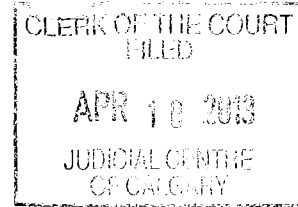


Form 7
[Rule 3.8]



Clerk's stamp:

COURT FILE NUMBER 1301-02432

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE ALBERTA *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, c. B-9, AS AMENDED

APPLICANT RS TECHNOLOGIES INC.

DOCUMENT **APPLICATION FOR CLAIMS PROCEDURE AND AMENDED STAY EXTENSION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP
3500, 855 – 2nd Street S.W.
Calgary, AB T2P 4J8
Attn: Kelly J. Bourassa/Ryan Zahara
Telephone: 403-260-9697/9628
Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com
ryan.zahara@blakes.com
File Ref.: 89300/1

NOTICE TO RESPONDENT

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

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

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

Date Thursday, April 11, 2013

Time 1:00 p.m.

Where Calgary Courts Centre

Before Whom Honourable Madam Justice J. Streckf

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

Remedy claimed or sought:

1. RS Technologies Inc. (“**RS**” or the “**Company**”) is seeking Orders, substantially in the forms attached hereto as Schedule “A”:
 - (a) abridging the time for service of this Application and declaring that this Application is properly returnable today, if necessary, and further service of the Application, other than to those listed on the Service List attached hereto as Schedule “B” is hereby dispensed with;
 - (b) authorizing and directing the Company, with the assistance of the Monitor, to implement and carry out the reverse claims procedures described in the form of Order attached hereto as Schedule “A” (the “**Claims Procedure**”);
 - (c) extending the Stay Period (as defined in the Initial Order) to June 28, 2013; and
 - (d) such further and other relief as counsel may request and this Honourable Court may deem appropriate.

Grounds for making this application:

2. The grounds upon which the Company relies in making the within Application are as follows:
 - (a) the Company was granted protection from its creditors under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) pursuant to the Initial Order granted by this Honourable Court on March 14, 2013 (the “**Initial Order**”);
 - (b) the Initial Order, *inter alia*:
 - (i) stayed all proceedings and remedies taken or that might be taken in respect of the Company or any of its property, except as otherwise set forth in the

Initial Order or as otherwise permitted by law, for an initial period of 30 days to April 12, 2013 (the “**Stay Period**”);

- (ii) appointed FTI Consulting Canada Inc. as monitor (the “**Monitor**”) of the Company; and
- (iii) permitted the Company to file with the Court a plan or plans of compromise or arrangement between the Company and its creditors (the “**Plan**”).

Claims Procedure

- (c) it is necessary for the proper and efficient implementation of the Plan that the Claims Procedure be authorized and implemented by the Company;
- (d) the Company is highly confident that all of its creditors and contracting counterparties will receive notice of the Claims Procedure;

Stay of Proceedings

- (e) the extension of the Stay Period to June 28, 2013 is necessary in order to provide stability to the Company’s ongoing business while the Company continues to pursue its restructuring efforts, including the implementation, conduct and carrying out of the Claims Procedure, as well as a sale and investor solicitation procedure in accordance with the companion application to be brought by the Monitor, for the benefit of its stakeholders;
- (f) the Company has acted and continues to act diligently and in good faith such that an extension of the Stay Period is appropriate in the circumstances; and
- (g) such further and other grounds as counsel may advise and this Honourable Court may permit.

Material or evidence to be relied on:

3. The Company intends to rely upon the following materials:
 - (a) the Affidavit of Howard R. Elliott sworn April 10, 2013, filed;
 - (b) the Monitor's Second Report to the Court, dated April 10, 2013, to be filed;
 - (c) all pleadings and proceedings filed as part of the within Action; and
 - (d) such further and other materials as counsel may advise and this Honourable Court may permit.

Applicable rules:

4. The Company will rely upon and refer to the Alberta *Rules of Court* during the making of the Application.

Applicable Acts and regulations:

5. The Company will rely upon and refer to the provisions of the CCAA during the making of the Application.

Any irregularity complained of or objection relied on:

6. None.

How application is proposed to be heard or considered:

7. Oral submission by counsel at an application in chambers.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or

other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

Schedule "A"

Clerk's stamp:

COURT FILE NUMBER 1301-02432

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,c. C-36, AS AMENDED

AND IN THE MATTER OF THE ALBERTA *BUSINESS CORPORATIONS ACT*, R.S.A. 2000, c. B-9, AS AMENDED

APPLICANT RS TECHNOLOGIES INC.

DOCUMENT **ORDER RE: STAY EXTENSION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP
3500, 855 – 2nd Street S.W.
Calgary, AB T2P 4J8
Attn: Kelly J. Bourassa/Ryan Zahara
Telephone: 403-260-9697/9628
Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com
ryan.zahara@blakes.com
File Ref.: 89300/1

DATE ON WHICH ORDER WAS PRONOUNCED: April 11, 2013

LOCATION OF HEARING: Justice Chambers

NAME OF JUDGE WHO MADE THIS ORDER: Honourable Madam Justice J. Strekaf

UPON THE APPLICATION of RS Technologies Inc. ("RS" or the "Company"); AND UPON reading the Affidavit of Howard R. Elliott, sworn April 8, 2013 (the "April 8th Elliott Affidavit"), filed; AND UPON reading the Affidavit of Howard R. Elliott sworn on April 10, 2013 (the "April 10th Affidavit"); AND UPON reading the Second Report of the Monitor,

dated April 10, 2013 (the “**Second Report**”), filed; AND UPON reading the Affidavit of Service of [●] sworn [●], 2013, filed; AND UPON hearing from counsel to the Company, the Monitor, and other interested parties;

IT IS HEREBY ORDERED THAT:

Service

1. Service of this Application is hereby abridged, if necessary, and the Application is properly returnable today and any requirement for service of the Application upon any party not served is hereby dispensed with.

Stay Extension

2. The Stay Period, as defined in paragraph 13 of the Initial Order granted in these proceedings by this Honourable Court on March 14, 2013 is hereby extended until and including June 28, 2013.

Justice of the Court of Queen’s Bench of Alberta

Clerk's stamp:

COURT FILE NUMBER 1301-02432
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF THE ALBERTA *BUSINESS
CORPORATIONS ACT*, R.S.A. 2000, c. B-9, AS
AMENDED

APPLICANT RS TECHNOLOGIES INC.

DOCUMENT **ORDER RE: REVERSE CLAIMS PROCEDURE**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
BLAKE, CASSELS & GRAYDON LLP
3500, 855 – 2nd Street S.W.
Calgary, AB T2P 4J8
Attn: Kelly J. Bourassa/Ryan Zahara
Telephone: 403-260-9697/9628
Facsimile: 403-260-9700
Email: kelly.bourassa@blakes.com
ryan.zahara@blakes.com
File Ref.: 89300/1

DATE ON WHICH ORDER WAS PRONOUNCED: April 11, 2013
LOCATION OF HEARING: Justice Chambers
NAME OF JUDGE WHO MADE THIS ORDER: Honourable Justice J. Streckf

UPON THE APPLICATION of RS Technologies Inc. ("**RS**" or the "**Company**"); AND UPON reading the Affidavit of Howard R. Elliott, sworn April 8, 2013 (the "**April 8th Elliott Affidavit**"), filed; AND UPON reading the Affidavit of Howard R. Elliott sworn on April 10, 2013 (the "**April 10th Elliott Affidavit**"); AND UPON reading the Second Report of the Monitor, dated April 10, 2013 (the "**Second Report**"), filed; AND UPON reading the Affidavit

of Service of [Carol Benish] sworn [●], 2013, filed; AND UPON hearing from counsel to the Company, the Monitor, and other interested parties;

IT IS HEREBY ORDERED THAT:

Service

1. Service of this Application is hereby abridged, if necessary, and the Application is properly returnable today and any requirement for service of the Application upon any party not served is hereby dispensed with.
2. All capitalized terms not otherwise defined in this Order shall have the meaning ascribed to them in the Initial Order granted by this Honourable Court as part of the within proceedings on March 14, 2013 (the “**Initial Order**”).

Reverse Claims Procedure

3. Pursuant to section 20 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), the Company, with the assistance of the Monitor, will conduct a proof of claims procedure to identify all creditors (the “**Creditors**”) who have a Claim (as such term is defined in the CCAA) against it.
4. All claims of the Creditors shall be proven in accordance with the procedures outlined herein and in the claims notice (the “**Claims Notice**”), in a form substantially the same as attached hereto as Schedule “A”.
5. The Company, with the assistance of the Monitor, is authorized and directed to implement the procedures outlined herein, and in the Claims Notice (collectively, the “**Reverse Claims Procedure**”), as follows:
 - (a) the Company, with the assistance of the Monitor, shall send to the Creditors of which the Company and the Monitor are aware, a copy of:

- (i) the Claims Notice, which Claims Notice shall assert the Claim such Creditor has against the Company, as determined by the Company with the assistance of the Monitor;
- (ii) a blank proof of claim and related instruction letter, substantially in the form attached hereto as Schedule "B" (the "**Proof of Claim**"); and
- (iii) a copy of this Order,

(collectively, the "**Claims Document Package**");

by no later than April 19, 2013 by ordinary mail, or by such other contact information which the Company may commonly use with each creditor.

- (b) the Company, with the assistance of the Monitor, shall publish a notice to Creditors (the "**Notice to Creditors**") of the Reverse Claims Procedure on two separate dates prior to April 26, 2013 in each of the Calgary Herald and the Globe and Mail. The Notice to Creditors will be in a form substantially the same as that attached hereto as Schedule "C"; and
 - (c) the Monitor shall post electronic copies of the Notice to Creditors, the Claims Document Package and the Reverse Claims Procedure Order on the Monitor's website at <http://cfcanada.fticonsulting.com/RS/>, as soon as practically possible after the date of this Order.
6. All Creditors that dispute the Claim set forth in the Claims Notice shall be required to submit a Proof of Claim to the Monitor on or before the May 17, 2013 at 5:00 p.m. (Calgary Time) (the "**Claims Bar Date**"). The Monitor will supervise the receipt and collection of the Proofs of Claim and, in conjunction with the Company, will review each Proof of Claim submitted by the Claims Bar Date. The Monitor, in conjunction with the Company, will either:
- (a) accept the Claim as set out in the Proof of Claim in its entirety;

- (b) revise the amount, the secured status, or any priority of the Proof of Claim for voting and/or distribution purposes; and
 - (c) disallow the Claim as set out in the Proof of Claim for voting and/or distribution purposes.
7. If the Monitor, in conjunction with the Company, disputes the amount, the secured status, or the priority of the Claim set out in a Proof of Claim, the Monitor, in conjunction with the Company, may:
- (a) attempt to consensually resolve such Claim; or
 - (b) send a notice of revision or disallowance, substantially in the form attached hereto as Schedule "D" (the "**Notice of Revision or Disallowance**"), to the Creditor by courier, facsimile or electronic mail as soon as is reasonably practicable in these proceedings (whereupon the Notice of Revision or Disallowance will be deemed to have been reviewed on the following business day).
8. If a Creditor intends to dispute their Claim as set out in a Notice of Revision or Disallowance, the Creditor must deliver a dispute notice, substantially in the form attached hereto as Schedule "E" (the "**Dispute Notice**"), by prepaid registered mail, personal delivery, courier or facsimile to the Monitor no later than 14 days from the date the Notice of Revision or Disallowance was received or such later date as the Monitor may agree to in writing or as ordered by this Honourable Court.
9. If a Creditor does not deliver a Dispute Notice in accordance with the preceding paragraph then, subject only to further Order of this Honourable Court, the Claim shall be deemed accepted at the amount set forth in the Notice of Revision or Disallowance and the Creditor will:
- (a) where the entire Claim is disallowed:
 - (i) not be entitled to attend or vote at any creditors' meeting;

- (ii) not be entitled to receive any distribution under any plan of compromise or arrangement (a "**Plan**"); and
 - (iii) be forever barred from making or enforcing any Claim against the Company and that Claim will be forever extinguished;
- (b) where the Claim has been revised:
- (i) only be entitled to attend or vote at any creditors' meeting to the extent of the revised amount, secured status, or priority;
 - (ii) only be entitled to receive any distribution under any Plan in any an amount proportional to the revised amount and in accordance with any revised secured status or priority; and
 - (iii) be forever barred from making or enforcing any Claim greater than the revised amount against the Company and the amount of the Claim reduced by the revision will be forever extinguished.
10. The Monitor, in conjunction with the Company, may attempt to consensually resolve any Dispute Notice for voting and/or distribution purposes, as the case may be, with the Creditor. If same cannot be resolved, the Creditor shall file with the Court in this Action an Application, returnable within 15 days of the Dispute Notice, for a determination of the value and priority of the Claim.
11. All Creditors that:
- (a) do not submit a Proof of Claim; or
 - (b) agree with the Claim set forth in the Claims Notice;

shall, subject only to further Order of this Honourable Court, be deemed to have accepted the Claim set forth in the Clams Notice on the Claims Bar Date. For greater certainty, those Creditors that agree with the Claim set forth in the Claims Notice shall not be required to file any forms with the Monitor or the Company.

Miscellaneous

12. The Company and the Monitor are at liberty to apply for such further advice, assistance and direction as may be necessary to give full force and effect to the terms of this Order.
13. The Company and the Monitor are hereby authorized and directed to do all such acts and things, and execute such deeds and documents, as are necessary or appropriate to give full effect to the provisions of this Order, including making any non-material or incidental changes necessary to the Claims Notice and Claims Document Package.

Justice of the Court of Queen's Bench of Alberta

SCHEDULE "A"

[FTI Letterhead]

NOTICE TO CREDITORS OF RS TECHNOLOGIES INC.

TO: [NTD – Insert contact information for creditor]

On March 14, 2013, RS Technologies Inc. ("**RS**") applied for and received protection from its creditors under the *Companies' Creditors Arrangement Act* (the "**CCAA**") pursuant to an Order of the Alberta Court of Queen's Bench (the "**Initial Order**"). Pursuant to the Initial Order, FTI Consulting Canada Inc. ("**FTI**") was appointed as monitor of RS (the "**Monitor**"). It is the intention of RS to restructure its affairs through the course of these CCAA proceedings.

On April 11, 2013, the Alberta Court of Queen's Bench issued an Order establishing a process by which the identity of all Creditors (as defined below) and the amounts of their claims, will be established for the purposes of the CCAA proceedings (the "**Reverse Claims Procedure Order**"). The Creditors are defined in the Reverse Claims Procedure Order as all creditors who have a Claim (as such term is defined in the CCAA) against RS.

A copy of the Reverse Claims Procedure Order may be viewed at <http://cfcanada.fticonsulting.com/RS/> or may be obtained by contacting the Monitor (Dustin Olver at FTI) at (403) 444-5383.

Pursuant to the Reverse Claims Procedure Order, the Monitor, in cooperation with RS, is to send a notice to each known creditor of RS (the "**Claims Notice**") as identified to it by RS, indicating the amount of such creditor's claim as of March 14, 2013. The Claims Notice must also state whether that claim is secured or unsecured.

[FTI Letterhead]

RS HAS REVIEWED ITS RECORDS AND ACCEPTS THAT YOUR CLAIM AGAINST RS, AS OF MARCH 14, 2013, WAS A [SECURED] CLAIM IN THE AMOUNT OF \$[insert balance owed to creditor] AS AGAINST RS.

IN THE EVENT THAT YOU AGREE WITH RS'S ASSESSMENT OF YOUR CLAIM, YOU NEED TAKE NO FURTHER ACTION. IF YOU WISH TO DISPUTE THE ASSESSMENT OF YOUR CLAIM, YOU MUST TAKE THE STEPS OUTLINED BELOW.

The Reverse Claims Procedure Order provides that if a creditor disagrees with the assessment of its claim set out in the Claims Notice, the creditor must complete and return to the Monitor, a completed Proof of Claim advancing a claim in a different amount supported by appropriate documentation. A blank Proof of Claim form is enclosed. The Proof of Claim must be received by the Monitor by May 17, 2013. If no Proof of Claim is received by the Monitor by that date the amount of such creditor's claim and its status as a secured or unsecured claim will be, subject to further order of the Court of Queen's Bench of Alberta, conclusively deemed to be as shown in this Claims Notice.

Where a Proof of Claim is sent to the Monitor by a creditor, the Monitor and RS will review the Proof of Claim and, as soon as reasonably practicable, provide to the creditor a notice in writing by regular mail, courier service or facsimile as to whether the claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the claim is disputed in whole or in part, the Monitor will issue a Notice of Revision or Disallowance indicating the reasons for the dispute.

The Reverse Claims Procedure Order further provides that where a creditor objects to a Notice of Revision or Disallowance, the creditor must notify the Monitor of the objection in writing by prepaid registered mail, personal delivery, courier or facsimile within fourteen (14) days of receipt of the Notice of Revision or Disallowance. The parties may thereafter consensually resolve the objection, else the creditor shall serve on RS, with a copy to the Monitor, an Application in RS's CCAA proceedings in the Court of Queen's Bench of Alberta, Judicial District of Calgary, returnable within fifteen (15) days after it gave its notice of objection, for the determination of the claim in dispute.

If you have any questions regarding this claim procedure of the attached materials, please contact Dustin Olver of FTI Consulting Canada Inc. at (403) 444-5383

Dated the _____ day of April, 2013 in Calgary, Alberta

**FTI Consulting Canada Inc., in its capacity as
Monitor of RS Technologies Inc.**

Deryck Helkaa
Senior Managing Director

SCHEDULE "B"

COURT FILE NUMBER 1301-02432
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE *ALBERTA BUSINESS
CORPORATION ACT*, R.S.A. 2000, c. B-9, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF RS TECHNOLOGIES INC.

DOCUMENT **PROOF OF CLAIM**
(Reverse Claims Procedure)

Proof of Claim

For Claims Arising Before March 14, 2013 as against RS Technologies Inc. (the "CCAA Debtor")
(see Reverse for Instructions)

Regarding the claim of _____ (referred to in
this form as "the creditor"). (name of creditor)

All notices or correspondence regarding this claim to be forwarded to the creditor at the following
address:

Telephone: _____ Fax: _____

I, _____ Residing in _____
(name of person signing claim)

in the province of _____

Do hereby certify that:

1. I am the creditor

or

I am _____ of the creditor.
(if an officer or employee of the company, state position or title)

2. I have knowledge of all the circumstances connected with the claim referred to in this form.

The CCAA Debtor was, as at March 14, 2013, and still is, indebted to the creditor in the sum of \$_____ CDN as shown by the statement of account attached hereto and marked Schedule "A". Claims should **not** include the value of goods and/or services supplied after March 14, 2013. If a creditor's claim is to be reduced by deducting any counter claims to which the CCAA Debtor is entitled and/or amounts associated with the return of equipment and/or assets by the CCAA Debtor, please specify.

The statement of account must specify and attach the vouchers or other evidence in support of the claim including the date and location of the delivery of all services and materials. Any claim for interest must be supported by contractual documentation evidencing the entitlement to interest.

3. A. **Unsecured claim.** \$_____. In respect of the said debt, the creditor does not and has not held any assets as security.
- B. **Secured claim.** \$_____. In respect of the said debt, the creditor holds assets valued at \$_____ as security.

Provide full particulars of the security, including the date on which the security was given and the value at which the creditor assesses the security together with the basis of valuation, and attach a copy of the security documents as Schedule "B".

Dated at _____, this ____ day of _____, 2013.
Insert city and date of signature

Witness

(signature of individual completing this form)

Must be signed and witnessed

Instructions for Completing Proof of Claim Forms

NOTE: YOU ONLY NEED TO FILL OUT THIS PROOF OF CLAIM IF YOU DO NOT AGREE WITH THE AMOUNT SET FORTH IN THE CLAIMS NOTICE RECEIVED FROM THE MONITOR OF RS TECHNOLOGIES INC.

In completing the attached form, your attention is directed to the notes on the form and to the following requirements:

Proof of Claim:

1. The form must be completed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as, "Credit Manager", "Treasurer", "Authorized Agent", etc., and the full legal name of the party you represent.
2. The person signing the form must have knowledge of the circumstances connected with the claim.
3. A Statement of Account containing details of secured and unsecured claims, and if applicable, of the amount due in respect of property claims, must be attached and marked Schedule "A". Claims should not include the value of goods and/or services arising after March 14, 2013. It is necessary that all creditors indicate the date and location of the delivery of all goods and/or services. Any amounts claimed as interest should be clearly noted as being for interest.
4. The nature of the claim must be indicated by ticking the type of claim which applies. For example:

Ticking (A) indicates the claim is unsecured;

Ticking (B) indicates the claim is secured, such as a mortgage, lease, or other security interest, and the value at which the creditor assesses the security must be inserted, together with the basis of valuation. Details of each item of security held should be attached as Schedule "B" and submitted with a copy of the chattel mortgage, conditional sales contract, security agreement, etc.
5. The person signing the form must insert the place and date in the space provided, and the signature must be witnessed.

Additional information regarding RS Technologies Inc. and the CCAA process, as well as copies of claims documents may be obtained at <http://cfcanada.fticonsulting.com/RS/>. If there are any questions in completing the Proof of Claim, please write or telephone the office of the Monitor at:

FTI Consulting Inc., the Court-appointed Monitor of RS Technologies Inc.

By Mail/Courier:

1000, 888 – 3rd Street SW

Calgary, AB T2P 5C5

Attention: Mr. Dustin Olver

Phone: (403) 444-5383

Fax: (403) 444-6758

Email: dustin.olver@FTIconsulting.com

Note: Any claim not delivered to the Monitor at the above noted address by May 17, 2013, will, unless otherwise ordered by the Alberta Court of Queen's Bench, be barred and may not thereafter be advanced against the CCAA Debtor.

SCHEDULE "C"
(Reverse Claims Procedure)

IN THE MATTER OF THE *COMPANIES CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,
c. C-36, AS AMENDED

AND IN THE MATTER OF THE *BUSINESS CORPORATION ACT*, R.S.C. 2000,
c. B-9, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF RS
TECHNOLOGIES INC.

NOTICE TO CREDITORS

RE: NOTICE OF CALL FOR CLAIMS AND CLAIMS BAR DATE FOR RS TECHNOLOGIES INC. (the "APPLICANT") PURSUANT TO THE *COMPANIES' CREDITORS ARRANGEMENT ACT* ("CCAA")

NOTICE IS HEREBY GIVEN THAT, pursuant to an order of the Court of Queen's Bench of Alberta (the "**Court**") granted April 11, 2013 (the "**Reverse Claims Procedure Order**") the Court ordered that a Claims Document Package (as defined in the Reverse Claims Procedure Order) be sent to known creditors of the Applicant, as specified in the Reverse Claims Procedure Order. Copies of the Reverse Claims Procedure Order and the Claims Document Package can be obtained from the Monitor's website at <http://cfcanada.fticonsulting.com/RS/>.

Any person who believes that they have a claim against the Applicant, which claim arose prior to March 14, 2013, whether liquidated, contingent or otherwise, should send a separate Proof of Claim to the Monitor to be received by **5:00 p.m. (Mountain Daylight Time) on May 17, 2013** (the "**Claims Bar Date**").

CLAIMS WHICH ARE NOT RECEIVED BY THE CLAIMS BAR DATE WILL BE FOREVER EXTINGUISHED AND SUCH CREDITORS WILL BE FOREVER BARRED FROM MAKING OR ENFORCING CLAIMS AGAINST THE APPLICANT AND WILL NOT BE ENTITLED TO PARTICIPATE AS A CREDITOR IN THESE PROCEEDINGS OR RECEIVE FURTHER NOTICE OF THESE PROCEEDINGS.

Creditors of the Applicant who have not received a Claims Document Package from the Applicant or the Monitor can obtain a copy from the website of the Monitor at <http://cfcanada.fticonsulting.com/RS/> or by contacting the Monitor by telephone at (403) 668-6000 or by fax at (403) 444-6758.

DATED this ____ day of _____, 2013

SCHEDULE "D"

COURT FILE NUMBER 1301-02432
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE *ALBERTA BUSINESS CORPORATION ACT*, R.S.A. 2000, c. B-9, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF RS TECHNOLOGIES INC.

DOCUMENT **NOTICE OF REVISION OF DISALLOWANCE FOR VOTING AND/OR DISTRIBUTION PURPOSES**
(Reverse Claims Procedure)

Claim Reference Number: _____

TO: _____
(Name of Creditor)

Capitalized terms used but not defined in this Notice of Revision of Disallowance have the meaning ascribed in the Order granted by the Court of Queen's Bench in the within proceedings on April 11, 2013 (the "**Reverse Claims Procedure Order**"). **All dollar values contained herein are in Canadian dollars unless otherwise noted.**

Pursuant to the Reverse Claims Procedure Order, FTI Consulting Canada Inc., in its capacity as Court-appointed Monitor of RS Technologies Inc. (the "**Applicant**") hereby gives you notice that it has reviewed your Proof of Claim as against the Applicant and has revised or disallowed your Claim. Subject to further dispute by you in accordance with the Reverse Claims Procedure Order, your Claim will be allowed as follows:

| | <u>Amount Allowed by Monitor for:</u> | | |
|-----------------|--|----------------------|----------------------------|
| | <u>Proof of Claim Amount</u> | <u>Voting</u> | <u>Distribution</u> |
| Unsecured Claim | \$ _____ | \$ _____ | \$ _____ |
| Secured Claim | \$ _____ | \$ _____ | \$ _____ |

REASON(S) FOR THE REVISION OR DISALLOWANCE:

SERVICE OF DISPUTE NOTICES

If you intend to dispute this Notice of Revision or Disallowance, you must **within fourteen days from the date on this Notice of Revision or Disallowance** deliver to the Monitor a Dispute Notice (in the form enclosed) either by prepaid registered mail, personal delivery, courier, e-mail or facsimile to the address below:

FTI Consulting Canada Inc., the Court-appointed Monitor of RS Technologies Inc.
1000, 888 – 3rd Street SW
Calgary, AB T2P 5C5
Attention: Mr. Dustin Olver
Phone: (403) 444-5383
Fax: (403) 444-6758
Email: dustin.olver@FTIconsulting.com

IF YOU FAIL TO FILE A DISPUTE NOTICE WITHIN FOURTEEN DAYS OF THE DATE OF THIS NOTICE OF REVISION OR DISALLOWANCE, THE VALUE OF YOUR CLAIM WILL BE DEEMED TO BE ACCEPTED AS FINAL AND BINDING AS SET OUT IN THIS NOTICE OF REVISION OR DISALLOWANCE

DATED this _____ day of _____, 2013.

SCHEDULE "E"

COURT FILE NUMBER 1301-02432
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY
IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF THE *ALBERTA BUSINESS CORPORATION ACT*, R.S.A. 2000, c. B-9, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF RS TECHNOLOGIES INC.
DOCUMENT **DISPUTE NOTE**
(Reverse Claims Procedure)

Claim Reference Number: _____

1. Particulars of Creditor:

Full Legal Name of Creditor (include trade name, if different):

(the "Creditor").

Full Mailing Address of the Creditor:

Other Contact Information of the Creditor:

Telephone Number: _____

Email Address: _____

Facsimile Number: _____

Attention (Contact Person): _____

2. Particulars of Original Creditor from whom you acquired the Claim, if applicable:

Have you acquired this claim by assignment? If yes, if not already provided, attach documents evidencing assignment.

Yes: No:

Full Legal Name of Original Creditor(s): _____

3. Dispute of Revision or Disallowance of Claim for Voting and/or Distribution Purposes:

The Creditor hereby disagrees with the value of its Claim as set out in the Notice of Revision or Disallowance and asserts a Claim as follows:

| | Amount Allowed by Monitor for: | | | Amount claimed by Creditor: | |
|-----------------|---|---------------------|-----------------|--|---------------------|
| | Voting | Distribution | | Voting | Distribution |
| Unsecured Claim | \$ _____ | \$ _____ | Unsecured Claim | \$ _____ | \$ _____ |
| Secured Claim | \$ _____ | \$ _____ | Secured Claim | \$ _____ | \$ _____ |

REASON(S) FOR THE DISPUTE:

(You must include a list of reasons as to why you are disputing your Claim as set out in the Notice of Revision or Disallowance.)

SERVICE OF DISPUTE NOTICES

If you intend to dispute the Notice of Revision or Disallowance, you must **within fourteen days of the date of the Notice of Revision or Disallowance** deliver to the Monitor this Dispute Notice either by prepaid registered mail, personal service, courier, e-mail or facsimile transmission to the following address. Dispute Notices shall be deemed to be received two business days from the date of mailing, upon actual receipt thereof by the Monitor during normal business hours on a Business Day, or, if delivered outside of normal business hours, on the next Business Day.

FTI Consulting Canada Inc., the court-appointed Monitor of RS Technologies Inc.
1000, 888 – 3rd Street SW
Calgary, AB T2P 5C5
Attention: Dustin Olver
Phone: (403) 444-5383
Fax: (403) 444-6758
E-mail: dustin.olver@FTIconsulting.com

DATED this ____ day of _____, 2013

Name of creditor: _____

Witness

Per: _____
Name:
Title:
(*please print*)