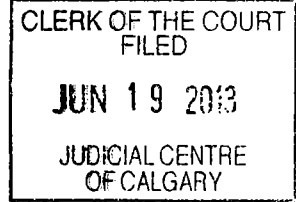


Form 7
[Rule 3.8]



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 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	<u>Monday, June 24, 2013</u>
Time	<u>2:00 p.m.</u>
Where	<u>Calgary Courts Centre</u>
Before Whom	<u>Honourable Madam Justice B.E.C. Romaine</u>

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) extending the Stay Period (as defined in the Initial Order) to July 31, 2013 or such later date as this Honourable Court may deem appropriate; 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) 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**”).
- (c) the extension of the Stay Period to July 31, 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 closing of the transaction resulting from the termination of the sale and investor solicitation procedure approved by this Honourable Court;
 - (d) 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
 - (e) 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 Monitor’s Third Report to the Court, 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: June 24, 2013

LOCATION OF HEARING: Justice Chambers

NAME OF JUDGE WHO MADE THIS ORDER: Honourable Madam Justice B.E.C.
Romaine

UPON THE APPLICATION of RS Technologies Inc. ("RS" or the "Company"); AND UPON reading the Affidavit of Howard R. Elliott, sworn June 19, 2013, filed; AND UPON reading the Third Report of the Monitor, dated June [•], 2013 (the "Third Report"), filed; AND UPON

reading the Affidavit of Service of [•] sworn June [•], 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 July 31, 2013.

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

<i>Counsel</i>	<i>Telephone</i>	<i>Fax</i>	<i>Counsel For</i>
BLAKE, CASSELS & GRAYDON LLP 3500, 855 – 2 nd Street SW Calgary, AB T2P 4J8 KELLY BOURASSA E-mail: kelly.bourassa@blakes.com RYAN ZAHARA E-mail: ryan.zahara@blakes.com	 (403) 260-9697 (403) 260-9628	(403) 260-9700	RS Technologies Inc.
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 TETRAULT 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
GOWLING LAFLEUR HENERSON LLP 1400, 700 – 2 nd Street SW Calgary, AB T2P 4V5 THOMAS CUMMING E-mail: tom.cumming@gowlings.com JEFFREY OLIVER	 (403) 298-1'938 (403) 298-1818	(403) 695-3538	Werklund Capital Corporation Melbye Skandinavia AS

E-mail: jeffrey.oliver@gowlings.com			
BORDEN LADNER GERVAIS LLP 1900, 520 – 3 rd Avenue SW Calgary, AB T2P 0R3 JOSEF KRUGER E-mail: jkruger@blgcanada.com PATRICK T. McCARTHY E-mail: pmccarthy@blgcanada.com	(403) 232-9563 (403) 232-9441	(403) 266-1395	Brian Felesky, Jim Gray, Paul Giannelia in their capacities as contingent creditors of RS Technologies Inc.
McLENNAN ROSS LLP 600, 12220 Stony Plain Road Edmonton, AB T5N 3Y4 CHARLES RUSSELL, Q.C. E-mail: crussell@mross.com	(780) 482-9115	(780) 482-9102	Canadian Western Bank
FRANK MONAGHAN 1500, 715 – 5 th Avenue SW Calgary, AB T2P 2X6 FRANK MONAGHAN E-mail: fmonaghan@fmonaghanlaw.com	(403) 668-0724		The Corporation of the Municipality of Chatham- Kent
LAWSON LUNDELL LLP 3700, 205 – 5 th Avenue SW Calgary, AB T2P 2V7 KIMBERLEY A. ROBERTSON E-mail: krobertson@lawsonlundell.com TREVOR FERENCE E-mail: tference@lawsonlundell.com	(403) 269-6900 (403) 218-7527	(403) 269-9494	Armor Utility Structures PSTY Limited