

RECEIVED

2010 JAN -4 A 10: 03

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Kahlan Mills
Direct Line: 403.298.2072
e-mail: millsk@bennettjones.com
Our File No.: 44609-8

December 22, 2009

DELIVERED BY COURIER

Office of International Corporate Finance
Division of Corporate Finance
450 - 5th Street, N.W.
Washington, D.C. 20549



10015026

SUPPL

Ladies and Gentlemen:

**Re: Calfrac Well Services Ltd.
File No. 82-34909
Exemption Pursuant to Rule 12g3-2(b)**

Pursuant to the requirements of Rule 12g3-2(b) made under the *Securities Exchange Act of 1934*, as amended, please find enclosed herewith a copy of the public disclosure document of our client, Calfrac Well Services Ltd. ("Calfrac"), identified in the attached Schedule.

As required pursuant to Rule 12g3-2(b), the exemption number appears in the upper right-hand corner of each unbound pages.

We ask that you kindly confirm receipt of this document by stamping the enclosed duplicate of this letter and returning to the undersigned in the enclosed self-addressed envelope. We have included a coupon redeemable for the appropriate postage to facilitate your return of such duplicate letter.

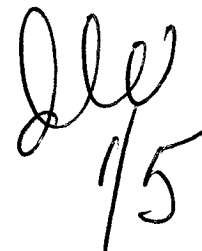
Yours truly,

BENNETT JONES LLP


for: Kahlan Mills

KM/sg
Enclosures

cc: Mark Paslawski, General Counsel – Calfrac Well Services Ltd.


JLW
1/5

SCHEDULE

Press Releases

1. News Release – English, December 16, 2009.

News release via Canada NewsWire, Calgary 403-269-7605

Attention Business Editors:
Calfrac announces closing of private placement of notes

CALGARY, Dec. 16 /CNW/ - Calfrac Well Services Ltd. ("Calfrac") (TSX:CFW) announced today that Calfrac Holdings LP ("Calfrac Holdings"), a Delaware limited partnership which is indirectly wholly owned by Calfrac, has closed a private offering of US\$100.0 million aggregate principal amount of 7.75% senior notes due 2015. The notes have been issued at 94.5% of their face amount. Fixed interest on the notes is payable on February 15 and August 15 of each year. The notes will mature on February 15, 2015. The net proceeds from this offering will be used to repay the indebtedness under our existing credit facilities.

The notes have been offered to qualified institutional buyers in accordance with Rule 144A under the United States Securities Act of 1933, and outside the United States to persons other than U.S. persons, in reliance on Regulation S under that Act. The offer and sale of the notes will not be registered under the Securities Act of 1933, and the notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933 and applicable state securities laws.

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Calfrac's common shares are publicly traded on the Toronto Stock Exchange under the trading symbol "CFW". Calfrac provides specialized oilfield services to exploration and production companies designed to increase the production of hydrocarbons from wells drilled throughout western Canada, the United States, Russia, Mexico and Argentina.

This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The words "expect", "anticipate", "continue", "estimate", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. More particularly and without limitation, this press release contains forward-looking statements and information concerning the use of proceeds of the offering. These forward-looking statements and information are based on certain key expectations and assumptions made by Calfrac. Although Calfrac believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information as Calfrac cannot give any assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, prevailing economic conditions; commodity prices; sourcing, pricing and availability of raw materials; component parts, equipment, suppliers, facilities and skilled personnel; dependence on major customers; uncertainties in weather and temperature affecting the duration of the service periods and the activities that can be completed; health, safety and environmental risks; commodity price and exchange rate fluctuations; marketing and transportation; loss of markets; competition; incorrect assessment of the value of acquisitions; failure to realize the anticipated benefits of acquisitions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals; and changes in legislation, including but not limited to tax laws, royalties and environmental regulations.

Readers are cautioned that the foregoing list of risks and uncertainties is not exhaustive. Additional information on these and other risk factors that could affect Calfrac's operations or financial results is included in

RECEIVED

2010 JAN -4 A 10:38
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Calfrac's annual information form and may be accessed through the SEDAR website (www.sedar.com). The forward-looking statements and information contained in this press release are made as of the date hereof and Calfrac does not undertake any obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

%SEDAR: 00002062E

/For further information: Douglas R. Ramsay, President and Chief Executive Officer, Telephone: (403) 266-6000, Fax: (403) 266-7381; Laura A. Cillis, Senior Vice President, Finance and Chief Financial Officer, Telephone: (403) 266-6000, Fax: (403) 266-7381; Tom J. Medvedic, Senior Vice President, Corporate Development, Telephone: (403) 266-6000, Fax: (403) 266-7381/
(CFW.)

CO: Calfrac Well Services Ltd.

CNW 17:00e 16-DEC-09