

**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.¹

Chapter 15

Case No. 22-10934 (KBO)

Jointly Administered

Hearing Date: June 7, 2023 at 9:00 a.m. (ET)

Objection Deadline: May 31, 2023 at 4:00 p.m. (ET)

**FOREIGN REPRESENTATIVES' MOTION FOR ENTRY OF
AN ORDER (I) RECOGNIZING AND ENFORCING CLAIMS
PROCEDURE ORDER; AND (II) GRANTING RELATED RELIEF**

FormerXBC Inc. (f/k/a Xebec Adsorption Inc.), in its capacity as the authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”) in a proceeding (the “**Canadian Proceeding**”) commenced under Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and pending before the Superior Court of Québec, in the Province of Québec, District of Montréal (the “**Canadian Court**”), respectfully submits this Motion (this “**Motion**”), pursuant to sections 105(a), 1507, 1521, and 1522 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2002-1(e) of the Local Rules for the United States District Court for the District of Delaware (the “**Local Rules**”), requesting the entry of an order substantially in the form attached hereto as **Exhibit A**

¹ 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.

(the “**Proposed Order**”): (i) recognizing and enforcing the terms, conditions, and provisions of an order issued by the Canadian Court (the “**Claims Procedure Order**”) attached to the Proposed Order as **Exhibit 1**, which approves (collectively, the “**Claims Process**”): (a) procedures for the identification, quantification, and resolution of claims against the Debtors and their directors and officers; (b) the deadlines by which parties must file any proofs of claim (the “**Claims Bar Date**”); and (c) the service requirements and procedures for notifying parties in interest of the Claims Process, including the Claims Bar Date (“**Bar Date Noticing**”); and (ii) granting such other and further relief as the Court deems just and proper.

In support of this Motion, the Foreign Representative refers the Court to: (a) the *Declaration of Dimitrios “Jim” Vounassis in Support of Motion for Recognition of Foreign Main Proceeding* (the “**Vounassis First Day Declaration**”) [Docket No. 3], filed on September 30, 2022; and (b) the *Declaration of Julien Morissette, as Canadian Counsel to the Debtors, in Support of Foreign Representatives’ Motion for Entry of an Order (I) Recognizing and Enforcing the Claims Procedure Order; and (II) Granting Related Relief*, filed contemporaneously herewith (the “**Morissette Declaration**” or the “**Morissette Decl.**”). The Vounassis First Day Declaration and the Morissette Declaration each are incorporated herein by reference.

In further support of the relief requested herein, the Foreign Representative respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this Motion 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 as of February 29, 2012.

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

3. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Pursuant to Local Rule 9013-1(f), 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 pursuant to 28 U.S.C. §§ 1408, 1409, and 1410.

5. The statutory predicates for the relief sought by this Motion is sections 105(a), 1507, 1521, and 1522 of the Bankruptcy Code, Bankruptcy Rule 2002, and Local Rule 2002-1(e).

BACKGROUND

6. Prior to the Petition Date, 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.

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**”);² (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 in the context of the Canadian Proceeding, including orders under chapter 15 of the Bankruptcy Code.

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 the Court of the Canadian Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code. On the Petition Date, the 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, the Court entered that certain *Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief* [Docket No. 36] (the “**Recognition Order**”). Pursuant to the Recognition Order, the Court recognized the Canadian Proceeding as a “foreign

² On May 5, 2023, the Canadian Court extended the Canadian Stay to May 24, 2023. Contemporaneously with seeking approval from the Canadian Court of the Claims Process, the Debtors have also requested an extension of the Canadian Stay until September 29, 2023. (Morissette Decl. ¶ 7.)

main proceeding” pursuant to chapter 15 of the Bankruptcy Code, recognized the Foreign Representative as the “foreign representative” in respect of the Canadian Proceeding, and 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 automatic stay in the United States.

C. The Proposed Claims Process

10. As evidenced by the series of sale orders previously entered by this Court, the Debtors closed multiple sales of their assets to non-debtor third party purchasers during the course of these chapter 15 cases. (*See* Morissette Decl. ¶ 8.) Due in part to the successful sale process, the Debtors now intend on presenting to their creditors one or more plans of arrangement or compromise under the CCAA (each a “**CCAA Plan**”), which may include distributions on account of general unsecured claims. (Morissette Decl. ¶ 9.)

11. Accordingly, on May 19, 2023, the Debtors filed an application in the Canadian Proceeding seeking entry of, among other orders, the Claims Procedure Order. The Claims Procedure Order approves the Claims Process generally, including the Claims Bar Date and the form and manner of the Bar Date Noticing. The Canadian Court has set a hearing on the Debtors’ application for May 24, 2023. (Morissette Decl. ¶ 10.)

12. The proposed Bar Date Noticing requires the Debtors and the Monitor to:

- a. Serve any party included in the Debtors’ books and records as holding a claim, or whose claim or potential claim is otherwise known by the Debtors (collectively, the “**Known Creditors**”), with a package, substantially in the form attached as Schedule E to the Claims Procedure Order (the “**Claims Package**”), that includes a proof of claim form and a proof of claim instruction letter;
- b. Serve those creditors who are or were employed by the Debtors (collectively, the “**Scheduled Employees**”) with a notice, substantially in the form attached as Schedule C to the Claims Procedure Order that

identifies the Debtors' determination of the amount of such Scheduled Employee's claim, together with a copy of the Claims Package;

- c. Publish a notice, substantially in the form attached as Schedule A to the Claims Procedure Order, in the Globe & Mail (National Edition), La Presse, and the USA Today; and
- d. Publish a list of all Known Creditors and a copy of the Claims Package on the Monitor's website.

(Morissette Decl. ¶ 11.)

13. The proposed Claims Process provides for the following procedures for filing and adjudicating proofs of claim:

- a. Claims Bar Date. Unless otherwise authorized by the Canadian Court, any creditor, other than a Scheduled Employee, that does not file a proof of claim on or before **July 24, 2023, at 5:00 p.m. (Montreal time)**, shall not be entitled to any further notice, shall not be entitled to participate as a creditor in the Canadian Proceeding, including any CCAA Plan, and shall be forever barred from asserting a claim against the Debtors or their directors and officers, or from receiving any CCAA Plan.³
- b. Claims Adjudication. In the event a creditor (other than a Scheduled Employee) files a timely proof of claim:
 - i. the Monitor and the Debtors shall review the proof of claim and, if applicable, the Monitor shall send the creditor a notice substantially in the form attached as Schedule D to the Claims Procedure Order (a "**Notice of Revision or Disallowance**"), advising the creditor that the Monitor has revised or rejected all or part of the proof of claim for the purposes of voting or distributions under a CCAA Plan, and setting out the reasons for such revision or rejection;
 - ii. a creditor that disputes a Notice of Revision or Disallowance may appeal to the Canadian Court within fifteen days of receipt of the Notice of Revision or Disallowance; and
 - iii. unless otherwise authorized by the Canadian Court, if the creditor does not appeal, such creditor shall be deemed to have accepted the

³ The Claims Procedure Order provides for an extension of the Claims Bar Date for certain counterparties to executory contracts or unexpired leases, in the event the Debtors terminate or otherwise reject such contract or lease after the date of entry of the Claims Procedure Order, to the later of: (i) thirty days after service of a Claims Package; or (ii) the Claims Bar Date.

value of its claim as set forth in the Notice of Revision or Disallowance.

- c. Scheduled Employee Claims. In the event a Scheduled Employee disputes the amount of his or her scheduled claim:
 - i. such Scheduled Employee shall file a notice substantially in the form attached as Schedule B to the Claims Procedure Order (a “**Notice of Dispute**”) on or before the Claims Bar Date;
 - ii. the Monitor and the Debtors shall review the Notice of Dispute and, if applicable, the Monitor shall send the Scheduled Employee a Notice of Revision or Disallowance;
 - iii. if the Scheduled Employee disputes the claim amount set forth in the Notice of Revision or Disallowance, he or she may appeal to the Canadian Court; and
 - iv. unless otherwise authorized by the Canadian Court, if the Scheduled Employee does not appeal, such individual shall be deemed to have accepted the value of his or her claim as set forth in the Notice of Revision or Disallowance.

(Morissette Decl. ¶ 12.)

14. As described above, the Claims Process is similar to the process used in chapter 11 cases under the Bankruptcy Code. In addition, the Claims Process provides creditors with ample notice of the Claims Bar Date and the instructions for filing proofs of claim, allows creditors to assert claims against the Debtors and their directors and officers, and provides a clear process for adjudicating any disputed claims.

RELIEF REQUESTED

15. The Foreign Representative respectfully requests entry of the Proposed Order, pursuant to sections 105(a), 1507, 1521, and 1522 of the Bankruptcy Code, Bankruptcy Rule 2002, and Local Rule 2002-1(e), recognizing and enforcing the Claims Procedure Order, including the Claims Process described therein.

BASIS FOR RELIEF

I. The Claims Procedure Order and the Proposed Relief to Be Granted Thereunder Should Be Recognized and Enforced Pursuant to Section 1521 of the Bankruptcy Code.

16. The relief requested in the Claims Procedure Order – including (a) establishing (i) a process for submitting proofs of claim and adjudicating disputed claims and (ii) the Claims Bar Date; and (b) approving the Bar Date Noticing – is relief that is routinely granted to debtors in possession in almost every chapter 11 case pursuant to section 1123 of the Bankruptcy Code.

17. Section 1521(a)(7) of the Bankruptcy Code provides that, “where necessary to effectuate the purpose of [chapter 15] and to protect the assets of the debtor or the interest of the creditors, the court may, at the request of the foreign representative, grant any appropriate relief, including . . . any additional relief that may be available to a trustee[.]” 11 U.S.C. § 1521(a)(7). Recognition and enforcement of the Claims Procedure Order, which grants relief to the Debtors that would otherwise be available to them in a chapter 11 case under sections 501 and 502 of the Bankruptcy Code, is appropriate and within the Court’s authority pursuant to section 1521 of the Bankruptcy Code.

18. Moreover, recognizing and enforcing the Claims Procedure Order is appropriate because “the interests of the creditors and the other interested entities, including the debtor, are sufficiently protected.” 11 U.S.C. § 1522(a); *In re Energy Coal S.P.A.*, 582 B.R. 619, 627 (Bankr. D. Del. 2018). Although the Bankruptcy Code does not define “sufficient protection,” courts should “tailor relief granted to the foreign representative and the interests of those affected by such relief, without unduly favoring one group of creditors over another.” *In re Hanjin Shipping Co., Ltd.*, No. 16-27041 (JKS), 2016 WL 6679487, at *5 (Bankr. D.N.J. Sept. 20, 2016) (quoting *In re Tri-Cont’l Exch. Ltd.*, 349 B.R. 627, 637 (Bankr. E.D. Cal. 2006)); *see also In re Petro forte Brasileiro de Petroleo Ltda.*, 542 B.R. 899, 909 (Bankr. S.D. Fla. 2015) (requiring “a balancing

of the interest of [d]ebtors, creditors, and other interested parties”). Here, the proposed relief granted by the Claims Procedure Order is appropriate because all relevant parties in interest will be entitled to receive notice of the Claims Process, including the Claims Bar Date and instructions on the procedures for submitting and disputing a claim. Specifically, the Bar Date Noticing provides comprehensive notice and clear instructions to all parties in interest with respect to filing claims in the Canadian Proceeding.

19. Further, the Claims Process is critical to ensure an orderly CCAA Plan process and, absent such Claims Process, the Debtors would not be able to consummate a CCAA Plan given a lack of certainty over their potential liabilities. (Morissette Decl. ¶ 17.) A claims bar date is both necessary to “efficiently administer a Chapter 11 reorganization case” and “essential,” as it permits the debtor and parties in interest to determine and evaluate the liabilities of the estate. *In re New Century TRS Holdings, Inc.*, 465 B.R. 38, 53 (Bankr. D. Del. 2012) (citing *In re Best Prod. Co., Inc.*, 140 B.R. 353, 360 (Bankr. S.D.N.Y. 1992)). The absence of such a deadline, in contrast, would prolong creditor uncertainty, increase the costs and expenses incurred by the Debtors in connection with the claims reconciliation process, and delay or even derail the claims process, thereby undercutting one of the principal purposes of bankruptcy law – “secur[ing] within a limited period the prompt and effectual administration and settlement of the debtor’s estate.” *See Chemetron Corp. v. Jones*, 72 F.3d 341, 346 (3d Cir. 1995). Additionally, as required by Canadian law, creditors and other parties in interest were given notice of the hearing on the Debtors’ application seeking entry of the Claims Procedure Order and a full and fair opportunity to be heard and present objections to the other relief granted therein. (Morissette Decl. ¶ 13.)

II. The Relief Requested Herein Is Appropriate and Warranted Pursuant to Section 1507 of the Bankruptcy Code.

20. The Foreign Representative respectfully submits that the relief requested herein is also warranted as “additional assistance” under section 1507 of the Bankruptcy Code. 11 U.S.C. § 1507; *In re Elpida Memory, Inc.*, No. 12-10947 CSS, 2012 WL 6090194, at *4 (Bankr. D. Del. Nov. 20, 2012) (“Section 1507 further provides that the Court is authorized to grant any ‘additional assistance’ available under the Bankruptcy Code or under ‘other laws of the United States,’ provided that such assistance is consistent with the principles of comity and satisfies the fairness considerations set out in the statute.”); *see also In re Vitro SAB de CV*, 701 F.3d 1031, 1057 (5th Cir. 2012) (section 1507’s “broad grant of assistance is intended to be a catch-all”); *see also* H.R. Rep. No. 109-31, pt. 1, at 109 (2005) (noting that section 1507 authorizes “additional relief” beyond that available under section 1521 of the Bankruptcy Code).

21. In determining whether to exercise its discretion to grant additional relief under section 1507(a), the Court’s analysis should be guided by the principle of comity. *See* 11 U.S.C. § 1507(b). Specifically, section 1507(b) of the Bankruptcy Code, in relevant part, directs the Court to consider “whether such additional assistance, consistent with the principles of comity, will reasonably assure” the:

- (a) just treatment of all holders of claims against or interests in the debtor’s property;
- (b) protection of claim holders in the United States against prejudice and inconvenience in the processing of claims in such foreign proceeding; [and]
- (c) prevention of preferential or fraudulent dispositions of property of the debtor

22. Recognition and enforcement of the Claims Procedure Order is permitted pursuant to section 1507 of the Bankruptcy Code, as all applicable factors are satisfied. *First*, reasonable assurance of “just treatment of all holders of claims” is met when “foreign insolvency law provides

a comprehensive procedure for the orderly resolution of claims and the equitable distribution of assets among all of the estate's creditors in one proceeding." *In re Oi S.A.*, 587 B.R. 253, 267 (Bankr. S.D.N.Y. 2018). The CCAA provides for such a procedure, as previously recognized by United States courts, and a scheme for the "equitable, orderly, and systematic" distribution. *Allstate Life Ins. Co. v. Linter Group Ltd.*, 994 F.2d 996, 1000 (2d Cir. 1993); *see also Vertiv, Inc. v. Wayne Burt PTE, Ltd.*, No. 3:20-CV-00363, 2022 WL 17352457, at *8 (D.N.J. Nov. 30, 2022) (citing *JP Morgan Chase Bank v. Altos Hornos de Mex., S.A. de C.V.*, 412 F.3d 418, 424 (2d Cir. 2005); *Stonington Partners v. Lernout & Hauspie Speech Prods. N.V.*, 310 F.3d 118, 126 (3d Cir. 2002); *Victrix S.S. Co., S.A. v. Salen Dry Cargo A.B.*, 825 F.2d 709, 713-14 (2d Cir. 1987)); *Smith v. Dominion Bridge Corp.*, No. CIV. A. 96-7580, 1999 WL 111465, at *2 (E.D. Pa. Mar. 2, 1999) ("Accordinging comity to a foreign bankruptcy proceeding enables 'the assets of debtor to be disbursed in an equitable, orderly, and systematic manner, rather than in a haphazard, erratic, or piecemeal fashion.'") (quoting *Cunard S.S. Co. v. Salen Reefer Servs. A.B.*, 773 F.2d 452, 457-58 (2d Cir. 1985)). The proposed relief being granted by the Claims Procedure Order is similar to relief routinely afforded to debtors under chapter 11. As noted above, the Claims Process, and the Claims Bar Date in particular, is critical to ensuring an "equitable, orderly, and systematic" distribution. Accordingly, recognizing and enforcing the Claims Procedure Order would provide just treatment for all holders of claims against or interests in the Debtors, and thus the first factor in the section 1507(b) analysis is satisfied.

23. **Second**, claim holders in the United States are generally protected against prejudice and inconvenience in the processing of claims in the Canadian Proceeding where they "are given adequate notice of the timing and procedures for filing claims, and such procedures do not create additional procedures for a foreign creditor seeking to file a claim." *Oi S.A.*, 587 B.R. at 268. The

Debtors have provided their creditors and parties in interest proper and sufficient notice of, and provided the opportunity to raise any objections to, the substantive relief requested in the Claims Procedure Order, including the Claims Process and the Claims Bar Date. (Morissette Decl. ¶ 14.) The foregoing will ensure that United States creditors are not prejudiced in the Canadian Proceeding, as they are and will be afforded the same protection as, and will be subject to the same procedures and requirements as, local creditors. Accordingly, the second factor in the section 1507(b) analysis is satisfied.

24. **Third**, section 1507(b) requires that the additional assistance reasonably assure “prevention of preferential or fraudulent dispositions of property of the debtor.” 11 U.S.C. § 1507(b)(3). Preferential or fraudulent transfers are not permitted under the CCAA, which provides for the recovery of such transfers. (Morissette Decl. ¶ 15.) Accordingly, the third factor in the section 1507(b) analysis is met given the CCAA’s prohibition against preferential and/or fraudulent transfers.

25. Recognition and enforcement of the Claims Procedure Order is therefore appropriate under section 1507 of the Bankruptcy Code. Such relief will provide the Debtors and all parties in interest with certainty that the Claims Process will be enforceable not only in Canada, but also with respect to creditors in the United States, and will therefore protect and prevent prejudice to creditors by ensuring uniform application of the Claims Procedure Order.

III. The Relief Requested Herein Is Not Contrary to United States Public Policy.

26. A court may deny a request for any chapter 15 relief that would be “manifestly contrary to the public policy of the United States.” 11 U.S.C. § 1506. Courts have emphasized that “public policy exception” in section 1506 of the Bankruptcy Code is narrow, and its application should be restricted to the most fundamental policies of the United States. *In re ABC Learning Ctrs. Ltd.*, 728 F.3d 301, 309 (3d Cir. 2013); *see also In re Irish Bank Resolution Corp.*

Ltd., No. 13-12159 (CSS), 2014 WL 9953792, at *18 (Bankr. D. Del. Apr. 30, 2014), *aff'd*, 538 B.R. 692 (D. Del. 2015) (citing *ABC Learning Ctrs.*, 728 F.3d at 309). A foreign judgment should generally be afforded comity if the foreign jurisdiction's proceedings meet fundamental standards of fairness. *ABC Learning Ctrs.*, 728 F.3d at 309. Notably, the Third Circuit has held that "[t]he public policy exception applies 'where the procedural fairness of the foreign proceeding is in doubt or cannot be cured by the adoption of additional protections' or where recognition 'would impinge severely a U.S. constitutional or statutory right.'" *Id.* (quoting *In re Qimonda AG Bankr. Litig.*, 433 B.R. 547, 570 (E.D. Va. 2010)). Courts need not employ the public policy exception simply because some procedural or constitutional rights are absent from the foreign proceeding. *Id.* (noting, for example, that "Canada's lack of a right to a jury trial did not contravene a fundamental policy because the Canada proceedings afforded substantive and procedural due process protections") (citing *In re Ephedra Prods. Liab. Litig.*, 349 B.R. 333, 337 (S.D.N.Y. 2006)). Rather, U.S. bankruptcy courts have applied this narrow exception only where public policy is drastically hindered or violated. *Id.* (finding a foreign receiver's seizure of the debtor's assets in violation of the bankruptcy court's stay order hindered two fundamental policy objectives of the automatic stay: "preventing one creditor from obtaining an advantage over other creditors, and providing for the efficient and orderly distribution of a debtor's assets to all creditors in accordance with their relative priorities") (quoting *In re Gold & Honey, Ltd.*, 410 B.R. 357, 372 (Bankr. E.D.N.Y. 2009)).

27. The recognition and enforcement of the Claims Procedure Order does not violate United States public policy. **First**, the Canadian Proceeding, operating within the parameters of the CCAA, complies with fundamental standards of fairness and due process, as the CCAA generally requires that each interested party has notice of proceedings and an opportunity to be

heard by a neutral court that contends with each party's arguments. (Morissette Decl. ¶¶ 13-14.) The Claims Procedure Order will only be granted after, and provided for procedures furthering, such compliance.

28. **Second**, recognition and enforcement of the Claims Procedure Order is not offensive to United States public policy, as it is similar to claims procedures frequently utilized in chapter 11 cases. Accordingly, recognizing and enforcing the Claims Procedure Order does not contravene United States public policy, and the relief requested herein is therefore appropriate.

NOTICE

29. Notice of this Motion will be provided to the following parties or their counsel: (a) the Office of the United States Trustee for the District of Delaware; (b) all parties to litigation in which any Debtor is a party and that is pending in the United States as of the date that the Chapter 15 Petitions were filed; (c) the Debtors' DIP Lenders and prepetition secured lenders; (d) the 20 largest unsecured creditors of the Debtors in these cases; (e) the Debtors' counsel in the Canadian Proceeding; (f) the Monitor; and (g) all other parties that have requested notice in these cases. In light of the relief requested herein, the Foreign Representative respectfully submits that no other or further notice of this Motion is necessary under the circumstances.

NO PRIOR REQUEST

30. No previous request for the relief requested herein has been made to this or any other court.

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CONCLUSION

WHEREFORE, the Foreign Representative respectfully request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested by this Motion and such other and further relief as may be just and proper.

Dated: May 24, 2023
Wilmington, Delaware

BIELLI & KLAUDER, LLC

/s/ David M. Klauder

David M. Klauder, Esquire (No. 5769)
1204 N. King Street
Wilmington, Delaware 19801
Phone: (302) 803-4600
Facsimile: (302) 397-2557
Email: dklauder@bk-legal.com

- and -

MCDONALD HOPKINS LLC

David A. Agay
Joshua A. Gadharf
Ashley J. Jericho
300 North LaSalle Street
Suite 1400
Chicago, Illinois 60654
Telephone: (312) 280-0111
Facsimile: (312) 280-8232
Email: dagay@mcdonaldhopkins.com
jgadharf@mcdonaldhopkins.com
ajericho@mcdonaldhopkins.com

Counsel for the Foreign Representative

Exhibit A

Proposed Order

**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.¹

Chapter 15

Case No. 22-10934 (KBO)

Jointly Administered

Re: D.I No. ____

**ORDER (I) RECOGNIZING AND ENFORCING THE CLAIMS
PROCEDURE ORDER; AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)² of FormerXBC Inc. (f/k/a Xebec Adsorption Inc.), in its capacity as the authorized foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”) in a proceeding (the “**Canadian Proceeding**”) commenced under Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and pending before the Superior Court of Québec, in the Province of Québec, District of Montréal (the “**Canadian Court**”), seeking entry of an order (this “**Order**”) pursuant to sections 105(a), 1507, 1521, and 1522 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court of the District of Delaware (the “**Local Rules**”) (i) recognizing

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and enforcing the terms, conditions, and provisions of the order issued by the Canadian Court (the “**Claims Procedure Order**”), a copy of which is attached hereto as **Exhibit 1**; and (ii) granting such other and further relief as the Court deems just and proper; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; venue being proper before the Court pursuant to 28 U.S.C. § 1410; and the Court having determined that appropriate and timely notice of the filing of the Motion having been given; and this Court having reviewed the Motion and having considered the statements of counsel with respect to the Motion at the hearing on _____, 2023; and it appearing that the relief requested in the Motion is necessary and beneficial to the Debtors; and no other or further notice being necessary or required; and this Court having determined that the legal and factual bases set forth in the Motion, and all other pleadings and papers in these cases establish just cause to grant the relief ordered herein, and no objections or other responses having been filed that have not been overruled, withdrawn, or otherwise resolved, and after due deliberation therefor;

THIS COURT HEREBY FINDS AND DETERMINES THAT:

A. The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052 made applicable to this proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. The findings by the Court in its previously entered Recognition Order [Docket No. 36], dated October 27, 2022, are hereby incorporated by reference herein and such Recognition Order shall continue in effect in all respects except to the extent this Order directly modifies or directly contradicts such Recognition Order.

C. On _____, 2023, the Canadian Court entered the Claims Procedure Order, approving the Claims Process, including the Claims Bar Date and the Bar Date Noticing.

D. The relief granted hereby is necessary and appropriate to effectuate the objectives of chapter 15 of the Bankruptcy Code to the protect the Debtors and the interests of their creditors and other parties in interest, is consistent with the laws of the United States, international comity, public policy, and the policies of the Bankruptcy Code, and will not cause any hardship to any party in interest that is not outweighed by the benefits of the relief granted.

E. Absent the requested relief, the efforts of the Debtors, the Canadian Court, and the Foreign Representative in conducting the Canadian Proceeding and effectuating the restructuring under Canadian law may be frustrated, a result contrary to the purposes of chapter 15 of the Bankruptcy Code.

F. Good, sufficient, appropriate, and timely notice of the filing of, and the hearing on, the Motion was given, which notice is adequate for all purposes, and no further notice need be given

G. All creditors and other parties in interest, including the Debtors are sufficiently protected by the grant of relief ordered hereby. The relief granted herein will, in accordance with sections 1507(b) and 1521 of the Bankruptcy Code, reasonably assure: (i) the just treatment of all holders of claims against or interests in the Debtors' property; (ii) the protection of claim holders in the United States against prejudice and inconvenience in the processing of claims in the Canadian Proceedings; and (iii) the prevention of preferential or fraudulent dispositions of property of the Debtors.

BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is Granted as set forth herein.

2. All objections, if any, to the Motion or the relief requested therein that have not been withdrawn, waived, or settled by stipulation filed with the Court, and all reservations of rights included therein, are hereby overruled on the merits.

3. The Claims Process, including the Claims Bar Dates and the Bar Date Notices, is hereby approved and the relief granted pursuant to the Claims Procedure Order is hereby recognized by the Court and shall apply with respect to creditors located in the United States. The Bar Date Noticing constitutes good and sufficient service and delivery of notice of the Claims Procedure Order and the Claims Bar Date on all parties in interest who may be entitled to receive notice and who may wish to assert a claim in the Canadian Proceedings, and no other notice or service need be given or made and no other document or material need be sent to or served upon any party in interest with respect to the Claims Procedure Order. All claims, including claims against the Debtors' directors and officers resolved in the Canadian Proceedings in accordance with the Claims Procedure Order shall be deemed resolved in the United States and these chapter 15 cases, and such claimants shall not receive any additional recovery in the United States or these chapter 15 cases.

4. Any party within the jurisdiction of this Court desiring to assert a claim against the Debtors must file a proof of claim in accordance with the Claims Procedure Order. Any party in interest who has filed a proof of claim in these chapter 15 cases must nonetheless file a proof of claim in accordance with the Claims Procedure Order.

5. All persons and entities subject to the jurisdiction of the United States are permanently enjoined and restrained from taking any actions inconsistent with, or interfering with the enforcement and implementation of, the Claims Procedure Order, or any documents incorporated into such Claims Procedure Order.

6. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion and the Claims Procedure Order.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (a) this Order shall be effective immediately and enforceable upon entry; (b) neither the Foreign Representative nor the Debtors are subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order; and (c) the Foreign Representative is authorized and empowered, and may in its discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.

Exhibit 1

Claims Procedure Order

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-061483-224

DATE: May 24, 2023

BEFORE THE HONOURABLE CHRISTIAN IMMER, J.S.C.

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF:

**FORMERXBC INC. (FORMERLY XEBEC ADSORPTION INC.)
11941666 CANADA INC. (FORMERLY XEBEC RNG HOLDINGS INC.)
APPLIED COMPRESSION SYSTEMS LTD.
1224933 ONTARIO INC. (FORMERLY COMPRESSED AIR INTERNATIONAL INC.)
FORMERXBC HOLDING USA INC. (FORMERLY XEBEC HOLDING USA INC.)
ENERPHASE INDUSTRIAL SOLUTIONS, INC.
CDA SYSTEMS, LLC
FORMERXBC ADSORPTION USA INC. (FORMERLY XEBEC ADSORPTION USA INC.)
FORMERXBC PENNSYLVANIA COMPANY (FORMERLY THE TITUS COMPANY)
FORMERXBC NOR CORPORATION (FORMERLY NORTEKBELAIR CORPORATION)
FORMERXBC FLOW SERVICES – WISCONSIN INC. (FORMERLY XBC FLOW
SERVICES – WISCONSIN INC.)
CALIFORNIA COMPRESSION, LLC
FORMERXBC SYSTEMS USA, LLC (FORMERLY XEBEC SYSTEMS USA, LLC)**
Debtors / Petitioners

and

DELOITTE RESTRUCTURING INC.
Monitor

CLAIMS PROCEDURE ORDER

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500-11-057985-208

-
- [1] **CONSIDERING** the *Application for (i) an Extension of the Stay of Proceedings, (ii) the Establishment of a Claims Process, (iii) the Authorization to Use Net Proceeds to Fund Cash-Flow Requirements and (iv) the Issuance of an Approval and Vesting Order in Respect of BioStream Assets of FormerXBC Systems USA, LLC. (Formerly Xebec Systems USA, LLC) (the “Application”)* pursuant to the *Companies’ Creditors Arrangement Act, RSC 1985, c C-36, as amended (“CCAA”)* and the exhibits and the affidavit of Mr. Dimitrios Vounassis, filed in support thereof;
- [2] **CONSIDERING** the Tenth Report of the Monitor dated May ●, 2023;
- [3] **CONSIDERING** the submissions of counsel;
- [4] **CONSIDERING** the provisions of the CCAA;
- [1] **GIVEN** the Fifth Amended and Restated Initial Order rendered by the Court on March 27, 2023 (the “**Fifth ARIO**”);

THE COURT HEREBY:

- [5] **GRANTS** the Application.
- [6] **ISSUES** an order pursuant to the CCAA (the “**Order**”), divided under the following headings:
- (a) Service;
 - (b) Definitions;
 - (c) Notification Procedure;
 - (d) Excluded Claims;
 - (e) Claims Procedure;
 - (f) Evidence that Claim was Paid;
 - (g) Transfer of Claims;
 - (h) Notices and Communications;
 - (i) Aid and Assistance of Other Courts;
 - (j) General Provisions.

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500-11-057985-208

A. SERVICE

- [7] **ORDERS** that any prior delay for the presentation of this Application is hereby abridged and validated so that the Application is properly returnable today and hereby dispenses with further service thereof.
- [8] **DECLARES** that sufficient prior notice of the presentation of this Application has been given by the Petitioner.

B. DEFINITIONS

- [9] **ORDERS** that the following terms in this Order shall, unless otherwise indicated, have the following meanings ascribed thereto:
- (a) **“Business Day”** means a day, other than a Saturday, a Sunday, or another day on which courts do not sit pursuant to article 82 of the *Code of Civil Procedure*, CQLR c C-25.01, as amended;
 - (b) **“CCAA Proceedings”** means the proceedings in respect of the Debtors before the Court commenced pursuant to the CCAA;
 - (c) **“Claim”** means any right or claim of any Person against the Debtors, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind of the Debtors owed to such Person and any interest accrued thereon or costs payable in respect thereof, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts existing prior to the Determination Date, or which would have been claims provable in bankruptcy had the Debtors become bankrupt on the Determination Date, and, without limitation, shall include any Restructuring Claim or D&O Claim, provided however, that in no case shall a Claim include an Excluded Claim;
 - (d) **“Claims Bar Date”** means 5:00 p.m. (Montréal time) on **July 24, 2023**;
 - (e) **“Claims Package”** means a notice to the Known Creditors of the Claims Process and of the Claims Bar Date, including a reference to the Monitor’s website to access a copy of this Order, including:

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500-11-057985-208

- (i) For all Creditors other than the Scheduled Employees, a Proof of Claim and an instruction letter explaining how to complete the Proof of Claim; and
 - (ii) For the Scheduled Employees, a Notice of Scheduled Employee's Claim and a Notice of Dispute in the case an employee is dissatisfied with its scheduled claim, and an instruction letter;
- (f) **"Claims Process"** means the claims process set forth herein including the Schedules to this Order;
- (g) **"Court"** means the Superior Court of Québec (Commercial Division);
- (h) **"Creditor"** means any Person having a Claim and may, where the context requires, include the assignee of a Claim or a trustee, interim receiver, receiver, receiver and manager, or other Person acting on behalf of such Person and includes a Known Creditor. A Creditor shall not include an Excluded Creditor in respect of that Person's claim resulting from an Excluded Claim;
- (i) **"Creditors' List"** means a list of all Known Creditors;
- (j) **"Creditors' Meeting"** means any meeting of the Debtors' Creditors to be convened, with leave of the Court, for the purposes of voting on the Plan, and any adjournment or suspension thereof;
- (k) **"D&O Claim"** means a claim as defined in paragraph 11.03(1) CCAA as well as any claim by any Person against the Directors and Officers of the Debtors of any nature whatsoever, present, future, due or accruing due to such Person and any interest accrued thereon or cost payable in respect thereof, whether liquidated, unliquidated, contingent, matured, unmatured, disputed, undisputed, secured, unsecured, known or unknown, and the right or ability of any Person to advance a claim for contribution, indemnity or otherwise with respect to any matter, action or cause, which indebtedness, liability or obligations is based in whole or in part on facts existing as at the Determination Date;
- (l) **"Debtors"** means the Debtors / Petitioners FormerXBC Inc. (formerly Xebec Adsorption Inc.), 11941666 Canada Inc. (formerly Xebec RNG Holdings Inc.), Applied Compression Systems Ltd., 1224933 Ontario Inc. (formerly Compressed Air International Inc.), FormerXBC Holding USA Inc. (formerly Xebec Holding USA Inc.), Enerphase Industrial Solutions, Inc., California Compression, LLC, CDA Systems, LLC, FormerXBC Adsorption Inc. (formerly Xebec Adsorption USA Inc.), FormerXBC Pennsylvania Company (formerly The Titus Company), FormerXBC NOR Corporation (formerly

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500-11-057985-208

Nortekbelair Corporation), FormerXBC Systems USA, LLC (formerly Xebec Systems USA, LLC) and FormerXBC Flow Services – Wisconsin Inc. (formerly XBC Flow Services – Wisconsin Inc.).

- (m) **“Designated Newspapers”** means the Globe & Mail (National Edition), La Presse+, USA Today (National Edition);
- (n) **“Determination Date”** means September 29, 2022;
- (o) **“Disclaimer Notice”** means any notice from the Debtors under section 32 CCAA or otherwise pursuant to which any contract, lease, employment agreement, or other agreement is repudiated, disclaimed or terminated;
- (p) **“Disputed Claim”** means a claim which is disputed pursuant to the receipt by a Creditor of a Notice of Revision or Disallowance;
- (q) **“Director”** means anyone who is or was or may be deemed to be or to have been, whether by statute, operation of law or otherwise, a director or *de facto* director of any of the Debtors, in such capacity;
- (r) **“Excluded Claim”** means:
 - (i) any claim that may be asserted by any beneficiary of the Administration Charge, the D&O Charge (as defined in the Fifth ARIO), the KERP Charge and any other claims secured by any other charges that may be ordered by the Court;
 - (ii) any right of any Person against the Debtors in connection with any indebtedness or obligation of any kind which came into existence on or after the Determination Date (other than a Restructuring Claim) and any interest thereon, including any obligation of the Debtors toward creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to the Debtors after the Determination Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or funds after the Determination Date and to the extent that such claims are not otherwise affected by the Plan; and
 - (iii) any claim by any Person who has renounced to its rights to file a claim;
- (s) **“Excluded Creditor”** means a Person having a Claim in respect of an Excluded Claim but only in respect of such Excluded Claim and to the extent that the Plan does not otherwise affect such Claim;

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500-11-057985-208

- (t) “**Known Creditor**” means a Creditor whose Claim is included in the Debtors’ books and records or whose Claim or potential Claim is otherwise known by the Debtors;
- (u) “**Monitor**” means Deloitte Restructuring Inc., in its capacity as monitor pursuant to the Fifth ARIO, and not in its personal or corporate capacity;
- (v) “**Newspaper Notice**” means the notice of this Order to be published in the Designated Newspapers on the Publication Date in accordance with paragraph [12], which shall set out the Claims Bar Date, being substantially in the form of Schedule A hereto;
- (w) “**Notice of Dispute**” means a written notice, substantially in the form of Schedule B hereto, delivered to the Monitor by a Scheduled Employee who has received a Notice of Scheduled Employee’s Claim and who intends to dispute such Notice of Scheduled Employee’s Claim, which shall include all reasons for such dispute;
- (x) “**Notice of Scheduled Employee’s Claim**” means a notice, substantially in the form of Schedule C hereto, to be sent to each of the Scheduled Employees;
- (y) “**Notice of Revision or Disallowance**” means a notice, substantially in the form of Schedule D hereto, advising a Creditor that the Monitor has revised or rejected all or part of its Proof of Claim, or his/her/its Notice of Dispute in the case of a Scheduled Employee, for the purposes of voting or distribution and setting out the reasons for such revision or rejection;
- (z) “**Officer**” means anyone who is or was or may be deemed to be or have been whether by statute, operation of law or otherwise, an officer or *de facto* officer of the Debtors, in such capacity;
- (aa) “**Person**” means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, governmental body or agency, or any other entity;
- (bb) “**Plan**” means a plan or several plans to be filed by the Debtors pursuant to the CCAA, as such plan or plans may be amended or supplemented from time to time;
- (cc) “**Proof of Claim**” means the form of Proof of Claim for Creditors other than the Scheduled Employees, being substantially in the form of Schedule E hereto;

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500-11-057985-208

- (dd) **“Proven Claim”** means the amount of a Claim which has been finally determined for voting and distribution purposes in accordance with this Claims Process;
- (ee) **“Publication Date”** means the date on which the publication of the Newspaper Notice in all of the Designated Newspapers has been completed;
- (ff) **“Restructuring Claim”** means any right of any Person against the Debtors in connection with any indebtedness, liability or obligation of any kind owed to such Person arising out of the restructuring, repudiation, or termination of any contract, lease, employment agreement, collective agreement or other agreement, whether written or oral, after the Determination Date, including any right of any Person who receives a Disclaimer Notice from the Debtors; provided, however, that a Restructuring Claim shall not include an Excluded Claim;
- (gg) **“Restructuring Claims Bar Date”** means, in respect of a Restructuring Claim, the later of (i) thirty (30) days after the date on which the Monitor sends a Claims Package (but only in the event that the Creditor receives a Disclaimer Notice after the date of this Order) or (ii) the Claims Bar Date;
- (hh) **“Scheduled Employees”** means those Creditors who are or were employed by the Debtors and whose Claims are assessed by the Debtors;
- (ii) **“Schedules”** means the Schedules A to E to this Order;
- (jj) **“Voting Claim”** of a Creditor means the Proven Claim of the Creditor unless the Proven Claim of the Creditor is not finally determined at the time of the Creditors’ Meeting, in which case it means the Claim of the Creditor which is accepted for voting purposes in accordance with the provisions of this Order, the Plan and the CCAA.

C. NOTIFICATION PROCEDURE

- [10] **ORDERS** that the form of Newspaper Notice, which is hereby approved, shall be published by the Monitor in the Designated Newspapers as soon as possible following the issuance of this Order, but in any event no later than **June 5, 2023**.
- [11] **ORDERS** that the Monitor shall publish, on or before 5:00 p.m. (Montréal time) on **May 31, 2023**, on its website at <https://www.insolvencies.deloitte.ca/en-ca/pages/Xebec.aspx>, a copy of the Creditors’ List and of the Claims Package.

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500-11-057985-208

- [12] **ORDERS** that, in addition to the publication referred to in paragraph [11], the Monitor shall send, by regular mail, courier, email or other means of electronic communication a copy of the Claims Package to each Known Creditor, other than the Scheduled Employees, by no later than 5:00 p.m. (Montréal time) on **June 22, 2023**.
- [13] **ORDERS** that the Monitor shall send, by regular mail, courier, email or other means of electronic communication to each Scheduled Employee his/her Notice of Scheduled Employee's Claim, together with a copy of the Claims Package, by no later than 5:00 p.m. (Montréal time) on **June 22, 2023**.
- [14] **ORDERS** that any Scheduled Employee who wishes to dispute the amount of his/her Claim as set out in the Notice of Scheduled Employee's Claim sent to him/her must return his/her duly completed Notice of Dispute to the Monitor by no later than the Claims Bar Date (or the Restructuring Claims Bar Date if he or she received a Disclaimer Notice after the date of this Order). Upon receipt of any Notice of Dispute, the Monitor shall forthwith provide a copy thereof to the Debtors.
- [15] **ORDERS** that any Scheduled Employee who does not file a Notice of Dispute with the Monitor by the Claims Bar Date (or the Restructuring Claims Bar Date if he or she received a Disclaimer Notice after the date of this Order) shall be deemed to have accepted the amount set out in the Notice of Scheduled Employee's Claim and be entitled to vote at the Creditors' Meeting and shall be entitled to receive any distributions pursuant to the Plan (to the extent that the holders of such Claims are entitled to vote upon and receive distributions under the Plan) only with respect to his/her Claim, if any, as set out in the Notice of Scheduled Employee's Claim and the remainder of his/her Claim, if any, shall be extinguished and forever barred.

D. EXCLUDED CLAIMS

- [16] **ORDERS** that Excluded Claims are excluded from the Claims Process and that no Proof of Claim is required to be filed in respect therewith.

E. CLAIMS PROCEDURE

- [17] **ORDERS** that, unless otherwise authorized by this Court, a Creditor, other than a Scheduled Employee, who does not file a Proof of Claim by the Claims Bar Date (or by the Restructuring Claims Bar Date if it received a Disclaimer Notice after the date of this Order) shall not be entitled to any further notice, shall not be entitled to participate as a Creditor in these proceedings, shall not be entitled to vote on any matter in these CCAA Proceedings, including the Plan, and shall be forever barred

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500-11-057985-208

from advancing a Claim against the Debtors or the Directors and Officers of the Debtors, or from receiving a distribution under the Plan.

- [18] **ORDERS** that the following procedure shall apply where a Creditor, other than a Scheduled Employee, files a Proof of Claim on or before the Claims Bar Date (or the Restructuring Claims Bar Date if such Creditor received a Disclaimer Notice after the date of this Order):
- (a) the Monitor, together with the Debtors, shall review the Proof of Claim to value the amounts and terms set out therein for voting and distribution purposes. Where applicable, the Monitor shall send the Creditor a Notice of Revision or Disallowance by regular mail, courier, email or other means of electronic communication;
 - (b) the Creditor who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within fifteen (15) calendar days of the receipt of the Notice of Revision or Disallowance, file an appeal application with the Court and serve a copy of such appeal application to the Debtors and the Monitor;
 - (c) unless otherwise authorized by this Court, if the Creditor does not file an appeal application within the delay provided for in (b) above, such Creditor shall be deemed to have accepted the value of its Claim as set out in the Notice of Revision or Disallowance;

where the Creditor appeals from the Notice of Revision or Disallowance or its Claim has not been finally determined prior to the date of any Creditors' Meeting, the Monitor, in consultation with the Debtors, will determine the amount of the Voting Claim without admission that such quantification is acceptable for distribution purposes.

- [19] **ORDERS** that the following procedure shall apply where a Scheduled Employee files a Notice of Dispute on or before the Claims Bar Date (or the Restructuring Claims Bar Date if such Scheduled Employee received a Disclaimer Notice after the date of this Order):
- (a) the Monitor, together with the Debtors, shall review the Notice of Dispute to value the amounts and terms set out therein for voting and distribution purposes. Where applicable, the Monitor shall send the Scheduled Employee a Notice of Revision or Disallowance by regular mail, courier, email or other means of electronic communication;
 - (b) the Scheduled Employee who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within twenty (20) days of the receipt of the Notice of Revision or Disallowance, file an appeal application

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500-11-057985-208

with the Court and serve a copy of such appeal application to the Debtors and the Monitor;

- (c) unless otherwise authorized by this Court, if the Scheduled Employee does not file an appeal application within the delay provided in (b) above, such Scheduled Employee shall be deemed to have accepted the value of his/her Claim as set out in the Notice of Revision or Disallowance;
- (d) where the Scheduled Employee appeals from the Notice of Revision or Disallowance or his/her Claim has not been finally determined prior to the date of any Creditors' Meeting, the Monitor, in consultation with the Debtors, will determine the amount of the Voting Claim without admission that such quantification is acceptable for distribution purposes.

F. EVIDENCE THAT CLAIM WAS PAID

- [20] **ORDERS** that, should the Monitor receive evidence satisfactory to it that the Claim of a Creditor was paid in part or in full by a party other than the Debtors prior to the Determination Date, such Claim shall be reduced or rejected, for the purposes of distributions under the Plan.

G. TRANSFER OF CLAIMS

- [21] **ORDERS** that if the holder of a Claim transfers or assigns the whole of such Claim to another Person, neither the Monitor nor the Debtors shall be obligated to give notice or otherwise deal with the transferee or assignee of such Claim in respect thereof unless and until written notice of such transfer or assignment, together with evidence satisfactory to the Monitor, in its sole discretion, of such transfer or assignment, has been received by the Monitor and the Monitor has provided written confirmation acknowledging the transfer or assignment of such Claim, and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Order prior to receiving written confirmation by the Monitor acknowledging such assignment or transfer. After the Monitor has delivered a written confirmation acknowledging the notice of the transfer or assignment of a Claim, the Debtors and the Monitor shall thereafter be required only to deal with the transferee or assignee and not the original holder of the Claim. A transferee or assignee of a Claim takes the Claim subject to any defences and rights of set-off or compensation to which the Debtors may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set-off, compensate, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by

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500-11-057985-208

such Person to the Debtors. Reference to transfer in this Order includes a transfer or assignment whether absolute or intended as security.

- [22] **ORDERS** that if a Creditor or any subsequent holder of a Claim, who in any such case has previously been acknowledged by the Monitor as the holder of the Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claims shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. The Debtors and the Monitor shall not, in each case, be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Creditor may, by notice in writing delivered to the Monitor, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specified Person and in such event, such Person shall be bound by any notices given or steps taken in respect of such Claim with such Creditor or in accordance with the provisions of this Order.

H. NOTICES AND COMMUNICATIONS

- [23] **ORDERS** that any notice or other communication to be given under this Order by a Creditor to the Monitor or the Debtors shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by courier or email communication addressed to:

Monitor: **Deloitte Restructuring Inc.**
La Tour Deloitte
500 - 1190 Av. des Canadiens-de-Montréal
Montréal, QC H3B 0M7
Attention: Jean-François Nadon
Julie Mortreux and
Frédéric Turbide
Email: jnadon@deloitte.ca
jmortreux@deloitte.ca
fturbide@deloitte.ca
frbeaudoin@deloitte.ca and
xebec_ccaa@deloitte.ca

With a copy to: **McCarthy Tétrault LLP**
1000 De La Gauchetière Street West
Suite MZ400
Montréal, QC H3B 0A2

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500-11-057985-208

Attention: Mtre Jocelyn T. Perreault
Mtre Gabriel Faure
Mtre Marc-Étienne Boucher
Email: jperreault@mccarthy.ca
gfaure@mccarthy.ca
meboucher@mccarthy.ca and
notification@mccarthy.ca

Debtors: **Osler, Hoskin, Harcourt LLP**
1000 De La Gauchetière Street West
Suite 2100
Montréal, QC H3B 4W5
Attention: Mtre Sandra Abitan
Mtre Julien Morissette
Mtre Iliia Kravtsov and
Mtre Sophie Courville
Email: sabitan@osler.com
jmorissette@osler.com
ikravtsov@osler.com and
scourville@osler.com

[24] **ORDERS** that any document sent by the Monitor pursuant to this Order may be sent by regular mail, registered mail, courier, email or other means of electronic communication. A Creditor shall be deemed to have received any document sent pursuant to this Order two (2) Business Days after the document is sent by regular mail or registered mail and one (1) Business Day after the document is sent by courier, email or other means of electronic communication. Documents shall not be sent by regular or registered mail during a postal strike or work stoppage of general application.

I. AID AND ASSISTANCE OF OTHER COURTS

[25] **REQUESTS** the aid and recognition of any Court, tribunal, regulatory or administrative body in any Province of Canada and any Canadian federal court or in the United States of America, including without limitation the United States Bankruptcy Court for the District of Delaware, and any court or administrative body elsewhere, to give effect to this Order and to assist the Petitioners, the Monitor and their respective agents in carrying out the terms of this Order.

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500-11-057985-208

J. GENERAL PROVISIONS

- [26] **ORDERS** that the following Schedules form part of this Claims Process:
- (a) Schedule A – Newspaper Notice;
 - (b) Schedule B – Notice of Dispute;
 - (c) Schedule C – Notice of Scheduled Employee’s Claim;
 - (d) Schedule D – Notice of Revision or Disallowance;
 - (e) Schedule E – Proof of Claim and instruction letter;
- [27] **ORDERS** that the Monitor may make any amendments or modifications to the Schedules that are not material without seeking approval of this Court.
- [28] **ORDERS** that the Monitor is authorized and empowered to exercise all its powers hereunder.
- [29] **ORDERS** that for the purposes of this Order, all Claims that are denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging currency to Canadian dollars on the Determination Date.
- [30] **ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents.
- [31] **ORDERS** that references in this Order to the singular include the plural, to the plural include the singular.
- [32] **ORDERS** that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order.
- [33] **ORDERS** the provisional execution of this Order notwithstanding appeal and without security.

THE WHOLE WITHOUT COSTS.

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500-11-057985-208

Christian Immer, J.S.C.

MTRE SANDRA ABITAN
MTRE JULIEN MORISSETTE
MTRE ILIA KRAVTSOV
MTRE SOPHIE COURVILLE
(OSLER HOSKIN & HARCOURT LLP)
COUNSEL TO THE PETITIONERS

Hearing date: May 24, 2022

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Schedule "A" – Newspaper Notice

NOTICE OF CLAIMS PROCEDURE ORDER

On September 29, 2022, the Superior Court of Québec (the "**Court**") issued an initial order commencing proceedings (the "**CCAA Proceedings**") under the *Companies' Creditors Arrangement Act* (the "**CCAA**") in respect of FORMERXBC INC. (formerly, Xebec Adsorption Inc.), 11941666 CANADA INC. (formerly, Xebec RNG Holdings Inc.), 1224933 Ontario Inc. (formerly, Compressed Air International Inc.), Applied Compression Systems Ltd., FORMERXBC Holding USA Inc. (formerly, Xebec Holding USA Inc.), Enerphase Industrial Solutions Inc., CDA Systems, LLC, FORMERXBC Adsorption USA Inc. (formerly, Xebec Adsorption USA Inc.), FORMERXBC Pennsylvania Company (formerly, The Titus Company), FORMERXBC NOR Corporation (formerly, Nortekbelair Corporation), FORMERXBC Flow Services – Wisconsin Inc. (formerly, XBC Flow Services – Wisconsin Inc.), California Compression, LLC and FORMERXBC Systems USA, LLC (formerly Xebec Systems USA, LLC) (collectively the "**Petitioners**" or the "**Debtors**") and appointing Deloitte Restructuring Inc. (the "**Monitor**") as Monitor of the Debtors.

On September 30, 2022, FormerXBC Inc. (f/k/a Xebec Adsorption Inc.), in its capacity as the authorized foreign representative (the "**Foreign Representative**") for the Debtors, commenced proceedings (the "**Chapter 15 Cases**") under chapter 15 of title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**"). On October 27, 2022, the U.S. Court entered that certain *Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief*, pursuant to which, the U.S. Court recognized the CCAA Proceedings as a "foreign main proceeding" pursuant to chapter 15 of the Bankruptcy Code, recognized the Foreign Representative as the "foreign representative" in respect of the CCAA Proceedings, and recognized and granted comity to, and gave full force and effect in the United States to the CCAA Proceedings and the orders entered by the Canadian Court in the CCAA Proceedings.

Pursuant to an Order issued on May 24, 2023 (the "**Claims Procedure Order**"), the Canadian Court authorized the Monitor, with the assistance of the Debtors, to conduct a claims process (the "**Claims Process**") with respect to Claims against the Debtors and their present and or former Directors and Officers. The Claims Procedure Order governs the filing and determination of all Claims against the Debtors. [Sentence to be inserted following the recognition hearing - On June [•], 2023, the U.S. Court entered an order recognizing, enforcing, and approving the Claims Process].

Pursuant to the Claims Procedure Order, any Person wishing to assert a Claim against any of the Debtors or against the Directors and Officers must do so through the Claims Process by filing a Proof of Claim with the Monitor on or before the Claims Bar Date, being 5:00 pm (Montreal time) on July 24, 2023 or, in the case of a Restructuring Claim, the later of (i) thirty (30) days after the date on which the Monitor sends a Claims Package

(but only in the event that the Creditor receives a Disclaimer Notice after the date of the Order) or (ii) the Claims Bar Date.

FOR THE AVOIDANCE OF DOUBT, THE CLAIMS PROCESS APPLIES TO ALL OF THE DEBTORS' CREDITORS, INCLUDING THOSE LOCATED IN THE UNITED STATES. ANY PERSON HAVING PREVIOUSLY FILED A PROOF OF CLAIM IN THE CHAPTER 15 CASES MUST FILE A PROOF OF CLAIM IN THE CCAA PROCEEDINGS. ANY PROOF OF CLAIM FILED IN THE CHAPTER 15 CASES WILL NOT BE RECOGNIZED IN THE CCAA PROCEEDINGS.

FAILURE BY A CREDITOR TO SUBMIT ITS CLAIM TO THE MONITOR ON OR BEFORE THE CLAIMS BAR DATE WILL RESULT IN SUCH CREDITOR'S CLAIM BEING BARRED AND FOREVER EXTINGUISHED AND PRECLUDE SUCH CREDITOR FROM RECEIVING A POTENTIAL DISTRIBUTION.

Please note that copies of the Claims Procedure Order, the Creditors' Instructions and other documents related to the Claims Process and to the CCAA Proceedings, generally, are available on the Monitor's Website at the following address:

<https://www.insolvencies.deloitte.ca/en-ca/pages/Xebec.aspx>.

DATED AT MONTREAL, this 24th day of May, 2023.

DELOITTE RESTRUCTURING INC.

In its capacity as Court-appointed Monitor of
the Petitioners and not in its personal
capacity
1190 Avenue des Canadiens-de-Montréal,
Suite 500
Montreal QC H3B 0M7



Schedule B – Notice of Dispute (Scheduled Employees)

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC**
No.: 500-11-061483-224

SUPERIOR COURT
(Commercial Division)

**IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED:**

**FORMERXBC INC. (formerly, XEBEC
ADSORPTION INC.)
11941666 CANADA INC. (formerly, XEBEC
RNG HOLDINGS INC.)
1224933 ONTARIO INC. (formerly,
COMPRESSED AIR INTERNATIONAL INC.)
APPLIED COMPRESSION SYSTEMS LTD.
FORMERXBC HOLDING USA INC. (formerly,
XEBEC HOLDING USA INC.)
ENERPHASE INDUSTRIAL SOLUTIONS INC.
CDA SYSTEMS, LLC
FORMERXBC ADSORPTION USA INC.
(formerly, XEBEC ADSORPTION USA INC.)
FORMERXBC PENNSYLVANIA COMPANY
(formerly, THE TITUS COMPANY)
FORMERXBC NOR CORPORATION (formerly,
NORTEKBELAIR CORPORATION)
FORMERXBC FLOW SERVICES –
WISCONSIN INC. (formerly, XBC FLOW
SERVICES – WISCONSIN INC.)
CALIFORNIA COMPRESSION, LLC
- and -
FORMERXBC SYSTEMS USA, LLC (formerly
XEBEC SYSTEMS USA, LLC)**

Debtors/Petitioners

DELOITTE RESTRUCTURING INC.

Monitor

NOTICE OF DISPUTE

TO: Deloitte Restructuring Inc., in its capacity as the Court-appointed Monitor of the Petitioners

The creditor identified below, having received a Notice of a Scheduled Employee's Claim, as the case may be, hereby gives notice that the assessment of the claim as performed by the Debtors is hereby disputed, in the manner and for the reasons set out hereinbelow.

A. PARTICULARS OF THE CREDITOR:

- 1. Full Legal Name of the Creditor: _____
- 2. Full Mailing Address of the Creditor: _____

- 3. Telephone Number of the Creditor: _____
- 4. Facsimile Number of the Creditor: _____
- 5. E-mail Address of the Creditor: _____

B. DISPUTE OF NOTICE RECEIVED:

The Scheduled Employee hereby disagrees with the value of his/her Claim as set out in the Notice of Scheduled Employee's Claim, dated _____, and instead declares that its Claim is as set out below:

If you are a Scheduled Employee complete the box below:

Claims as per Scheduled Employee as at _____, 2023	
	\$
Unpaid pre-filing salary	_____
Unpaid pre-filing commissions	_____
Unpaid pre-filing vacations	_____
Notice, severance, termination, etc.	_____
Expense reimbursements	_____
Other	_____
Total	_____
Allocated as follows:	
Priority contemplated in section 6(5) CCAA	_____
Residual claim	_____
Total	_____

Creditor of:

- FORMERXBC INC. (formerly, XEBEC ADSORPTION INC.)**
- 11941666 CANADA INC. (formerly, XEBEC RNG HOLDINGS INC.)**
- 1224933 ONTARIO INC. (formerly, COMPRESSED AIR INTERNATIONAL INC.)**
- APPLIED COMPRESSION SYSTEMS LTD.**

Dated at _____ this _____ day of _____, 2023.

(Signature of Witness)

(Signature of the Creditor or of his representative)

(Please print name)

(Please print name)

An electronic version of this form is available at
<https://www.insolvencies.deloitte.ca/en-ca/pages/Xebec.aspx>

This Notice of Dispute must be returned to and received by the Debtors, to the attention of their counsel, and the Monitor by e-mail or courier service **by no later than 5:00 p.m. (Montreal time) on ●, 2023 at the addresses set forth below:**

Debtors' Counsel:

Osler, Hoskin, Harcourt LLP
1000 De La Gauchetière Street West
Suite 2100
Montréal, QC H3B 4W5

Attention:

Mtre Sandra Abitan
Mtre Julien Morissette
Mtre Iliia Kravtsov and
Mtre Sophie Courville

Email: sabitan@osler.com
jmorissette@osler.com
ikravtsov@osler.com and
scourville@osler.com

The Monitor:

Deloitte Restructuring Inc.

1190 avenue des Canadiens-de-Montréal
Suite 500, Montreal, QC, H3B 0M7, Canada

Attention:

Xebec claim process

Email: xebec_ccaa@deloitte.ca

Tel: 514-393-6722 Toll Free: 1-888-393-6722

And to the attention of:

Mr. Jean-François Nadon

Mme. Julie Mortreux

Mr. Frédéric Turbide

Email:

jnadon@deloitte.ca

jmortreux@deloitte.ca

fturbide@deloitte.ca

The Monitor's counsel:

McCarthy Tétrault LLP

To the attention of:

Mtre Jocelyn Perreault

Mtre Marc-Étienne Boucher

Email:

jperreault@mccarthy.ca

meboucher@mccarthy.ca



Schedule C – Notice of Scheduled Employee’s Claim

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC**
No.: 500-11-061483-224

SUPERIOR COURT
(Commercial Division)

**IN THE MATTER OF THE *COMPANIES’
CREDITORS ARRANGEMENT ACT, R.S.C.*
1985, c. C-36, AS AMENDED:**

**FORMERXBC INC. (formerly, XEBEC
ADSORPTION INC.)
11941666 CANADA INC. (formerly, XEBEC
RNG HOLDINGS INC.)
1224933 ONTARIO INC. (formerly,
COMPRESSED AIR INTERNATIONAL INC.)
APPLIED COMPRESSION SYSTEMS LTD.
FORMERXBC HOLDING USA INC. (formerly,
XEBEC HOLDING USA INC.)
ENERPHASE INDUSTRIAL SOLUTIONS INC.
CDA SYSTEMS, LLC
FORMERXBC ADSORPTION USA INC.
(formerly, XEBEC ADSORPTION USA INC.)
FORMERXBC PENNSYLVANIA COMPANY
(formerly, THE TITUS COMPANY)
FORMERXBC NOR CORPORATION (formerly,
NORTEKBELAIR CORPORATION)
FORMERXBC FLOW SERVICES –
WISCONSIN INC. (formerly, XBC FLOW
SERVICES – WISCONSIN INC.)
CALIFORNIA COMPRESSION, LLC
- and -
FORMERXBC SYSTEMS USA, LLC (formerly
XEBEC SYSTEMS USA, LLC)**

Debtors/Petitioners

DELOITTE RESTRUCTURING INC.

Monitor

NOTICE OF SCHEDULED EMPLOYEE'S CLAIM

TO: Deloitte Restructuring Inc., in its capacity as Court-appointed Monitor of the Petitioners

The Debtors have determined that you have a Claim in the aggregate amount set out below. Subject to any dispute by you in accordance with the provisions of the Claims Procedure Order, your Claim will be allowed as follows:

Claims as per Creditors as at _____, 2023 (in _____ \$)	
	\$
Unpaid pre-filing salary	_____
Unpaid pre-filing commissions	_____
Unpaid pre-filing vacations	_____
Notice, severance, termination, etc.	_____
Expense reimbursements	_____
Other	_____
Total	_____

CREDITOR OF:

- FORMERXBC INC. (formerly, XEBEC ADSORPTION INC.)**
- 11941666 CANADA INC. (formerly, XEBEC RNG HOLDINGS INC.)**
- 1224933 ONTARIO INC. (formerly, COMPRESSED AIR INTERNATIONAL INC.)**
- APPLIED COMPRESSION SYSTEMS LTD.**
- FORMERXBC HOLDING USA INC. (formerly, XEBEC HOLDING USA INC.)**
- ENERPHASE INDUSTRIAL SOLUTIONS INC.**
- CDA SYSTEMS, LLC**
- FORMERXBC ADSORPTION USA INC. (formerly, XEBEC ADSORPTION USA INC.)**
- FORMERXBC PENNSYLVANIA COMPANY (formerly, THE TITUS COMPANY)**
- FORMERXBC NOR CORPORATION (formerly, NORTEKBELAIR CORPORATION)**
- FORMERXBC FLOW SERVICES – WISCONSIN INC. (formerly, XBC FLOW SERVICES – WISCONSIN INC.)**
- CALIFORNIA COMPRESSION, LLC**
- FORMERXBC SYSTEMS USA, LLC (formerly XEBEC SYSTEMS USA, LLC)**

An electronic version of this form is available at
<https://www.insolvencies.deloitte.ca/en-ca/pages/Xebec.aspx>.

IF YOU INTEND TO DISPUTE THIS NOTICE OF SCHEDULED EMPLOYEE'S CLAIM, YOU MUST, NO LATER THAN 5:00 P.M. (MONTREAL TIME) ON • , 2023, DELIVER TO THE MONITOR AND THE ATTORNEYS OF THE DEBTORS A NOTICE OF DISPUTE IN ACCORDANCE WITH THE CLAIMS PROCESS ORDER AT THE ADDRESSES SET OUT BELOW.

Debtors' Counsel:

Osler, Hoskin, Harcourt LLP
1000 De La Gauchetière Street West
Suite 2100
Montréal, QC H3B 4W5

Attention:

Mtre Sandra Abitan
Mtre Julien Morissette
Mtre Ilia Kravtsov and
Mtre Sophie Courville

Email: sabitan@osler.com
jmorissette@osler.com
ikravtsov@osler.com and
scourville@osler.com

The Monitor:

Deloitte Restructuring Inc.
1190 avenue des Canadiens-de-Montréal
Suite 500, Montreal, QC, H3B 0M7, Canada

Attention:

Xebec claim process

Email: xebec_ccaa@deloitte.ca
Tel: 514-393-6722 Toll Free: 1-888-393-6722

And to the attention of:

Mr. Jean-François Nadon
Mme. Julie Mortreux
Mr. Frédéric Turbide

Email: jnadon@deloitte.ca
jmortreux@deloitte.ca
fturbide@deloitte.ca

The Monitor's counsel:

McCarthy Tétrault LLP

To the attention of:

Mtre Jocelyn Perreault
Mtre Marc-Étienne Boucher

Email: jperreault@mccarthy.ca
meboucher@mccarthy.ca



Schedule D - Notice of Revision or Disallowance

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No.: 500-11-061483-224

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED:

FORMERXBC INC. (formerly, XEBEC ADSORPTION INC.)
11941666 CANADA INC. (formerly, XEBEC RNG
HOLDINGS INC.)
1224933 ONTARIO INC. (formerly, COMPRESSED AIR
INTERNATIONAL INC.)
APPLIED COMPRESSION SYSTEMS LTD.
FORMERXBC HOLDING USA INC. (formerly, XEBEC
HOLDING USA INC.)
ENERPHASE INDUSTRIAL SOLUTIONS INC.
CDA SYSTEMS, LLC
FORMERXBC ADSORPTION USA INC. (formerly, XEBEC
ADSORPTION USA INC.)
FORMERXBC PENNSYLVANIA COMPANY (formerly, THE
TITUS COMPANY)
FORMERXBC NOR CORPORATION (formerly,
NORTEKBELAIR CORPORATION)
FORMERXBC FLOW SERVICES – WISCONSIN INC.
(formerly, XBC FLOW SERVICES – WISCONSIN INC.)
CALIFORNIA COMPRESSION, LLC
- and -
FORMERXBC SYSTEMS USA, LLC (formerly XEBEC
SYSTEMS USA, LLC)

Debtors/Petitioners

DELOITTE RESTRUCTURING INC.

Monitor

NOTICE OF REVISION OR DISALLOWANCE

TO:

•

(the “Creditor”)

FROM:

Deloitte Restructuring Inc. in its capacity as Court-appointed Monitor of the
Petitioners

All capitalized terms used but not otherwise defined in this Notice of Revision or Disallowance (this “**Notice**”) have the meaning ascribed to them in the Claims Procedure Order issued by the Court on May 24, 2023 (the “**Claims Procedure Order**”).

This Notice is issued pursuant to the Claims Procedure Order and further to the Proof of Claim submitted by the Creditor (your “**Proof of Claim**”).

The Monitor hereby gives you notice that it has reviewed your Proof of Claim and has revised or disallowed the Claim set forth therein as follows:

NATURE AND VALUE OF CLAIM (in original currency)

i) Claim as at the Determination Date:

Amount claimed		Disallowed amount		Allowed amount		Currency
Unsecured	Secured	Unsecured	Secured	Unsecured	Secured	

ii) Restructuring Claim (arising on or after September 29, 2023):

Amount claimed		Disallowed amount		Allowed amount		Currency
Unsecured	Secured	Unsecured	Secured	Unsecured	Secured	

iii) Directors and/or Officers (a **D&O Claim**, as defined in the Claims Procedure Order):

Amount claimed	Disallowed amount	Allowed amount	Currency

REASONS FOR REVISION OR DISALLOWANCE:

The reasons for the revision or disallowance of your Claim are as follows:

-

If you disagree with the nature or value of your Claim as determined by the Monitor in this Notice (your “**Allowed Claim**”) and wish to dispute this Notice you must, within ten (10) calendar days of the date hereof, file an appeal application with the Court and serve a copy of such appeal application to Debtors and the Monitor at the following addresses:

The Debtors:	<p>Osler</p> <p>To the attention of: M^{re} Sandra Abitan M^{re} Julien Morissette M^{re} Ilia Kravstov M^{re} Sophie Courville-Le Bouyonnec</p> <p>Email: sabitan@osler.com jMorissette@osler.com ikravtsov@osler.com scourville@osler.com</p>
The Monitor:	<p>Deloitte Restructuring Inc.</p> <p>Att: Xebec - Claims Process 1190 avenue des Canadiens-de-Montréal Suite 500, Montreal, QC, H3B 0M7, Canada Email: xebec_ccaa@deloitte.ca Tel: 514-393-6722 Toll Free: 1-888-393-6722</p> <p>And to the attention of: Mr. Jean-François Nadon Mme. Julie Mortreux Mr. Frédéric Turbide</p> <p>Email: jnadon@deloitte.ca jmortreux@deloitte.ca fturbide@deloitte.ca</p>
With a copy to the Monitor's Counsel:	<p>McCarthy Tétrault LLP</p> <p>To the attention of: M^{re} Jocelyn Perreault M^{re} Marc-Étienne Boucher</p> <p>Email: jperreault@mccarthy.ca meboucher@mccarthy.ca</p>



Schedule "E" – Proof of Claim and Instruction Letter

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC**
No.: 500-11-061483-224

SUPERIOR COURT
(Commercial Division)

**IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED:**

**FORMERXBC INC. (formerly, XEBEC
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11941666 CANADA INC. (formerly, XEBEC
RNG HOLDINGS INC.)
1224933 ONTARIO INC. (formerly,
COMPRESSED AIR INTERNATIONAL INC.)
APPLIED COMPRESSION SYSTEMS LTD.
FORMERXBC HOLDING USA INC. (formerly,
XEBEC HOLDING USA INC.)
ENERPHASE INDUSTRIAL SOLUTIONS INC.
CDA SYSTEMS, LLC
FORMERXBC ADSORPTION USA INC.
(formerly, XEBEC ADSORPTION USA INC.)
FORMERXBC PENNSYLVANIA COMPANY
(formerly, THE TITUS COMPANY)
FORMERXBC NOR CORPORATION (formerly,
NORTEKBELAIR CORPORATION)
FORMERXBC FLOW SERVICES – WISCONSIN
INC. (formerly, XBC FLOW SERVICES –
WISCONSIN INC.)
CALIFORNIA COMPRESSION, LLC
FORMERXBC SYSTEMS USA, LLC (formerly
XEBEC SYSTEMS USA, LLC)**

Debtors/Petitioners

DELOITTE RESTRUCTURING INC.

Monitor

INSTRUCTION LETTER FOR THE CLAIMS PROCEDURE

On September 29, 2022, the Superior Court of Québec (the “**Canadian Court**”) issued an initial order commencing proceedings (the “**CCAA Proceedings**”) under the *Companies’ Creditors Arrangement Act* (the “**CCAA**”) in respect of FORMERXBC INC. (formerly, Xebec Adsorption Inc.), 11941666 CANADA INC. (formerly, Xebec RNG Holdings Inc.), 1224933 Ontario Inc. (formerly, Compressed Air International Inc.), Applied Compression Systems Ltd., FORMERXBC Holding USA Inc. (formerly, Xebec Holding USA Inc.), Enerphase Industrial Solutions Inc., CDA Systems, LLC, FORMERXBC Adsorption USA Inc. (formerly, Xebec Adsorption USA Inc.), FORMERXBC Pennsylvania Company (formerly, The Titus Company), FORMERXBC NOR Corporation (formerly, Nortekbelair Corporation), FORMERXBC Flow Services – Wisconsin Inc. (formerly, XBC Flow Services – Wisconsin Inc.), California Compression, LLC and FORMERXBC Systems USA, LLC (formerly Xebec Systems USA, LLC) (collectively the “**Petitioners**” or the “**Debtors**”) and appointing Deloitte Restructuring Inc. (the “**Monitor**”) as Monitor of the Debtors.

On September 30, 2022, FormerXBC Inc. (f/k/a Xebec Adsorption Inc.), in its capacity as the authorized foreign representative (the “**Foreign Representative**”) for the Debtors, commenced proceedings (the “**Chapter 15 Cases**”) under chapter 15 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”). On October 27, 2022, the U.S. Court entered that certain *Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief*, pursuant to which, the U.S. Court recognized the CCAA Proceedings as a “foreign main proceeding” pursuant to chapter 15 of the Bankruptcy Code, recognized the Foreign Representative as the “foreign representative” in respect of the CCAA Proceedings, and recognized and granted comity to, and gave full force and effect in the United States to the CCAA Proceedings and the orders entered by the Canadian Court in the CCAA Proceedings.

Pursuant to an Order issued on May 24, 2023 (the “**Claims Procedure Order**”), the Canadian Court authorized the Monitor, with the assistance of the Debtors, to conduct a claims process (the “**Claims Process**”) with respect to Claims against the Debtors and their present and or former Directors and Officers. The Claims Procedure Order governs the filing and determination of all Claims against the Debtors. **[Sentence to be inserted following the recognition hearing - On June [•], 2023, the U.S. Court entered an order recognizing, enforcing, and approving the Claims Process].**

All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Claims Procedure Order.

The purpose of this Instruction Letter is to provide you with the information required to complete a Proof of Claim in respect of any Claims you may have against any of the Debtors and/or the Directors and Officers. Reference should be made to the Claims Procedure Order for a complete description of the Claims Process. **FOR THE AVOIDANCE OF DOUBT, THE CLAIMS PROCESS APPLIES TO ALL OF THE DEBTORS’ CREDITORS, INCLUDING THOSE LOCATED IN THE UNITED STATES.**

The Claims Procedure Order which can be accessed electronically at <https://www.insolvencies.deloitte.ca/en-ca/pages/Xebec.aspx> on the Monitor’s website, as well as other documents relating to the Claims Process.

Please review these documents carefully.

FILING A PROOF OF CLAIM

The Claims Procedure is intended for any Person with any Claims, other than Excluded Claims, of any kind or nature whatsoever against the Debtors, the Directors or Officers or any of them, whether liquidated, unliquidated, contingent or otherwise. Please review the enclosed material for the complete definitions of “Claim”, “Claims Bar Date”, “D&O Claim”, “Creditor”, “Excluded Claim”, and “Restructuring Claim”, to which the Claims Process applies.

Please note that this form of Proof of Claim is to be used if you have a Claim against any of the Debtors and/or the Directors and Officers.

If you wish to assert a Claim against any of the Debtors or against the Directors and Officers, you must complete, sign and submit a Proof of Claim form to the Monitor. The Monitor must receive the Proof of Claim on or before the Claims Bar Date.

When submitting a Proof of Claim, you must specify which of the Debtors you are asserting your Claim against or that you are asserting a Claim against the Directors and Officers. Where a Claim is asserted against multiple parties, separate Proofs of Claim must be filed in respect of each party against which the Claim is asserted.

When submitting a Proof of Claim, you must provide particulars of your Claim and attach supporting documents. The particulars should succinctly explain the factual and legal basis of your Claim and the supporting documents should include all documents that are necessary to establish the nature, validity and quantum of your Claim.

In the event you should file an appeal application in connection with your Claim, the appeal may be decided on the basis of the documents submitted in support of the applicable Proof of Claim.

ANY PERSON HAVING PREVIOUSLY FILED A PROOF OF CLAIM IN THE CHAPTER 15 CASES MUST FILE A PROOF OF CLAIM IN THE CCAA PROCEEDINGS. ANY PROOF OF CLAIM FILED IN THE CHAPTER 15 CASES WILL NOT BE RECOGNIZED IN THE CCAA PROCEEDINGS.

A completed and signed Proof of Claim may be provided to the Monitor by e-mail at xebec_ccaa@deloitte.ca, courier or registered mail to the address set out below.

PROOF OF CLAIMS MUST BE FILED BEFORE THE CLAIMS BAR DATE

Pursuant to the Claims Procedure Order, any Person wishing to assert a Claim against any of the Debtors or against the Directors and Officers must do so through the Claims Process by filing a Proof of Claim with the Monitor on or before the Claims Bar Date, being 5:00 pm (Montreal time) on July 24, 2023 or, in the case of a Restructuring Claim, the later of (i) thirty (30) days after the date on which the Monitor sends a Claims Package (but only in the event that the Creditor receives a Disclaimer Notice after the date of the Order) or (ii) the Claims Bar Date.

FAILURE BY A CREDITOR TO SUBMIT ITS CLAIM TO THE MONITOR ON OR BEFORE THE CLAIMS BAR DATE WILL RESULT IN SUCH CREDITOR'S CLAIM BEING BARRED AND FOREVER EXTINGUISHED AND PRECLUDE SUCH CREDITOR FROM RECEIVING A POTENTIAL DISTRIBUTION.

FURTHER INFORMATION

If you have any questions regarding the Claims Process or any of the enclosed forms, please contact Deloitte Restructuring Inc.:

Deloitte Restructuring Inc.

Att: Xebec - Claims Process
1190 avenue des Canadiens-de-Montréal
Suite 500, Montréal, QC, H3B 0M7, Canada

Email: xebec_ccaa@deloitte.ca
Tel: 514-393-6722 Toll Free: 1-888-393-6722

Copies of this Instruction Letter, the Claims Procedure Order, the form Proof of Claim and various other relevant documents can be found on the Monitor's website at <https://www.insolvencies.deloitte.ca/en-ca/pages/Xebec.aspx> or obtained by contacting the Monitor at the coordinates indicated above and providing particulars as to your name, address, facsimile number and e-mail address.

Schedule E (Cont'd) - Proof of Claim



<input type="checkbox"/>	U	_____
<input type="checkbox"/>	P	_____
<input type="checkbox"/>	S	_____

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC**
No.: 500-11-061483-224

SUPERIOR COURT
(Commercial Division)

**IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED:**

**FORMERXBC INC. (formerly, XEBEC
ADSORPTION INC.)
11941666 CANADA INC. (formerly, XEBEC
RNG HOLDINGS INC.)
1224933 ONTARIO INC. (formerly,
COMPRESSED AIR INTERNATIONAL INC.)
APPLIED COMPRESSION SYSTEMS LTD.
FORMERXBC HOLDING USA INC.
(formerly, XEBEC HOLDING USA INC.)
ENERPHASE INDUSTRIAL SOLUTIONS
INC.
CDA SYSTEMS, LLC
FORMERXBC ADSORPTION USA INC.
(formerly, XEBEC ADSORPTION USA INC.)
FORMERXBC PENNSYLVANIA COMPANY
(formerly, THE TITUS COMPANY)
FORMERXBC NOR CORPORATION
(formerly, NORTEKBELAIR
CORPORATION)
FORMERXBC FLOW SERVICES –
WISCONSIN INC. (formerly, XBC FLOW
SERVICES – WISCONSIN INC.)
CALIFORNIA COMPRESSION, LLC
- and -
FORMERXBC SYSTEMS USA, LLC
(formerly XEBEC SYSTEMS USA, LLC)**

Debtors/Petitioners

DELOITTE RESTRUCTURING INC.

Monitor

PROOF OF CLAIM

Pursuant to an Order of the Superior Court of Québec issued on May 24, 2023 (the **Claims Procedure Order**), a process was approved for the purpose of identifying, reviewing and determining claims against the Debtors as well as against their Directors and Officers. All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Claims Procedure Order.

Please read the Instruction Letter carefully prior to completing this Proof of Claim.

A. PARTICULARS OF CREDITOR

1) Full legal name of creditor¹: _____
(the “**Creditor**”)

2) Full mailing address of the Creditor:

3) Telephone number of Creditor: _____

4) Facsimile number of Creditor: _____

5) E-mail address of Creditor: _____

6) Attention (contact person): _____

7) Has the Claim been sold or assigned to the Creditor to another party? Yes ___ No ___

8) If yes, please indicate in a separate document the full legal name of any assignor, their full address, email, telephone number as well as the amount of the Claim assigned and the date of assignment

¹ Full legal or corporate name should be the name of the original Creditor, not the Assignee. Do not file separate Proofs of Claim by division of the same Creditor.

B. PARTICULARS OF THE XEBEC GROUP PARTY

Identify the party against which the Claim is asserted (please **SELECT ONLY ONE PER CLAIM**) (A separate Proof of Claim must be filed for each Xebec Group Party against which any Claim is asserted):

Creditor of (x):

- FORMERXBC INC. (formerly, XEBEC ADSORPTION INC.)**
- 11941666 CANADA INC. (formerly, XEBEC RNG HOLDINGS INC.)**
- 1224933 ONTARIO INC. (formerly, COMPRESSED AIR INTERNATIONAL INC.)**
- APPLIED COMPRESSION SYSTEMS LTD.**
- FORMERXBC HOLDING USA INC. (formerly, XEBEC HOLDING USA INC.)**
- ENERPHASE INDUSTRIAL SOLUTIONS INC.**
- CDA SYSTEMS, LLC**
- FORMERXBC ADSORPTION USA INC. (formerly, XEBEC ADSORPTION USA INC.)**
- FORMERXBC PENNSYLVANIA COMPANY (formerly, THE TITUS COMPANY)**
- FORMERXBC NOR CORPORATION (formerly, NORTEKBELAIR CORPORATION)**
- FORMERXBC FLOW SERVICES – WISCONSIN INC. (formerly, XBC FLOW SERVICES – WISCONSIN INC.)**
- CALIFORNIA COMPRESSION, LLC**
- FORMERXBC SYSTEMS USA, LLC (formerly XEBEC SYSTEMS USA, LLC)**

(the entity with an **X** above is hereinafter referred to as the “Xebec Group Party”)

C. PROOF OF CLAIM

I, _____ (Name of Creditor or representative of the Creditor), of _____ (City, Province/State, Country) do hereby certify:

1) That, I (please check one):

____ am the Creditor of the Xebec Group Party; or

____ hold the position of _____ (state position or title) of the Creditor of the Xebec Group Party.

2) The Xebec Group Party was and is indebted to the Creditor as follows²:

i) Claim as at the Determination Date:

Amount of Claim	Currency

Amount unsecured	Amount secured

ii) Restructuring Claim:

Amount of Claim	Currency

Amount unsecured	Amount secured

D. D&O Claim

A Claim which may be brought against Directors and Officers of the Debtors as defined pursuant to paragraph 11.03(1) of the CCAA and the right of a Person against one or more of the Directors and Officers in respect of any debt or obligation of the Directors and Officers.

Amount of Claim	Currency

Description

² Include all Claims that you are asserting against the Xebec Group Party and the applicable currency.

E. PARTICULARS OF A CLAIM AND SUPPORTING DOCUMENTS

Please provide in a separate document all particulars of the Claim including the amount and description of any transactions or agreements giving rise to the Claim as well as a description of the security, if any, granted to the Creditor in respect of the Claim and the estimated value of such security. Please also provide particulars of all credits, discounts, counterclaims or payments to which the Debtor is entitled. If the Claim is contingent or unliquidated, state the basis and provide evidence upon which the claim has been valued.

Please attach all documentation necessary to support the quantum, nature and validity of your Claim, such as invoices, statements of account, affidavits³, agreements, transaction or other documents. In the event you must eventually file an appeal application in connection with your Claim, the appeal may be decided on the basis of the documents submitted in support of the Proof of Claim.

F. FILING OF PROOF OF CLAIM

The duly completed Proof of Claim together with supporting documentation must be returned and received by the Monitor, no later than **5:00 p.m. (Montreal Time) on July 24, 2023** by e-mail or registered mail to the address set out below:

FAILURE TO FILE YOUR PROOF OF CLAIM BY SUCH DATE WILL RESULT IN YOUR CLAIM BEING FOREVER EXTINGUISHED AND BARRED.

Mailing Address:

Deloitte Restructuring Inc., Court-appointed Monitor of the Petitioners
1190 avenue des Canadiens-de-Montréal
Suite 500, Montreal, QC, H3B 0M7, Canada

Attention: Xebec – Claims Process

E-mail: xebec_ccaa@deloitte.ca

G. CERTIFICATION

I hereby certify that:

- I am the Creditor or an authorized representative of the Creditor;
- I have knowledge of all the circumstances connected the Claim asserted pursuant to this Proof of Claim;
- The Creditor asserts this Claim against the Xebec Group Party; and
- Complete documentation in support of this Claim is attached.

DATED at _____ this _____ day of _____, 2023.

(Signature of Witness)

(Signature of individual completing this form)

(Please print name)

(Please print name)

An electronic version of this form is available at
<https://www.insolvencies.deloitte.ca/en-ca/pages/Xebec.aspx>.

³ If you include an affidavit or solemn declaration, it must have been made before a person qualified to take affidavits or solemn declarations.

**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.¹

Chapter 15

Case No. 22-10934 (KBO)

Jointly Administered

Hearing Date: June 7, 2023 at 9:00 a.m. (ET)

Objection Deadline: May 31, 2023 at 4:00 p.m. (ET)

**NOTICE OF THE FOREIGN REPRESENTATIVES' MOTION FOR ENTRY OF AN
ORDER (I) RECOGNIZING AND ENFORCING CLAIMS PROCEDURE ORDER;
AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE THAT FormerXBC Inc. (f/k/a Xebec Adsorption Inc.), (the “**Foreign Representative**” or “**Xebec Adsorption**”) has filed the *Foreign Representatives’ Motion for Entry of an Order (I) Recognizing and Enforcing Claims Procedure Order, and (II) Granting Related Relief* (the “**Motion**”) in the above-captioned chapter 15 cases.

You are required to file a response to the Motion on or before **May 31, 2023 at 4:00 p.m. (ET)**

At the same time, you must also serve a copy of the response upon the Foreign Representative’s attorney:

David M. Klauder, Esquire
BIELLI & KLAUDER, LLC
1204 N. King Street
Wilmington, DE 19801
Phone: (302) 803-4600
Facsimile: (302) 397-2557
Email: dklauder@bk-legal.com

¹ 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.

HEARING ON THE MOTION IS **June 7, 2023 at 9:00 a.m. (ET)** before the Honorable Karen B. Owens at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Wilmington, DE 19801 in Courtroom Number 3.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 24, 2023
Wilmington, Delaware

BIELLI & KLAUDER, LLC

/s/ David M. Klauder

David M. Klauder, Esquire (No. 5769)
1204 N. King Street
Wilmington, Delaware 19801
Phone: (302) 803-4600
Facsimile: (302) 397-2557
Email: dklauder@bk-legal.com

- and -

MCDONALD HOPKINS LLC

David A. Agay
Joshua A. Gadharf
Ashley J. Jericho
300 North LaSalle Street
Suite 1400
Chicago, Illinois 60654
Telephone: (312) 280-0111
Facsimile: (312) 280-8232
Email: dagay@mcdonaldhopkins.com
jgadharf@mcdonaldhopkins.com
ajericho@mcdonaldhopkins.com

Counsel for the Foreign Representative

**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.¹

Chapter 15

Case No. 22-10934 (KBO)

Jointly Administered

CERTIFICATE OF SERVICE

I, David M. Klauder, Esquire, certify that on May 24, 2023, the *Foreign Representatives' Motion for Entry of an Order (I) Recognizing and Enforcing Claims Procedure Order; and (II) Granting Related Relief* was served on the parties on the attached Service List via electronic mail and U.S. First Class mail.

¹ 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.

Dated: May 24, 2023
Wilmington, Delaware

BIELLI & KLAUDER, LLC

/s/ David M. Klauder

David M. Klauder, Esquire (No. 5769)
1204 N. King Street
Wilmington, Delaware 19801
Phone: (302) 803-4600
Facsimile: (302) 397-2557
Email: dklauder@bk-legal.com

- and -

MCDONALD HOPKINS LLC

David A. Agay
Joshua A. Gadharf
Ashley J. Jericho
300 North LaSalle Street
Suite 1400
Chicago, Illinois 60654
Telephone: (312) 280-0111
Facsimile: (312) 280-8232
Email: dagay@mcdonaldhopkins.com
 jgadharf@mcdonaldhopkins.com
 ajericho@mcdonaldhopkins.com

Counsel for the Foreign Representative

SERVICE LIST

Fonds de solidarité FTQ
545 Boul Cremazie Est
Montreal QC H2M 2W4
Canada
sgirard@fondsftq.com

WAGNER EQUIPMENT CO INC.
PO BOX 919000
DENVER CO 80291-9000
UNITED STATES
Cat4power@msn.com

GARDNER DENVER
PO Box 956236
St. Louis MO 63195-6236
UNITED STATES
shawn.boynnton@gardnerdenver.com;
gary.gillespie@gardnerdenver.com

Zeks Compressed Air
1302 Goshen Parkway
West Chester PA 19380
UNITED STATES
ZEKSSalesRegion3@zeks.com

MIDWEST AUTOMATION & CUSTOM
FABRICATION
2100 Wheeler Avenue
Fort Smith AR 72901
UNITED STATES
eric@mwautomation.com

RAYMOND CHABOT GRANT THORNTON
2207, KING STREET WEST, SUITE 350
SHERBROOKE QB J1J 2G2
CANADA
Serban.MirceaLiviu@rcgt.com;
thompson.stephanie@rcgt.com

WHITE & WILLIAMS, LLP
Christopher F. Graham, Esq.
Andrew Arthur, Esq.
7 Times Square, Suite 2900
New York, NY 10036-6524
grahamc@whiteandwilliams.com;
arthura@whiteandwilliams.com

FORUM US INC
10344 Sam Houston Park Drive, Suite 300
Houston TX 77064
UNITED STATES
tiayali.leger@f-e-t.com

Air Products and Chemical
11444 Lackland Rd.
St. Louis MO 63146
UNITED STATES
SHAHB@airproducts.com

L & L FABRICATION, INC
PO BOX 686
DOUGLAS WY 82633
UNITED STATES
kvetter@lnlfab.com

CALGON CARBON CORPORATION USD
P.O. BOX 347037
PITTSBURGH PA 15251-4037
UNITED STATES
ccc.ar@calgoncarbon-us.com

FS ELLIOTT CO., LLC
5710 MELLON ROAD
EXPORT PA 15632
UNITED STATES

BUSCH VACUUM TECHNICS INC.
1740 LIONEL BERTRAND
BOISBRIAND QC J7H 1N7
CANADA
info@busch.ca

ARIEL CORPORATION
35 BLACKJACK ROAD
MT VERNON OH 43050
UNITED STATES
isheppard@ariel.com

CURTIS-TOLEDO, INC.
PO BOX 018048
ST. LOUIS MO 63150-8048
UNITED STATES

A7 INTEGRATION
849, RUE MOELLER
GRANBY QC J2J 2R1
CANADA
souellet@a7integration.com

SCHOLER INDUSTRIEL INC.
1650 BOUL. INDUSTRIEL
MAGOG QC J1X 4V9
CANADA
mail@scholer-industriel.com

INDUSTRIAL PIPING SPECIALISTS INC
PO Box 581270
Tulsa OK 74158
UNITED STATES
bsims@ipipes.com

AP INTERNATIONAL INC. CAD
207-28 CHEMIN DE LA COTE-SAINT-LOUIS
WEST
BLAINVILLE QC J7C 1B8
CANADA
payables@apinternational.ca

Rotary Compression Technologies Inc.
O/A LeRoi Gas Compressors
211 East Russell Road
Sidney OH 45365
UNITED STATES

W.R. GRACE & CO - CONN.
16335 COLLECTIONS CENTER DRIVE
CHICAGO IL 60693
UNITED STATES
OrderFulfillmentNA.MT@grace.com

National Bank of Canada c/o Isabelle Desharnais and
Kevin Mailloux
1000 De La Gauchetière Street West, Suite 900
Montreal QC H3B 5H4
CANADA
IDesharnais@blg.com; KMailloux@blg.com

Export Development Canada c/o Andrew Rosenblatt
1301 Avenue of the Americas
New York NY 10019-6022
UNITED STATES
andrew.rosenblatt@nortonrosefulbright.com

Office of the United States Trustee c/o Timonty J. Fox,
Jr.
844 King Street, Suite 2207
Wilmington DE 19801
UNITED STATES
timothy.fox@usdoj.gov

Landis Rath & Cobb LLP
Matthew B. McGuire, Esq.
Matthew R. Pierce, Esq.
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Email: mcguire@lrclaw.com

ORRICK, HERRINGTON & SUTCLIFFE LLP
Raniero D'Aversa, Esq.
Evan C. Hollander, Esq.
51 West 52nd Street
New York, New York 10019-6142
rdaversa@orrick.com
ehollander@orrick.com

KLEHR HARRISON HARVEY BRANZBURG
LLP

Richard M. Beck, Esq.
Domenic E. Pacitti, Esq.
Sally E. Veghte, Esq.
919 N. Market Street, Suite 1000
Wilmington, Delaware 19801
rbeck@klehr.com
dpacitti@klehr.com
sveghte@klehr.com

COUSINS LAW LLC
Scott D. Cousins, Esq.
Scott D. Jones, Esq.
Brandywine Plaza West
1521 Concord Pike, Suite 301
Wilmington, DE 19803
Scott.cousins@cousins-law.com
Scott.jones@cousins-law.com

KOHNER, MANN & Kalilis, S.C.
Attn: Samuel C. Wisotzkey, Esq.
Washington Building
Barnabas Business Center
4650 North Port Washington Rd.
Milwaukee, WI 53212
swisotzkey@kmksc.com

BLANK ROME LLP
B. Nelson Sproat, Esq.
1201 Market Street, Suite 800
Wilmington, DE 19801
Nelson.sproat@blankrome.com

BLANK ROME LLP
Michael B. Schaedle, Esq.
One Logan Square
130 North 18th Street
Philadelphia PA, 19103
Mike.schaedle@blankrome.com

DUANE MORRIS LLP
Lawrence J. Kotler, Esquire
30th South 17th Street
Philadelphia, PA 19103
ljkotler@duanemorris.com

MILLER, CANFIELD, PADDOCK AND STONE
LLP

Stephen S. LaPlante, Esq.
Marc N. Swanson, Esq.
150 W. Jefferson Avenue, Suite 2500
Detroit, MI 48226
laplante@millercanfield.com
swansonm@millercanfield.com

COLE SCHOTZ P.C.
Patrick J. Reilley, Esq.
500 Delaware Ave., Suite 1410
Wilmington, DE 19801
preilley@coleschotz.com

COLE SCHOTZ P.C.
Stuart Komrower, Esq.
25 Main Street
Hackensack, NJ 07601
skromrower@coleschotz.com

OSLER, HOSKIN & HARCOURT LLP
Julien Morissette, Esq.
Sandra Abitan, Esq.
1000 Rue De La Gauchetière 0 #2100
Montréal, QC H3B 4W5, Canada
JMorissette@osler.com
sabitan@osler.com

HUSCH BLACKWELL LLP
Randall A. Rios, Esq.
600 Travis Street, Suite 2350
Houston, TX 77002
Randy.rios@huschblackwell.com

WHITE & WILLIAMS, LLP
Rochelle Gumapac, Esq.
600 N. King Street, Suite 800
Wilmington, DE 19801-3722
gumapacr@whiteandwilliams.com

NELSON MULLINS RILEY &
SCARBOROUGH LLP
Rachel Sternlieb, Esq.
1400 Wewatta Street, Suite 500
Denver, CO 80202
rachel.sternlieb@nelsonmullins.com

BAYARD, P.A.
Daniel N. Brogan, Esq.
Gregory J. Flasser, Esq.
600 North King Street, Suite 400
Wilmington, DE 19801
dbrogan@bayardlaw.com
gflasser@bayardlaw.com

NELSON MULLINS RILEY &
SCARBOROUGH LLP
Lee B. Hart, Esq.
Atlantic Station
201 17th Street NW, Suite 1700
Atlanta, GA 30363
lee.hart@nelsonmullins.com

SULLIVAN HAZELTINE ALLINSON LLC
William D. Sullivan, Esq.
919 North Market Street, Suite 420
Wilmington, DE 19801
bsullivan@sha-llc.com