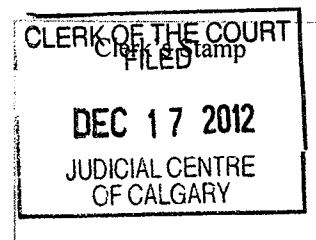


COURT FILE NUMBER 1201- 15908
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE Calgary
APPLICANT **IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, as amended**



**AND IN THE MATTER OF THE
MCBURNEY CORPORATION**

DOCUMENT **ORIGINATING APPLICATION
(Commercial List)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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NOTICE TO THE RESPONDENT(S)

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Date: December 20, 2012
Time: 10:00 o'clock a.m.
Where: Calgary Courts Centre, 601 – 5th Street S.W., Calgary, AB
Before: The Honourable Justice B.E.C. Romaine

Go to the end of this document to see what you can do and when you must do it.

Basis for this claim:

1. The McBurney Corporation ("McBurney") is a corporation formed under the laws of the State of Georgia, in the United States of America.
2. McBurney is in the business of designing and constructing steam boiler systems that are used for various purposes, including but not limited to manufacturing plant processes, power generation and other applications requiring steam power generation. McBurney also provides construction, installation, design and procurement services, purchases and sells boiler equipment, material and supplies, repairs boiler equipment and provides maintenance services to various customers operating and constructing steam boiler systems.
3. McBurney Power Limited ("MPL") is a corporation formed federally pursuant to the laws of Canada and is a subsidiary of McBurney. MPL was created for the purpose of providing field services, contracting services and execution of projects in Canada on behalf of and in relation to the business of McBurney.
4. On July 15, 2011 (the "Petition Date"), McBurney filed a voluntary petition with the United States Bankruptcy Court, Northern District of Georgia, Atlanta Division, for relief under Chapter 11 of the U.S. Bankruptcy Code (the "U.S. Proceedings").
5. McBurney continues business operations as a reorganized debtor pursuant to the terms of that certain *Third Amended Chapter 11 Plan of Reorganization* (the "Plan") filed on June 8, 2012, in the U.S. Proceedings, which Plan was confirmed on June 21, 2012, by order (the "U.S. Confirmation Order") signed by the Honorable James E. Massey of the United Bankruptcy Court for the Northern District of Georgia (the "U.S. Court"). The effective date of the Plan was July 9, 2012.
6. On the Petition Date, and as part of the voluntary petition in the U.S. Proceedings, McBurney prepared a Verification of Creditor Matrix listing approximately 28 Canadian entities, either individual or corporate, as among the creditors of McBurney. These creditors were given notice of the U.S. Proceedings.
7. On the List of Creditors Holding 20 Largest Unsecured Claims, a document prepared in the U.S. Proceedings, two Canadian creditors, MBB Power Services, Inc. ("MBB

Power”) and the Canada Revenue Agency (the “CRA”), are listed as creditors of McBurney, holding among 20 of the largest unsecured claims of McBurney.

8. MBB Power and the CRA, among other Canadian entities, received notice of the filing deadlines to assert claims against McBurney. Among other Canadian entities, the CRA filed a claim in the U.S. Proceedings pursuant to the creditor claims process.
9. The CRA filed an unsecured claim of \$734,861.71 in the U.S. Proceedings pursuant to a proof of claim form dated August 25, 2011. The CRA claim was allowed.
10. Pursuant to the terms of the Plan, the CRA is treated as a Class E creditor, being the General Unsecured Creditors class, and will be entitled to a total distribution of approximately \$136,000. The first distribution to the CRA pursuant to the Plan was issued by McBurney on or about December 7, 2012.
11. There are a number of smaller claims by Canadian entities who constitute Class E creditors and who will receive small distributions pursuant to the terms of the Plan.
12. Because the Plan provides for certain relief for stakeholders in Canada and the United States, such that its implementation will require the cooperation of the U.S. Court and this Honourable Court, McBurney is seeking to have the U.S. Proceedings and the U.S. Confirmation Order recognized in Canada.
13. The centre of main interest of McBurney is the United States, and in particular, the state of Georgia, where McBurney is registered and carries on business.
14. MPL is authorized to act as the foreign representative of the U.S. Proceedings in respect of McBurney pursuant to an Order of the U.S. Court dated October 31, 2012.
15. To facilitate cooperation between the U.S. Court and this Honourable Court and to integrate the U.S. Proceedings with these proceedings, MPL is requesting recognition of certain substantive and procedural orders which have been issued by the U.S. Court in the U.S. Proceedings.
16. To ensure that affected stakeholders in Canada are properly informed of developments in the U.S. Proceedings, and in particular, are updated with respect to the implementation of the Plan, MPL is requesting the appointment of an information officer to report to this

Honourable Court from time to time on the status of the implementation of the Plan and the U.S. Proceedings.

17. FTI Consulting Inc. has consented to act as the information officer in this proceeding, if so appointed by this Honourable Court.

Remedy sought:

18. An Order:
- (i) declaring that MPL is the “foreign representative” as defined in section 45 of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “CCAA”) in respect of the U.S. Proceedings;
 - (ii) declaring that the U.S. Proceedings are “foreign proceedings”, and in particular are “foreign main proceedings” as defined in section 45 of the CCAA;
 - (iii) recognizing and enforcing in Canada certain orders of the U.S. Court made in the U.S. Proceedings, as more particularly described in the Affidavit of ____, including the U.S. Confirmation Order providing for, *inter alia*, confirmation of the Third Amended Chapter 11 Plan of Reorganization dated June 8, 2012;
 - (iv) appointing FTI Consulting Inc. as information officer (in such capacity, the “Information Officer”) in respect to this CCAA proceeding; and
 - (v) such further and other relief as counsel may advise and this Honourable Court permit.

Affidavit or other evidence to be used in support of this application:

19. Affidavit of John Curtis McBurney sworn December 17, 2012, and the exhibits referred to therein, including without limitation:
- (i) A Certified True Copy of the voluntary petition commencing the U.S. Proceedings;
 - (ii) A Certified True Copy of the Order confirming the Third Amended Chapter 11 Plan of Reorganization; and
 - (iii) A Certified True Copy of the Order authorizing MPL to act as foreign representative in Canada; and
20. Such further and other evidence as counsel may advise and this Honourable Court permit.

Applicable Acts and regulations:

21. The provisions of the CCAA, including Part IV thereof; and
22. Such further and other acts and regulations as counsel may advise and this Honourable Court permit.

WARNING

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application. If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant(s) and against all persons claiming under the applicant(s). You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant(s) is/are entitled to make without any further notice to you. If you want to take part in the application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of this form. If you intend to rely on an affidavit or other evidence when the originating application is heard or considered, you must reply by giving reasonable notice of that material to the applicant(s).