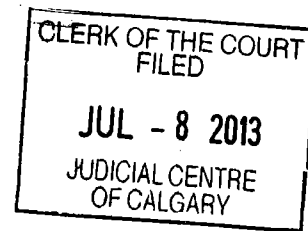


Form 7
[Rule 3.8]



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 VALUATION OF SUBSEQUENT CLAIM**

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 Friday, July 12, 2013

Time 2:30 p.m.

Where Calgary Courts Centre

Before Whom Honourable Madam Justice K.M. Horner

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 an Order, substantially in the form 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 the Company to seek a determination as to the value of the Armor Claim (as defined below) in conjunction with any application which may result in the disclaimer of the distribution agreement (the “**Distribution Agreement**”) dated March 30, 2012 between Armor Utility Structures Pty Limited (“**Armor**”) and the Company; and
 - (c) 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) on April 5, 2013, the Company, with the approval of FTI Consulting Canada Inc., the court-appointed monitor (the “**Monitor**”) with respect to the Company,

provided Armor with notice of its intent to disclaim the Distribution Agreement pursuant to section 32 of the CCAA;

- (c) on April 22, 2013, Armor filed an application as part of the within proceedings in opposition to the disclaimer notice received from RS (the “**Armor Application**”). That application was subsequently adjourned *sine die*;
- (d) the Company’s legal counsel questioned Armor’s affiant on May 30, 2013, and the Company filed an affidavit of Galen Fecht in support of its disclaimer notice on June 13, 2013;
- (e) pursuant to an Order granted by this Honourable Court on June 27, 2013 as part of the within proceedings, certain milestones were established in order to expedite the resolution of the Armor Application;
- (f) the Monitor is currently conducting final negotiations with respect to the completion of a share or asset purchase with respect to the Company (the “**Transaction**”). These negotiations are being conducted with a view to presenting a plan of compromise or arrangement (the “**Plan**”) to the Company’s creditors so as to allow for the closing of the Transaction;
- (g) if the Distribution Agreement is disclaimed it will be necessary to immediately determine the value of Armor’s claim with respect to any loss suffered by Armor in relation to such disclaimer (the “**Armor Claim**”) so as to allow the Company and the Monitor to proceed with the Plan; and
- (h) 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 June 19, 2013;

- (b) the Affidavit of Howard R. Elliott sworn July 8, 2013;
- (c) all pleadings and proceedings filed as part of the within proceedings; 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: VALUATION OF SUBSEQUENT
CLAIM**

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: July 12, 2013

LOCATION OF HEARING: Justice Chambers

NAME OF JUDGE WHO MADE THIS ORDER: Honourable Madam Justice K.M.
Horner

UPON THE APPLICATION of RS Technologies Inc. ("**RS**" or the "**Company**"); AND UPON reading the Affidavit of Howard R. Elliott, sworn July 8, 2013, filed; AND UPON reading the

Affidavit of Service of [●] sworn July [●], 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.

Valuation of Subsequent Claim

2. The Company is hereby authorized and directed to seek a determination from this Honourable Court as to the value of any provable claim which may be deemed to be held by Armor Utility Structures Pty. Limited (“**Armor**”) pursuant to section 32(7) of the *Companies’ Creditors Arrangement Act* (the “**CCAA**”) in conjunction with any application which may result in the disclaimer of the distribution agreement dated March 30, 2012 between RS and Armor pursuant to section 32 of the CCAA.

Justice of the Court of Queen’s Bench of Alberta

Schedule "B"

COURT FILE NUMBER 1301-02432

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL DISTRICT 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-4, AS AMENDED

AND IN THE MATTER OF RS TECHNOLOGIES INC.

SERVICE LIST
updated March 15, 2013

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FTI CONSULTING INC. 1000, 888 – 3rd Street SW Calgary, AB T2P 5C5 DERYCK HELKAA E-mail: Deryck.Helkaa@fticonsulting.com	 (403) 444-5372	(403) 444-6699	Monitor
MCCARTHY TÉTRAULT LLP 3300, 421 – 7 th Avenue SW Calgary, AB T2P 4K9 SEAN COLLINS E-mail: scollins@mccarthy.ca WALKER MacLEOD E-mail: wmacleod@mccarthy.ca	 (403) 260-3531 (403) 260-3710	(403) 260-3501	Monitor
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<p>BORDEN LADNER GERVAIS LLP 1900, 520 – 3rd Avenue SW Calgary, AB T2P 0R3</p> <p>JOSEF KRUGER E-mail: jkruger@blgcanada.com</p> <p>PATRICK T. McCARTHY E-mail: pmccarthy@blgcanada.com</p>	<p>(403) 232-9563</p> <p>(403) 232-9441</p>	<p>(403) 266-1395</p>	<p>Brian Felesky, Jim Gray, Paul Giannelia in their capacities as contingent creditors of RS Technologies Inc.</p>
<p>McLENNAN ROSS LLP 600, 12220 Stony Plain Road Edmonton, AB T5N 3Y4</p> <p>CHARLES RUSSELL, Q.C. E-mail: crussell@mross.com</p>	<p>(780) 482-9115</p>	<p>(780) 482-9102</p>	<p>Canadian Western Bank</p>
<p>FRANK MONAGHAN 1500, 715 – 5th Avenue SW Calgary, AB T2P 2X6</p> <p>FRANK MONAGHAN E-mail: fmonaghan@fmonaghanlaw.com</p>	<p>(403) 668-0724</p>		<p>The Corporation of the Municipality of Chatham- Kent</p>
<p>ARMOR UTILITY STRUCTURES PTY LIMITED</p> <p>HUGH OLDFIELD E-mail: Hugh@armoraustralia.com</p> <p>DOUG OLDFIELD E-mail: Doug@armouraustralia.com</p>			<p>Armor Utility Structures PTY Limited</p>