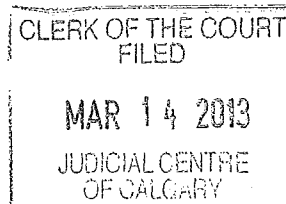


Form 7  
[Rule 3.8]



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 CORPORATION ACT*, R.S.A. 2000, c. B-9, AS AMENDED  
APPLICANT RS TECHNOLOGIES INC.  
DOCUMENT ORIGINATING APPLICATION  
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT BLAKE, CASSELS & GRAYDON LLP  
3500, 855 – 2<sup>nd</sup> Street S.W.  
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[ryan.zahara@blakes.com](mailto:ryan.zahara@blakes.com)  
File Ref.: 89300/1

**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	<u>March 14, 2013</u>
Time	<u>11:30 a.m.</u>
Where	<u>Justice Chambers</u>
Before	<u>Justice J. Streck</u>

**Basis for this claim:**

1. This application (the "**Application**") is filed on behalf of RS Technologies Inc. ("**RS**" or the "**Company**"), which is incorporated pursuant to the laws of the Province of Alberta.
2. The Company is a debtor company with more than \$5 million in debt and is insolvent within the meaning of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**").
3. The Company proposes to file a plan or plans of compromise or arrangement with its creditors to permit it an opportunity to restructure its affairs in the expectation that its creditors and shareholders will derive a greater benefit from such a restructuring than would result from the failure or bankruptcy of the Company.
4. The Company urgently requires interim financing (the "**Interim Financing**") in order to fund its operations while it restructures its affairs under the CCAA.
5. The current financial circumstances of the Company, as more particularly described in the Affidavit of Howard R. Elliott sworn on March 13, 2013 (the "**Elliott Affidavit**"), make the Order sought by the Company appropriate.

**Remedy sought:**

6. At the hearing of the Application, the Company intends to seek the following relief:
  - (a) an Order abridging the time given for notice of the Application to the time actually given and deeming service on the parties served good and sufficient;

- (b) an Order declaring that the Company is a “debtor company” to which the CCAA applies;
- (c) an Order staying 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;
- (d) an Order authorizing the Company to carry on its business in a manner consistent with the preservation of its property and business, and to make certain payments in connection with its business and the proceedings under the CCAA;
- (e) an Order appointing FTI Consulting Canada Inc. as monitor of the Company in the CCAA proceedings (“FTI” or the “Monitor”);
- (f) an Order authorizing FTI to negotiate and, subject to approval of this Honourable Court, enter into super-priority Interim Financing;
- (g) an Order authorizing FTI to negotiate a sales and investor solicitation procedure, subject to further approval of this Honourable court;
- (h) an Order permitting the Company to file with this Honourable Court one or more plans of compromise or arrangement between the Company and its creditors; and
- (i) such further and other relief as this Honourable Court deems just.

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

- 7. The materials upon which the Company intends to rely include the following:
  - (a) the Elliott Affidavit;
  - (b) the Consent of FTI to act as Monitor; and
  - (c) such further and other material as counsel may advise and this Honourable Court may permit.

**Applicable acts and regulations:**

8. The Company will rely upon and refer to the following during the making of the Application:
- (a) the CCAA;
  - (b) the Alberta *Rules of Court*, Alta. Reg. 124/2010, as amended; and
  - (c) such further or other Statutes or Rules as counsel may advise and this Honourable Court may 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].