



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

DOCUMENT **APPLICATION BY THE  
MONITOR  
(RE: IMPLEMENTATION OF  
CREDIT BID PURCHASE  
AGREEMENT)**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT  
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**NOTICE TO 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 master/judge.

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

Date June 17, 2013  
Time 10:00 am  
Where Calgary Courts Center  
Before Whom The Presiding Justice in Chambers

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

**Remedy claimed or sought:** FTI Consulting Canada Inc. (the "**Monitor**") in its capacity as court appointed monitor of RS Technologies Inc. ("**RS**") pursuant to an initial order issued under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") by the Honourable Justice Strekaf on March 14, 2013 (the "**Initial Order**") applies for an Order:

1. Declaring that service of this application and the third report of the Monitor (the "**Third Monitor's Report**") on the service list is good and sufficient.
2. Authorizing and directing RS and the Monitor to implement the Asset Purchase (as that term is defined and contemplated in the asset and share purchase agreement between RS, as seller, Werklund Capital Corporation ("**Werklund**") and Melbye Skandinavia AS ("**Melbye**"), as buyers, and the Monitor, dated April 11, 2013) and attached as Appendix B to the Second Monitor's Report, dated April 10, 2013 (the "**Credit Bid Purchase Agreement**").
3. Declaring and ordering that upon the Monitor executing and delivering the Monitor's Certificate, the Purchased Assets shall vest in the Buyers (or their permitted designees) free and clear of all Encumbrances save and except the Permitted Encumbrances (as all such capitalized terms used in this paragraph 3 are defined in the Credit Bid Purchase Agreement).
4. Granting leave to the Monitor or any interested party to seek further advice and directions regarding the implementation of the Credit Bid Purchase Agreement.
5. Such further and other relief as counsel for the Monitor may advise.

**Grounds for making this application:** The grounds for the Application are as follows:

6. The Monitor was appointed as the monitor of RS pursuant to the Initial Order.
7. Pursuant to an order issued by this Honourable Court on April 11, 2013:
  - (a) A sales and investment solicitation process (the "**SISP**") was approved and the Monitor and RS and the Monitor were authorized and directed to take all steps and actions reasonably necessary to implement, conduct and carry-out the SISP; and

- (b) The Credit Bid Purchase Agreement was approved and designated as the stalking horse bid as contemplated by the SISP and RS and the Monitor were authorized and directed to enter into the Credit Bid Purchase Agreement and complete the various transactions contemplated thereby.

8. The SISP involved a first phase (“**Phase One**”), whereby interested parties would submit non-binding indications of interest, and a second phase, whereby any person that submitted a non-binding indication of interest could submit a qualified bid. If no qualified non-binding indications of interest were submitted to the Monitor at the conclusion of Phase One the Monitor was to terminate the SISP Procedures and apply for approval to implement the Credit Bid Purchase Agreement.

9. Phase One concluded on May 21, 2013, and no qualified non-binding indications of interest were received by the Monitor.

10. In accordance with the terms of the SISP, the Monitor (i) terminated the SISP Procedures; and (ii) amended paragraph 24(iii) of the SISP by deleting the same in its entirety and replacing it with the following:

“(iii) within five (5) Business Days of the earlier of May 31, 2013 or the Stalking Horse Credit Bidders advising the Monitor in writing whether they are electing to consummate a Share Bid or an Asset Bid, file an application with the Court seeking approval, after notice and hearings, to implement the Purchase Agreement

11. The Stalking Horse Credit Bidders have advised the Monitor in writing that they are electing to consummate an Asset Bid.

12. Such further and other grounds as counsel for the Monitor may advise.

**Material or Evidence to be relied On:** The Monitor will rely on the following material:

13. The Second Monitor’s Report, filed and the Third Monitor’s Report, to be filed.

14. Such further and other material as counsel for the Monitor may advise.

**Applicable rules:**

15. Rule 6.3(1) of Alberta Rules of Court.

16. Such further and other rules as counsel for the Monitor may advise.

**Applicable Acts and regulations:**

17. The *Companies' Creditors Arrangement Act* (Canada).
18. Such further and other acts and regulations as counsel for the Monitor may advise.

**Any irregularity complained of or objection relied on:**

19. There are no irregularities complained of or objections relied on.

**How the application is proposed to be heard or considered:**

20. The Monitor proposes that the Application be heard in person and by telephone with one, some or all of the parties present.

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) 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.