

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

XEBEC HOLDING USA INC., *et al.*,

Debtors in a foreign proceeding.¹

Chapter 15

Case No. 22-10934 (KBO)

Joint Administration Requested

**ORDER (A) SCHEDULING RECOGNITION HEARING AND
(B) SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Upon the motion (the “**Motion**”)² of Xebec Adsorption Inc., in its capacity as the duly-appointed foreign representative (the “**Foreign Representative**”) for the above-captioned debtors (collectively, the “**Debtors**”), for entry of an order pursuant to sections 105(a), 1514, and 1515 of the Bankruptcy Code and Bankruptcy Rules 2002 and 9007, (a) scheduling a hearing to consider the recognition of the Canadian Proceeding as a foreign main proceeding under Chapter 15 of the Bankruptcy Code (the “**Recognition Hearing**”) and (b) approving the form and manner of service of notice, substantially in the form annexed to this order as **Exhibit 1**, of certain Chapter 15 filings and the Recognition Hearing (the “**Recognition Hearing Notice**”); the Court having found that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P), (c) venue is proper in this district pursuant to 28 U.S.C. § 1410, (d) the Chapter 15 Cases have

¹ The Debtors in the chapter 15 proceedings and the last four digits of their federal tax identification numbers are: Xebec Adsorption Inc. (0228), Xebec RNG Holdings Inc. (N/A), Applied Compression Systems Ltd. (N/A), Compressed Air International Inc. (N/A), Xebec Holding USA Inc. (8495), Enerphase Industrial Solutions Inc. (1979), CDA Systems, LLC (6293), Xebec Adsorption USA, Inc. (0821), The Titus Company (9757), Nortekbelair Corporation (1897), XBC Flow Services – Wisconsin Inc. (7493), California Compression, LLC (4752), and Xebec Systems USA LLC (4156). The location of the Debtors’ corporate headquarters and the Debtors’ foreign representative is: 700-1130 Sherbrooke Street West, Montréal, Québec H3A 2M8.

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Motion.

been properly commenced by the duly appointed Foreign Representative, and (e) due and sufficient notice of the Motion has been given and no other or further notice need be provided; upon consideration of the *Declaration of Jim Vounassis in Support of Petitions Under Chapter 15 for Order Granting Recognition of Foreign Main Proceeding and Other Related Relief* [Docket No. 3] and the *Declaration of Sandra Abitan Regarding Determination of Foreign Law* [Docket No. 4], each filed contemporaneously with the Motion; it appearing that the relief requested in the Motion is in the best interest of the Debtors and other parties in interest in the Chapter 15 Cases; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is GRANTED as set forth herein.
2. The Recognition Hearing is scheduled for November 1, 2022 at 9:30 a.m. (prevailing Eastern time).
3. The date and time of the Recognition Hearing may be adjourned or continued to a subsequent date without further notice except for an “in court” announcement at the Recognition Hearing or a filing on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.
4. The Recognition Hearing Notice in the form attached to this order as **Exhibit 1** is approved.
5. The Foreign Representative will serve, or cause to be served, copies of the Chapter 15 Documents by hand delivery, overnight courier, or domestic or foreign mail, first-class postage prepaid or, for entities with addresses that are not in the United States, by electronic mail, upon the following entities or their counsel, if known (collectively, the “**Notice Parties**”): (a) the Office of the United States Trustee for the District of Delaware; (b) all parties to litigation in which any Foreign Debtor is a party and that is pending in the United States as of the date that the Chapter

15 Petitions were filed; (c) all entities against whom provisional relief is sought; (d) the 20 largest unsecured creditors of the Debtors in these cases; (e) the Debtors; (f) all other parties that have requested notice in these cases, no later than two (2) business days after entry of this order.

6. If any entity files a notice of appearance in the Chapter 15 Cases after the initial service of the Recognition Hearing Notice, the Foreign Representative will serve, or cause to be served, the Chapter 15 Documents and any subsequent, relevant notices upon such entity no later than five (5) days after the filing of such notice of appearance, if such documents have not been already served on such entity (or its counsel).

7. Any subsequent notice in the Chapter 15 Cases will be served on the Foreign Representative, the Notice Parties, and any other entity that files a notice of appearance in the Chapter 15 Cases, unless otherwise directed by the Court, in accordance with Bankruptcy Rule 2002(q) or as otherwise required by the Bankruptcy Code, Bankruptcy Rules, or any order entered in the Chapter 15 Cases by the Bankruptcy Court.

8. Service of the Chapter 15 Documents, in accordance with this order is approved as adequate, due, and sufficient on all interested parties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

9. Prior to serving the Recognition Hearing Notice, the Foreign Representative may complete any missing dates and other information, correct any typographical errors, conform the provisions regarding the Recognition Hearing Notice to the provisions of this order, and make such other and further non-substantive changes as the Foreign Representative deems necessary or appropriate.

10. Any responses, answers, or objections to the requested recognition of the Canadian Proceeding as the foreign main proceeding, related relief, or other papers filed in connection

therewith must (a) be in writing, (b) set forth in detail the factual and legal bases therefor, (c) be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (d) be served upon counsel for the Foreign Representative, McDonald Hopkins LLC, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654, Attn: David A. Agay, dagay@mcdonaldhopkins.com, and Bielli & Klauder, LLC, 1204 North King Street, Wilmington, Delaware 19801, Attn: David M. Klauder, dklauder@bk-legal.com, so as to be received on or before October 25, 2022 at 4:00 p.m. (prevailing Eastern time).

11. The requirements of section 1514(c) of the Bankruptcy Code are waived or otherwise deemed inapplicable to the Chapter 15 Cases.

12. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted by this order.

13. The Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this order.

14. Notwithstanding any applicability of any Bankruptcy Rules or Local Rules, the terms and conditions of this order shall be immediately effective and enforceable upon its entry and shall constitute a final order within the meaning of 28 U.S.C. § 158(a).

Dated: October 3rd, 2022
Wilmington, Delaware

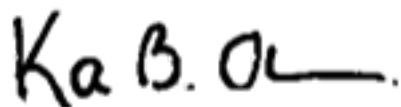

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Proposed Form of Notice

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

XEBEC HOLDING USA INC., *et al.*,

Debtors in a foreign proceeding.¹

Chapter 15

Case No. 22-10934 (KBO)

Joint Administration Requested

NOTICE OF (A) FILING OF CHAPTER 15 PETITIONS AND RELATED CHAPTER 15 DOCUMENTS SEEKING RECOGNITION OF CANADIAN PROCEEDING AS THE FOREIGN MAIN PROCEEDING AND (B) RECOGNITION HEARING

PLEASE TAKE NOTICE that on September 30, 2022 (the “**Petition Date**”), Xebec Adsorption Inc., as the duly authorized foreign representative (the “**Foreign Representative**”) with respect to the foreign proceeding, Case No. 500-11-061483-224 (the “**Canadian Proceeding**”), commenced by Xebec Adsorption Inc., Applied Compression Systems Ltd., Compressed Air International Inc., Xebec Holding USA Inc., Enerphase Industrial Solutions Inc., CDA Systems, LLC, Xebec Adsorption USA, Inc., The Titus Company, Nortekbelair Corporation, XBC Flow Services – Wisconsin Inc., California Compression, LLC, and Xebec Systems USA LLC (collectively, the “**Debtors**”) in the Superior Court of Canada in the Province of Québec, District of Montréal (the “**Canadian Court**”) for which an order was entered recognizing their application on September 29, 2022, pursuant to the Companies’ Creditors Arrangement Act, R.S.C. 1985, c-36 (as amended, the “**CCAA**”), filed an *Official Form 401 Petition* for each of the Debtors [Docket No. 1 in each of the Chapter 15 Cases (as defined herein)] (collectively, the “**Chapter 15 Petitions**”) under chapter 15 of title 11 of the United States Code (the “**Bankruptcy Code**”) commencing this proceeding ancillary to the Canadian Proceeding (collectively, the “**Chapter 15 Cases**”), and also the *Motion for Recognition of Foreign Main Proceeding and Request for Certain Related Relief* [Docket No.7] (the “**Recognition Motion**”) seeking recognition of the Canadian Proceeding as a foreign main proceeding within the meaning of chapter 15 of the Bankruptcy Code. A true and correct copy of the Chapter 15 Petitions and the Recognition Motion (without duplication) [are attached to this Notice as **Exhibit A** and **Exhibit B**, respectively].

PLEASE TAKE FURTHER NOTICE that copies of the Chapter 15 Petitions and related filings in the Chapter 15 Cases are also available (a) on the Bankruptcy Court’s Electronic Case Filing System, which can be accessed from the Bankruptcy Court’s website at <http://www.ecf.deb.uscourts.gov> (a PACER login and password are required) or (b) upon written

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request (including by e-mail) to counsel to the Foreign Representative, McDonald Hopkins LLC, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654, Attn: David A. Agay, dagay@mcdonaldhopkins.com.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court scheduled a hearing for November 1, 2022 at 9:30 a.m. (prevailing Eastern time) before the Honorable Karen B. Owens (the “**Recognition Hearing**”) on the Chapter 15 Petitions to consider the recognition of the Canadian Proceeding as a foreign main proceeding and give full force and effect to orders entered in the Canadian Proceeding and related relief in accordance with the relief requested in the Recognition Motion.

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to submit a response, answer, or objection to the Chapter 15 Petitions or Recognition Motion must do so pursuant to the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and such response, answer, or objection must (a) be in writing, (b) set forth in detail the factual and legal bases therefor, (c) be filed with the Office of the Clerk of the Court, 824 Market Street, Wilmington, Delaware 19801, and (d) be served upon counsel for the Foreign Representative, McDonald Hopkins LLC, 300 North LaSalle Street, Suite 1400, Chicago, Illinois 60654, Attn: David A. Agay, dagay@mcdonaldhopkins.com, and Bielli & Klauder, LLC, 1204 North King Street, Wilmington, Delaware 19801, Attn: David M. Klauder, dklauder@bk-legal.com, so as to be received **on or before** October 25, 2022 at 4:00 p.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to the Chapter 15 Petition or the Foreign Representative’s request for relief in the Recognition Motion must appear at the Recognition Hearing at the time and place set forth herein, which may be adjourned from time to time without further notice except for an “in court” announcement at the Recognition Hearing or a filing on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.

PLEASE TAKE FURTHER NOTICE that unless later ordered by the Bankruptcy Court, any claims process for the Debtors will occur as part of the Canadian Proceeding and not in connection with the Chapter 15 Cases.

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED BY THE FOREIGN REPRESENTATIVE WITHOUT FURTHER NOTICE OR HEARING.

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Dated: September 30, 2022
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 (*pro hac vice* admission pending)

Joshua A. Gadharf (*pro hac vice* admission pending)

Ashley J. Jericho (*pro hac vice* admission pending)

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Counsel for the Foreign Representative

EXHIBIT A TO NOTICE
(Chapter 15 Petitions)

[To be attached for service]

EXHIBIT B TO NOTICE
(Recognition Motion)

[To be attached for service]