

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

FORMERXBC HOLDING USA INC.  
(f/k/a XEBEC HOLDING USA INC.), *et al.*,

Debtor in a foreign proceeding.<sup>1</sup>

Chapter 15

Case No. 22-10934 (KBO)

Jointly Administered

Hearing Date: June 18, 2024 at 2:00 p.m. (ET)

Objection Deadline: June 7, 2024 at 4:00 p.m. (ET)

**FOREIGN REPRESENTATIVE’S FINAL REPORT AND MOTION FOR  
ORDER APPROVING ENTRY OF FINAL DECREE CLOSING CERTAIN 15 CASES**

FormerXBC Inc. (f/k/a Xebec Adsorption Inc.), in its capacity as the duly-appointed foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”), in a foreign reorganization proceeding (the “**Canadian Proceeding**”) commenced under Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, C-36 (as amended, the “**CCAA**”), pending before the Superior Court of Québec in the Province of Québec, District of Montreal (the “**Canadian Court**”), hereby files this final report (the “**Final Report**”) with respect to certain of the Debtors’ above-captioned chapter 15 cases and moves (this “**Motion**”) this Court for entry of an order, pursuant to sections 105(a), 350(a), and 1517(d) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 5009(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 5009-2 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “**Local**

<sup>1</sup> The Debtors in the chapter 15 proceedings and the last four digits of their federal tax identification numbers are: FormerXBC Inc. (f/k/a Xebec Adsorption Inc.) (0228), 11941666 Canada Inc. (f/k/a Xebec RNG Holdings Inc.) (N/A), Applied Compression Systems Ltd. (N/A), 1224933 Ontario Inc. (f/k/a Compressed Air International Inc.) (N/A), FormerXBC Holding USA Inc. (f/k/a Xebec Holding USA Inc.) (8495), Enerphase Industrial Solutions Inc. (1979), CDA Systems, LLC (6293), FormerXBC Adsorption USA Inc. (f/k/a Xebec Adsorption USA Inc.) (0821), FormerXBC Pennsylvania Company (f/k/a The Titus Company) (9757), FormerXBC NOR Corporation (f/k/a Nortekbelair Corporation) (1897), FormerXBC Flow Services – Wisconsin Inc. (f/k/a XBC Flow Services – Wisconsin Inc.) (7493), California Compression, LLC (4752), and FormerXBC Systems USA, LLC (f/k/a Xebec Systems USA LLC) (4156). The location of the Debtors’ corporate headquarters and the Debtors’ foreign representative is: 730 Industriel Boulevard, Blainville, Quebec, J7C 3V4, Canada.

**Rules**”), in substantially the form attached hereto as **Exhibit A** (the “**Proposed Final Decree**”), approving the entry of a final decree closing certain of the chapter 15 cases. In support of this Motion, the Foreign Representative relies upon the: (a) *Declaration of Dimitrios “Jim” Vounassis in Support of Foreign Representative’s Final Report and Motion for Order Approving Entry of Final Decree Closing Certain Chapter 15 Cases* (the “**Vounassis Declaration**”); and (b) *Declaration of Julien Morissette in Support of Foreign Representative’s Final Report and Motion for Order Approving Entry of Final Decree Closing Certain Chapter 15 Cases* (the “**Morissette Declaration**”). In further support of the relief requested herein, the Foreign Representative respectfully represents as follows:

**JURISDICTION AND VENUE**

1. This Court (the “Bankruptcy Court”) has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012.

2. The Foreign Representative, in its capacity as authorized foreign representative, commenced the chapter 15 cases pursuant to sections 1504, 1509, and 1515 of the Bankruptcy Code and Bankruptcy Rules 2002 and 9007.

3. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Foreign Representative consents to the entry of a final order by the Court in connection with this Motion to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

4. Venue is proper before the Bankruptcy Court pursuant to 28 U.S.C. §§ 1408, 1409, and 1410.

5. The statutory predicates for the relief requested herein are section 105(a), 350(a), and 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009(c), and Local Rule 5009-2.

### **BACKGROUND**

6. Prior to filing these chapter 15 cases, the Debtors and certain non-U.S. based subsidiaries and affiliates of the Debtors (the “**Xebec Group**”) primarily supplied a wide range of renewable and low-emission gas products and services globally through several channels, including direct sales, channel partners, project developers, and e-commerce. The Xebec Group portfolio included proprietary technologies for the on-site and distributed production of renewable and low-emission natural gas, oxygen and nitrogen, and proprietary technologies that transform raw gases into clean sources of renewable energy. The Xebec Group’s operations included manufacturing, research and development, service, and sales. The Xebec Group operated in North America, Europe, the Middle East, and Asia. (Vounassis Declaration at ¶ 6.)

#### **A. The Canadian Proceeding**

7. On September 29, 2022, pursuant to an application made by the Debtors in the Canadian Proceeding, the Canadian Court issued that certain First Day Initial Order (the “**Initial CCAA Order**”). Pursuant to the Initial CCAA Order, the Canadian Court, among other things: (a) ordered a broad stay of proceedings in respect of the Debtors and their directors and officers (the “**Canadian Stay**”);<sup>2</sup> (b) appointed Deloitte Restructuring Inc. as monitor (the “**Monitor**”) in the Canadian Proceeding; (c) declared that Québec is the “centre of main interest” of the Debtors, and (d) authorized the Debtors to apply to any other court, tribunal, regulatory, administrative, or other body, wherever located, for orders to recognize and assist in carrying out the terms of the Initial CCAA Order and any subsequent orders rendered by the Canadian Court

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<sup>2</sup> The Canadian Court has since extended the Canadian Stay, most recently, solely in respect of FormerXBC Inc. (f/k/a Xebec Adsorption, Inc.) to November 30, 2024. (Morissette Declaration at ¶ 7.)

in the context of the Canadian Proceeding, including orders under chapter 15 of the Bankruptcy Code. (Morissette Declaration at ¶ 6.)

**B. The Chapter 15 Cases**

8. On September 30, 2022 (the “**Petition Date**”), the Foreign Representative commenced these chapter 15 cases by filing verified chapter 15 petitions seeking recognition by this Court of the Canadian Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code. On the Petition Date, this Court entered that certain *Order (A) Directing Joint Administration of Cases Under Chapter 15 of the Bankruptcy Code and (B) Authorizing the Filing of a Consolidated List Under Bankruptcy Rule 1007* [Docket No. 8].

9. On October 27, 2022, this Court entered that certain *Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief* [Docket No. 36] (the “**Initial Recognition Order**”), pursuant to which, this Court: (a) recognized the Canadian Proceeding as a “foreign main proceeding” pursuant to chapter 15 of the Bankruptcy Code; (b) recognized the Foreign Representative as the “foreign representative” in respect of the Canadian Proceeding; and (c) recognized and granted comity to, and gave full force and effect in the United States to the Canadian Proceeding and the orders entered in the Canadian Proceeding, including enforcing the Canadian Stay in the United States.

10. During the course of these chapter 15 cases, the Debtors, with the assistance of their directors, officers, management team, and advisors, and with the assistance of the Monitor and its advisors, have worked diligently to restructure the Debtors’ business while maximizing value for all constituents. The Debtors’ efforts resulted in, among other things: (a) securing financing required to maintain the Debtors’ business during these proceedings; (b) preserving the continued employment of the majority of the Debtors’ employees during these proceedings and

the continuation of business relationships with the Debtors' suppliers and customers; (c) completing sales of substantially all of the Debtors' assets, including several sales of assets located in the United States approved by this Court [See Docket Nos. 102, 145, 146, 147, and 189]; (d) liquidating and monetizing the Debtors' remaining assets; and (e) resolving many complex business and legal issues, including cross-border issues. (Morissette Declaration at ¶ 8.)

11. On May 24, 2023, the Canadian Court entered an order establishing procedures for filing claims, objecting to claims, and resolving disputed claims. (Morissette Declaration at ¶ 9.) On June 6, 2023, this Court entered an order recognizing and enforcing the Claims Procedure Order [Docket No. 166]. In accordance with these approved procedures, the Debtors served notice of the commencement of the Canadian Proceeding and of the claims filing procedures on all known creditors, including the Debtors' creditors in the United States. (Morissette Declaration at ¶ 9.)

12. On November 1, 2023, Debtors 11941666 Canada Inc. (f/k/a Xebec RNG Holdings Inc.), Applied Compression Systems Ltd., 1224933 Ontario Inc. (f/k/a Compressed Air International Inc.), FormerXBC Holding USA Inc. (f/k/a Xebec Holding USA Inc.), Enerphase Industrial Solutions Inc., CDA Systems, LLC, FormerXBC Adsorption USA Inc. (f/k/a Xebec Adsorption USA Inc.), FormerXBC Pennsylvania Company (f/k/a The Titus Company), FormerXBC NOR Corporation (f/k/a Nortekbelair Corporation), FormerXBC Flow Services – Wisconsin Inc. (f/k/a XBC Flow Services – Wisconsin Inc.), California Compression, LLC, and FormerXBC Systems USA, LLC (f/k/a Xebec Systems USA LLC) (collectively, the “**Plan Debtors**”) submitted their Plans of Compromise in the Canadian Proceeding (the “**Plans**”). (Morissette Declaration at ¶ 10.)

13. The Plans provide, among other things: (a) protocols for the distribution of the Plan Debtors' assets to their respective secured and unsecured creditors; and (b) broad releases of, among others, the Plan Debtors, including the Foreign Representative, the Debtors' Directors, Officers, and Employees (each as defined in the Plans), the Debtor's legal and financial advisors, the Monitor and the Monitor's advisors, and each of the foregoing's present and former shareholders, affiliates, subsidiaries, directors, officers, partners, Employees, consultants, and agents. (Morissette Declaration at ¶ 11.)

14. On November 30, 2023, the Plan Debtors held a creditors' meeting, as required under the CCAA. At the meeting, each Plan received the support of the vast majority of the Affected Creditors that attended the meeting, thereby ensuring that each Plan was approved by majorities far surpassing the Required Majority. (Morissette Declaration at ¶ 12.)

15. On December 19, 2023, the Canadian Court entered an order "sanctioning" (i.e., confirming) the Plans (the "**Sanction Order**"). (Morissette Declaration at ¶ 13.) On January 26, 2024, the Bankruptcy Court recognized the Sanction Order when it entered the *Order (I) Granting Recognition and Enforcement of Canadian Order Sanctioning Plans of Compromise and Ancillary and (II) Granting Related Relief* [Docket No. 204] (the "**Canadian Plan Recognition Order**").

16. On February 14, 2024, the Monitor issued those certain Monitor's Certificates (the "**Monitor's Certificates**") confirming that the conditions precedent to the effectiveness of the respective Plans had been satisfied or waived. Copies of the Monitor's Certificates are attached hereto as **Exhibits B-1** through **B-11**. Accordingly, the Plans have been successfully implemented pursuant to their terms and the Monitor has made the distributions contemplated by the Plans. (Morissette Declaration at ¶ 14.)

17. Notably, FormerXBC Inc. (f/k/a Xebec Adsorption Inc) (“**FormerXBC**”) did not file a plan under the CCAA in the Canadian Proceeding because it does not have any assets to distribute to unsecured creditors. However, FormerXBC is still an active entity, and will be working alongside the Monitor on final wind down issues in the Canadian Proceeding, including dissolving and/or putting certain entities, potentially including itself, into insolvency proceedings under applicable law. Therefore, out of an abundance of caution, the Foreign Representative does not seek to close FormerXBC’s chapter 15 case at this time, as FormerXBC may request the Bankruptcy Court’s recognition and enforcement of future orders issued by the Canadian Court relating to FormerXBC. (Morissette Declaration at ¶ 15.)

#### **RELIEF REQUESTED**

18. By this Motion, the Foreign Representative respectfully requests that the Bankruptcy Court enter the Proposed Final Decree, finding that certain of the chapter 15 cases are fully administered and closing twelve of the thirteen chapter 15 cases (the “**Closing Cases**”), pursuant to sections 105(a), 350(a), and 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009(c), and Local Rule 5009-2, while leaving open the chapter 15 case styled *In re FormerXBC Inc. (f/k/a Xebec Adsorption Inc.)*, Case No. 22-10935 (KBO) (the “**Remaining Case**”).

#### **BASIS FOR RELIEF**

19. Congress designed chapter 15 to protect assets and other interests in the United States for parties that have commenced restructuring proceedings in a foreign jurisdiction. Relief under chapter 15 prevents dismemberment of United States and non-United States businesses through actions commenced in the United States and avoids disruptions that otherwise could derail a debtor’s foreign restructuring.

20. Consistent with these principles, the Foreign Representative commenced the chapter 15 cases with the intent of, among other things, obtaining full recognition and

enforcement in the United States of orders issued by the Canadian Court, including the Sanction Order which brought to fruition the restructuring contemplated in the Plans in both Canada and the United States. As referenced above, the Foreign Representative achieved its desired results in the chapter 15 cases when, among other things, the Bankruptcy Court entered the Canadian Plan Recognition Order. (Vounassis Declaration at ¶ 7.)

21. Section 1517(d) of the Bankruptcy Code provides that “[a] case under this chapter [15] may be closed in the manner prescribed under section 350 [of the Bankruptcy Code].” 11 U.S.C. § 1517(d). Section 350(a) of the Bankruptcy Code, in turn, provides that “[a]fter the estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Further, section 105 of the Bankruptcy Code provides that, “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105.

22. A chapter 15 case has no “estate” per se. *See In re Fairfield Sentry Ltd.*, 458 B.R. 665, 683 (S.D.N.Y. 2011) (citing *In re JSC BTA Bank*, 434 B.R. 334, 341 (Bankr. S.D.N.Y. 2010)). Neither the Bankruptcy Code nor the Bankruptcy Rules define the term “fully administered,” however, a case may be viewed as fully administered when all administrative claims are resolved and there are no motions, contested matters, or adversary proceedings outstanding. *See In re Kliegl Bros. Univ. Elec. Stage Lighting Co., Inc.*, 238 BR 531, 542 (Bankr. E.D.N.Y. 1999); *In re Gould*, 437 B.R. 34, 38-39 (Bankr. D. Conn. 2010). The Advisory Committee Note to the 1991 amendment to Bankruptcy Rule 3022 provides a non-exclusive list of the following six factors that a court may consider in determining whether an estate has been fully administered for purposes of entry of a final decree: (a) whether the order confirming the plan has become final; (b) whether deposits required by the plan have been distributed;

(c) whether the property proposed by the plan to be transferred has been transferred; (d) whether the debtor or the successor of the debtor under the plan has assumed the business of the management of the property dealt with by the plan; (e) whether payments under the plan have commenced; and (f) whether all motions, contested matters, and adversary proceedings have been finally resolved. *See* Advisory Committee Note to Fed. R. Bankr. P. 3022 (1991).

23. In determining whether a case has been fully administered, courts have frequently applied the six factors set forth in the Advisory Committee Note. *See In re Ginko Assocs., L.P.*, No. 05-19436BF, 2009 WL 2916917, at \*2 (Bankr. E.D. Pa. June 25, 2009); *In re Union Home and Indus., Inc.*, 375 BR 912, 916-17 (B.A.P. 10th Cir. 2007). At least one court in this district has recognized that these factors, “are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, Case No. 02-12608, 2005 WL 1668396, at \*2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768 (Bankr. N.D. Ill. 1990)).

24. Here, the Debtors have satisfied all relevant factors necessary to close the Closing Cases. More specifically, (a) the Canadian Court has entered the Sanction Order; (b) the Bankruptcy Court has entered the Canadian Plan Recognition Order; (c) the Plans have been successfully implemented; (d) the Monitor has made the distributions required by the Plans; and (e) there are no outstanding motions, contested matters, or adversary proceedings currently pending in the chapter 15 cases.

25. As such, there is nothing further for the Foreign Representative to do in order to discharge its duties under the Initial Recognition Order. Therefore, the requirements of Section 350(a) of the Bankruptcy Code have been satisfied and no further administration of the chapter 15 cases for the Closing Cases is necessary.

26. Further, Bankruptcy Rule 5009(c) provides that a foreign representative “shall file a final report when the purpose of the representative’s appearance in the court is completed. The report shall describe the nature and results of the representative’s activities in the court.” Fed. R. Bankr. P. 5009(c). Bankruptcy Rule 5009(c) provides that “[t]he foreign representative shall transmit the report to the United States trustee, and give notice of its filing to the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all parties to litigation pending in the United States in which the debtor was a party at the time of the filing of the petition, and such other entities as the court may direct.” *Id.* Thereafter, if neither the United States trustee nor any other party in interest files an objection within thirty (30) calendar days after the Foreign Representative files a certificate of service of this Final Report, “there shall be a presumption that the case has been fully administered.” *Id.*

27. Local Rule 5009-2(a) similarly requires that, in seeking to close a chapter 15 case, a foreign representative must “describe the nature and results of the foreign representative’s activities in the Court.” Local Rule 5009-2(b) requires notice of the motion for final decree to be served on substantially the same parties required under Bankruptcy Rule 5009(c) and provides for the same presumption that the chapter 15 case has been fully administered if no objection is filed within thirty (30) calendar days.

28. In accordance with the provisions of Bankruptcy Rule 5009(c) and Local Rule 5009-2, this Final Report describes the Foreign Representative’s activities in the chapter 15 cases. As noted above, the primary purpose of the chapter 15 cases was to facilitate the recognition and enforcement of the Plans in the United States, which has been accomplished through entry of the Canadian Plan Recognition Order. (Vounassis Declaration at ¶ 7.)

29. Accordingly, the Foreign Representative has completed the necessary administration of the Closing Cases and there is no longer a reason for the Closing Cases to remain open. To limit costs to the Debtors' estate in the Canadian Proceeding and to relieve the burden on this Court, the Foreign Representative seeks the entry of the Proposed Final Decree closing the Closing Cases. The Foreign Representative seeks to leave open the Remaining Case to ensure that it has the option to seek further relief from this Court, if additional relief becomes necessary relating to FormerXBC.

**NOTICE**

30. The Foreign Representative will provide notice of this Motion to the following parties or their counsel: (a) the Office of the United States Trustee for the District of Delaware; (b) the Debtors; (c) all parties who have filed a request for notice under Bankruptcy Rule 2002 or Local Rule 9013-1; (d) all persons or bodies authorized to administer foreign proceedings of the Debtors; and (e) all parties to litigation pending in the United States in which a Debtor was a party at the time of the commencement to the chapter 15 cases. The Foreign Representative respectfully requests that, in light of the nature of the relief requested, no other or further notice of this Motion need be given.

**NO PRIOR REQUEST**

31. No previous request for the relief sought herein has been made by the Foreign Representative to this or any other court.

WHEREFORE, the Foreign Representative respectfully requests that the Bankruptcy Court enter the Proposed Final Decree: (a) granting the relief requested herein; and (b) granting any additional relief that the Bankruptcy Court deems appropriate.

Dated: May 8, 2024  
Wilmington, Delaware

BIELLI & KLAUDER, LLC

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- and -

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*Counsel for the Foreign Representative*

**Exhibit A**

Proposed Final Decree

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

FORMERXBC HOLDING USA INC.  
(f/k/a XEBEC HOLDING USA INC.), *et al.*,

Debtor in a foreign proceeding.<sup>1</sup>

Chapter 15

Case No. 22-10934 (KBO)

Jointly Administered

**ORDER APPROVING ENTRY OF FINAL DECREE  
CLOSING CERTAIN CHAPTER 15 CASES**

Upon consideration of the *Foreign Representative's Final Report and Motion for Order Approving Final Decree Closing Certain Chapter 15 Cases* (the "**Motion**");<sup>2</sup> the Court having determined that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); (iii) venue is proper before this Court pursuant to 28 U.S.C. § 1410; (iv) the Court may enter a final order consistent with Article III of the United States Constitution; (v) the Court has the authority to grant the relief related herein and the relief requested herein being warranted; (vi) notice and service of the Motion was appropriate, sufficient, and timely; (vii) the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and (viii) no objections or other responses having been filed that have not been overruled,

<sup>1</sup> The Debtors in the chapter 15 proceedings and the last four digits of their federal tax identification numbers are: FormerXBC Inc. (f/k/a Xebec Adsorption Inc.) (0228), 11941666 Canada Inc. (f/k/a Xebec RNG Holdings Inc.) (N/A), Applied Compression Systems Ltd. (N/A), 1224933 Ontario Inc. (f/k/a Compressed Air International Inc.) (N/A), FormerXBC Holding USA Inc. (f/k/a Xebec Holding USA Inc.) (8495), Enerphase Industrial Solutions Inc. (1979), CDA Systems, LLC (6293), FormerXBC Adsorption USA Inc. (f/k/a Xebec Adsorption USA Inc.) (0821), FormerXBC Pennsylvania Company (f/k/a The Titus Company) (9757), FormerXBC NOR Corporation (f/k/a Nortekbelair Corporation) (1897), FormerXBC Flow Services – Wisconsin Inc. (f/k/a XBC Flow Services – Wisconsin Inc.) (7493), California Compression, LLC (4752), and FormerXBC Systems USA, LLC (f/k/a Xebec Systems USA LLC) (4156). The location of the Debtors' corporate headquarters and the Debtors' foreign representative is: 730 Industriel Boulevard, Blainville, Quebec, J7C 3V4, Canada.

<sup>2</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

withdrawn, or otherwise resolved; and after due deliberation and sufficient cause appearing therefor:<sup>3</sup>

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The following chapter 15 cases (the “Closing Cases”) are hereby closed and a final decree is granted effective as of the date hereof, pursuant to sections 1517(d) and 350 of the Bankruptcy Code, Bankruptcy Rule 5009(c), and Local Rule 5009-1.

<b>Closing Case</b>	<b>Case No.</b>
<i>In re FormerXBC Holding USA Inc. (f/k/a Xebec Holding USA Inc.)</i>	Case No. 22-10934 (KBO)
<i>In re 11941666 Canada Inc. (f/k/a Xebec RNG Holdings Inc.)</i>	Case No. 22-10936 (KBO)
<i>In re Applied Compression Systems Ltd.</i>	Case No. 22-10937 (KBO)
<i>In re 1224933 Ontario Inc. (f/k/a Compressed Air International Inc.)</i>	Case No. 22-10938 (KBO)
<i>In re Enerphase Industrial Solutions Inc.</i>	Case No. 22-10939 (KBO)
<i>In re CDA Systems, LLC</i>	Case No. 22-10940 (KBO)
<i>In re FormerXBC Adsorption USA Inc. (f/k/a Xebec Adsorption USA Inc.)</i>	Case No. 22-10941 (KBO)
<i>In re FormerXBC Pennsylvania Company (f/k/a The Titus Company)</i>	Case No. 22-10942 (KBO)
<i>In re FormerXBC NOR Corporation (f/k/a Nortekbelair Corporation)</i>	Case No. 22-10943 (KBO)
<i>In re FormerXBC Flow Services – Wisconsin Inc. (f/k/a XBC Flow Services – Wisconsin Inc.)</i>	Case No. 22-10944 (KBO)
<i>In re California Compression, LLC</i>	Case No. 22-10945 (KBO)
<i>In re FormerXBC Systems USA, LLC (f/k/a Xebec Systems USA LLC)</i>	Case No. 22-10946 (KBO)

3. The Clerk of Court shall enter this Order on the docket of each of the Closing Cases and thereafter such dockets shall be marked as “Closed.”

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<sup>3</sup> The findings and conclusions set forth herein and in the record of the hearing on the Motion constitute this Court’s findings of facts and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Bankruptcy Rules 7052 and 9014. To the extent any of the findings of fact herein constitute conclusions of law, they are adopted as such. To the extent any of the conclusions of law herein constitute findings of fact, they are adopted as such.

4. An entry shall be made on the docket of each of the Closing Cases that is substantially similar to the following:

An order has been entered closing the chapter 15 cases of: FormerXBC Holding USA Inc. (f/k/a Xebec Holding USA Inc.) (Case No. 22-10934 (KBO)), 11941666 Canada Inc. (f/k/a Xebec RNG Holdings Inc.) (Case No. 22-10936 (KBO)), Applied Compression Systems Ltd. (Case No. 22-10937 (KBO)), 1224933 Ontario Inc. (f/k/a Compressed Air International Inc.) (Case No. 22-10938 (KBO)), Enerphase Industrial Solutions Inc. (Case No. 22-10939 (KBO)), CDA Systems, LLC (Case No. 22-10940 (KBO)), FormerXBC Adsorption USA Inc. (f/k/a Xebec Adsorption USA Inc.) (Case No. 22-10941 (KBO)), FormerXBC Pennsylvania Company (f/k/a The Titus Company) (Case No. 22-10942 (KBO)), FormerXBC NOR Corporation (f/k/a Nortekbelair Corporation) (Case No. 22-10943 (KBO)), FormerXBC Flow Services – Wisconsin Inc. (f/k/a XBC Flow Services – Wisconsin Inc.) (Case No. 22-10944 (KBO)), California Compression, LLC (Case No. 22-10945 (KBO)), and FormerXBC Systems USA, LLC (f/k/a Xebec Systems USA LLC) (Case No. 22-10946 (KBO)). All further pleadings and other papers shall be filed in and all further docket entries shall be made in the chapter 15 case of *In re FormerXBC Inc. (f/k/a Xebec Adsorption Inc.)* (Case No. 22-10935 (KBO)).

5. The chapter 15 case entitled *In re FormerXBC Inc. (f/k/a Xebec Adsorption Inc.)*, Case No. 22-10935 (KBO) (the “**Remaining Case**”) shall remain open and shall be administered under the following amended caption:

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

FORMERXBC INC.  
(f/k/a XEBEC ADSORPTION INC.),

Debtor in a foreign proceeding.<sup>1</sup>

Chapter 15

Case No. 22-10935 (KBO)

<sup>1</sup> The Debtor in the chapter 15 proceeding and the last four digits of its federal tax identification number is Xebec Adsorption Inc. (0228). The location of the Debtor’s corporate headquarters and the Debtor’s foreign representative is: 730 Industriel Boulevard, Blainville, Quebec, J7C 3V4, Canada.

6. The Debtors and the Foreign Representative are authorized to take all actions necessary and appropriate to effectuate the relief granted pursuant to this Order.

7. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (i) this Order shall be effective immediately and enforceable upon its entry; (ii) the Foreign Representative is not subject to any stay of the implementation, enforcement, or realization of the relief granted in this Order; and (iii) the Foreign Representative is authorized and empowered, and may in its discretion without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

8. This Court shall retain jurisdiction to construe and enforce the terms of the Motion and this Order.

9. Entry of this Order is without prejudice to the rights of the Foreign Representative or any party in interest to seek to reopen the Closing Cases.

10. This Order shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

**Exhibit B**

**Monitor's Certificates**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

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**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

---

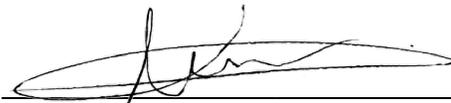
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of 1224933 Ontario Inc. (formerly Compressed Air International Inc.) pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of 1224933 Ontario Inc. (formerly Compressed Air International Inc.) (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of 1224933 Ontario Inc. (formerly Compressed Air International Inc.) and not in its personal or corporate capacity.

Per:



---

Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

---

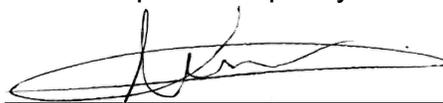
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of Applied Compression Systems Ltd. pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of Applied Compression Systems Ltd. (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of Applied Compression Systems Ltd. and not in its personal or corporate capacity.

Per:



---

Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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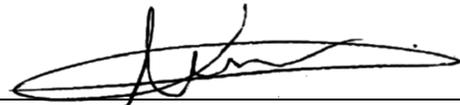
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of California Compression, LLC pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of California Compression, LLC (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montreal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of California Compression, LLC and not in its personal or corporate capacity.

Per:



---

Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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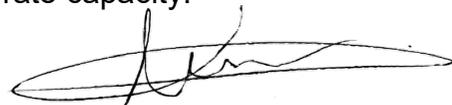
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of CDA Systems, LLC pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of CDA Systems, LLC (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of CDA Systems, LLC and not in its personal or corporate capacity.

Per:



---

Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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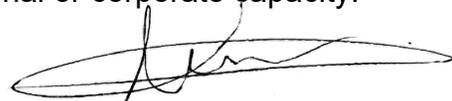
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of Enerphase Industrial Solutions, Inc. pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of Enerphase Industrial Solutions, Inc. (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of Enerphase Industrial Solutions, Inc. and not in its personal or corporate capacity.

Per:



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Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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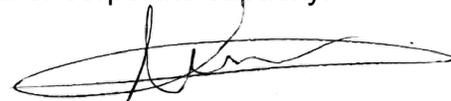
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of FormerXBC Adsorption USA Inc. (formerly Xebec Adsorption USA Inc.) pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of FormerXBC Adsorption USA Inc. (formerly Xebec Adsorption USA Inc.) (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of FormerXBC Adsorption USA Inc. (formerly Xebec Adsorption USA Inc.) and not in its personal or corporate capacity.

Per:



---

Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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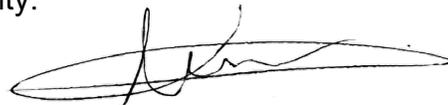
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of FormerXBC Flow Services – Wisconsin Inc. (formerly XBC Flow Services – Wisconsin Inc.) pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of FormerXBC Flow Services – Wisconsin Inc. (formerly XBC Flow Services – Wisconsin Inc.) (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of FormerXBC Flow Services – Wisconsin Inc. (formerly XBC Flow Services – Wisconsin Inc.) and not in its personal or corporate capacity.

Per:



---

Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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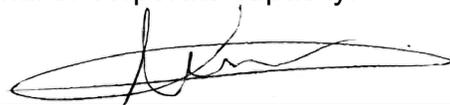
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of FormerXBC Holding USA Inc. (formerly Xebec Holding USA Inc.) pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of FormerXBC Holding USA Inc. (formerly Xebec Holding USA Inc.) (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of FormerXBC Holding USA Inc. (formerly Xebec Holding USA Inc.) and not in its personal or corporate capacity.

Per:



---

Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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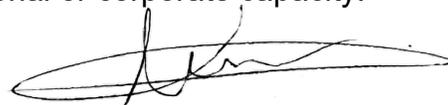
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of FormerXBC NOR Corporation (formerly Nortekbelair Corporation) pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of FormerXBC NOR Corporation (formerly Nortekbelair Corporation (the "**Plan Debtor**")), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of FormerXBC NOR Corporation (formerly Nortekbelair Corporation) and not in its personal or corporate capacity.

Per:



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Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

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**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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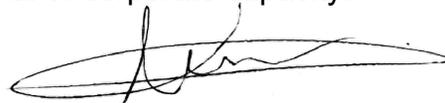
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of FormerXBC Pennsylvania Company (formerly The Titus Company) pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of FormerXBC Pennsylvania Company (formerly The Titus Company) (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of FormerXBC Pennsylvania Company (formerly The Titus Company) and not in its personal or corporate capacity.

Per:



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Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, RSC 1985,  
c. C-36)

No.: 500-11-061483-224

---

**IN THE MATTER OF THE COMPROMISE OR  
ARRANGEMENT OF:**

**FORMERXBC INC.** (formerly **XEBEC ADSORPTION  
INC.**)

-and-

**11941666 CANADA INC.** (formerly **XEBEC RNG  
HOLDINGS INC.**)

-and-

**APPLIED COMPRESSION SYSTEMS LTD.**

-and-

**1224933 ONTARIO INC.** (formerly **COMPRESSED  
AIR INTERNATIONAL INC.**)

-and-

**FORMERXBC HOLDING USA INC.** (formerly  
**XEBEC HOLDING USA INC.**)

-and-

**ENERPHASE INDUSTRIAL SOLUTIONS, INC.**

-and-

**CDA SYSTEMS, LLC**

-and-

**FORMERXBC ADSORPTION USA INC.** (formerly  
**XEBEC ADSORPTION USA INC.**)

-and-

**FORMERXBC PENNSYLVANIA COMPANY**  
(formerly **THE TITUS COMPANY**)

-and-

**FORMERXBC NOR CORPORATION** (formerly  
**NORTEKBELAIR CORPORATION**)

-and-

**FORMERXBC FLOW SERVICES – WISCONSIN INC.** (formerly **XBC FLOW SERVICES – WISCONSIN INC.**)

-and-

**CALIFORNIA COMPRESSION, LLC**

-and-

**FORMERXBC SYSTEMS USA, LLC** (formerly **XEBEC SYSTEMS USA, LLC**)

Petitioners

-and-

**DELOITTE RESTRUCTURING INC.**

Monitor

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**MONITOR'S CERTIFICATE – PLAN IMPLEMENTATION**

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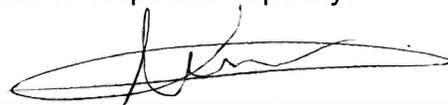
All capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Plan of Compromise of FormerXBC Systems USA, LLC (formerly Xebec Systems USA, LLC) pursuant to the *Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36*, as amended, dated October 26, 2023 (as it may be amended, restated, supplemented and/or modified in accordance with its terms, the "**Plan**").

Pursuant to section 7.3 of the Plan, Deloitte Restructuring Inc. (the "**Monitor**"), in its capacity as Court-appointed Monitor of FormerXBC Systems USA, LLC (formerly Xebec Systems USA, LLC) (the "**Plan Debtor**"), delivers this certificate to the Plan Debtor and hereby certifies that all of the conditions precedent to implementation of the Plan as set out in section 7.2 of the Plan have been satisfied or waived. Pursuant to the Plan, the Plan Implementation Date has occurred on this day. This Certificate will be filed with the Court and posted on the Monitor's Website.

DATED at the City of Montréal, in the Province of Québec, this February 14, 2024.

**Deloitte Restructuring Inc.**, in its capacity as the Court-appointed Monitor of FormerXBC Systems USA, LLC (formerly Xebec Systems USA, LLC) and not in its personal or corporate capacity.

Per:



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Name: **Julie Mortreux, CPA, CIRP, LIT**  
Title: **Senior Vice President**