston, TX 77042

Date

02/06/2020

License Number(s)

42-35277-01

Mail Control Number(s)

617847

Licensing and/or Technical Reviewer or Branch

C. Hill

This is to acknowledge receipt of your: ☒ Letter and/or ☐ Application Dated: 01/30/2020

The initial processing, which included an administrative review, has been performed.

☒ Amendment ☐ Termination ☐ New License ☐ Renewal

☐ There were no administrative omissions identified during our initial review.

☐ This is to acknowledge receipt of your application for renewal of the material(s) license identified above. Your application is deemed timely filed, and accordingly, the license will not expire until final action has been taken by this office.

☐ Your application for a new NRC license did not include your taxpayer identification number. Please complete and submit NRC Form 531, Request for Taxpayer Identification Number, located at the following link: <http://www.nrc.gov/reading-rm/doc-collections/forms/nrc531.pdf>
Follow the instructions on the form for submission.

☐ The following administrative omissions have been identified:

Your application has been assigned the above listed MAIL CONTROL NUMBER. When calling to inquire about this action, please refer to this control number. Your application has been forwarded to a technical reviewer. Please note that the technical review, which is normally completed within 180 days for a renewal application (90 days for all other requests), may identify additional omissions or require additional information. If you have any questions concerning the processing of your application, our contact information is listed below:

Region IV
U. S. Nuclear Regulatory Commission
DNMS/NMSB - B
1600 E. Lamar Boulevard
Arlington, TX 76011-4511
(817) 200-1103 or (817) 200-1140

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BETWEEN:

Accounts Receivable/Payable
and
Regional Licensing Branches

[FOR ARPB USE]
INFORMATION FROM WBL

Program Code: 03110
Status Code: Pending Amendment
Fee Category: 5A
Exp. Date: 11/30/2025
Fee Comments:
Decom Fin Assur Req: N

License Fee Worksheet - License Fee Transmittal

A. REGION

1. APPLICATION ATTACHED

Applicant/Licensee: C & J Spec-Rent Services, Inc.
Received Date: 02/03/2020
Docket Number: 3038877
Mail Control Number: 617847
License Number: 42-35277-01
Action Type: Amendment

2. FEE ATTACHED

Amount: _____

Check No.: _____

3. COMMENTS

Signed: _____

Date: _____

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered / /)

1. Fee Category and Amount: _____

2. Correct Fee Paid. Application may be processed for:

Amendment: _____

Renewal: _____

License: _____

3. OTHER _____

Signed: _____

Date: _____