

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

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| In re: | § | Case No. _____ |
| INNOVA GLOBAL LTD. | § | |
| Debtor in a foreign proceeding. | § | Chapter 15 |
| | § | Joint Administration Pending |
| In re: | § | Case No. _____ |
| INNOVA GLOBAL OPERATING LTD., | § | |
| Debtor in a foreign proceeding. | § | Chapter 15 |
| | § | Joint Administration Pending |
| In re: | § | Case No. _____ |
| INNOVA GLOBAL LIMITED PARTNERSHIP, | § | |
| Debtor in a foreign proceeding. | § | Chapter 15 |
| | § | Joint Administration Pending |
| In re: | § | Case No. _____ |
| 1938247 ALBERTA LTD., | § | |
| Debtor in a foreign proceeding. | § | Chapter 15 |
| | § | Joint Administration Pending |
| In re: | § | Case No. _____ |
| INNOVA GLOBAL HOLDINGS LIMITED PARTNERSHIP, | § | |
| Debtor in a foreign proceeding. | § | Chapter 15 |
| | § | Joint Administration Pending |
| In re: | § | Case No. _____ |
| INNOVA GLOBAL INC., | § | |
| Debtor in a foreign proceeding. | § | Chapter 15 |
| | § | Joint Administration Pending |

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| In re: | § | Case No. _____ |
| INNOVA GLOBAL LLC, | § | |
| | § | Chapter 15 |
| Debtor in a foreign proceeding. | § | Joint Administration Pending |
| | § | |
| In re: | § | Case No. _____ |
| BRADEN MANUFACTURING, L.L.C. | § | |
| | § | Chapter 15 |
| Debtor in a foreign proceeding. | § | Joint Administration Pending |
| | § | |

UNSWORN DECLARATION UNDER PENALTY OF PERJURY OF RECEIVER

My name is Paul J. Darby. I am a Senior Vice President at PricewaterhouseCoopers Inc., LIT, 111-5th Avenue SW, Suite 3100, Calgary AB T2P 5L3, Canada. PricewaterhouseCoopers Inc., LIT, (“PWC”) is the court-appointed receiver (the “**Receiver**”) of (1) Innova Global Ltd., (2) Innova Global Operating Ltd., (3) Innova Global Limited Partnership, (4) 1938247 Alberta Ltd., (5) Innova Global Holdings Limited Partnership, (6) Innova Global Inc. (formerly AEM Emissions Management Inc., formerly ATCO Emissions Management Inc.), (7) Innova Global LLC (formerly AEM Noise Management LLC, formerly ATCO Noise Management LLC), and (8) Braden Manufacturing, L.L.C. (collectively, “**Innova**” or “**Debtors**”) based upon the Receivership Order dated April 1, 2019, entered by the Court of Queen’s Bench of Alberta in the Judicial Centre of Calgary, Canada Court File No. 1901-04589 (the “**Canadian Court**” and the “**Canadian Proceedings**”) under Canada’s Bankruptcy and Insolvency Act.

1. I am a chartered professional accountant, a chartered insolvency and restructuring professional, and a licensed insolvency trustee in Canada. I have twenty years of experience serving in a capacity as Canadian receiver and monitor in connection with Canadian insolvency cases. I am currently serving as court-appointed monitor and foreign representation in the Sarjel

Chapter 15 case pending in the United States Bankruptcy Court for the Western District of Texas.

2. As Receiver, I have investigated the business and affairs of the debtors to the best of my ability since my engagement on this case, and make this declaration based on that investigation. I have read the *Receiver's Emergency Ex Parte Application For Temporary Restraining Order And Relief Pursuant To Sections 105(A) And 1519 Of The Bankruptcy Code* and I believe the facts alleged herein to be true and correct to the best of my knowledge based on my investigation.

3. Contemporaneously herewith, as foreign representative, I have caused to be filed Official Form 401 Chapter 15 petitions for each of the Debtors in the above-referenced cases.

4. As foreign representative for the Debtors in these Chapter 15 cases, I seek recognition of the Canadian Proceedings as the foreign main proceedings for the Debtors; alternatively, as foreign non-main proceedings.

5. Pending recognition of the Canadian Proceedings, I seek provisional relief under Section 1519 of the United States Bankruptcy Code to enjoin collection efforts against the asset of the Debtors.

6. The Debtors are in the business of project construction, engineering and related services to clients in multiple jurisdictions around the world. Their operations can roughly be divided into the following five (5) divisions:

- Noise Management (“**Noise**”): Provides industrial noise management solutions for permanent and temporary industrial facilitates and field equipment. Noise is based in Calgary, Alberta, with sale offices throughout the US and Canada and performs work on a worldwide basis;

- Environmental Services (“**ES**”): provides environmental solutions to meet air emissions, regulator, and performance standards as well as other services and solutions to the gas turbine industry. ES is based in Ontario and Oklahoma, and carries on operations under Braden Manufacturing LLC;
- Heat Recovery Steam Generator (“**HRSG**”): develops systems that recover heat from hot gas steam and is based in Minnesota;
- St. George Steel (“**SGS**”): is a standalone fabricator for large-scale projects;
- Braden Europe (“**BEUR**”): designs, manufactures and installs and retrofits auxiliary equipment for gas turbines in the European marketplace.

7. There are five Canadian Debtors and three U.S. subsidiaries that are the subject of the receivership. To my knowledge, all of the directors of the Debtors are Canadian residents. All of the directors have resigned.

8. The Debtors are managed primarily out of Canada, although business between the US and Canada is intertwined. The majority of the Treasury functions for all of the Debtors are operated out of Canada.

9. The majority of Canadian employees have been terminated. US employees are uncertain whether they will be paid, and the Receiver has neither terminated US employees nor asked US employees to work because of uncertainty whether the Receiver’s authority will be recognized in the US.

10. The Calgary staff processes payroll for all the Debtors.

11. The majority of the bank accounts for the Debtors are in Canada.

12. The Receiver intends to conduct an orderly liquidation of the Debtors’ assets, but may need to operate on a partial, temporary basis to protect and preserve assets. Because of the

resignation of directors, the Receiver seeks an Order from this Court recognizing the Receiver's authority in the US. The Receiver seeks immediate authority from the Court to deal with the US operations with respect to employees, contractors, vendors, creditors, etc. and the temporary management of on-going projects and ultimately wind down the business.

13. The Receiver also seeks a stay of action against the Debtors and their assets. I am concerned that, in the absence of the requested injunctive relief and recognition in the United States of the Receivership Order entered in the Canadian Proceedings, the Debtors may suffer immediate and irreparable harm in that creditors may begin a "race to the courthouse" and/or other self-help collection efforts resulting in a piecemeal distribution of assets rather than an orderly liquidation.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

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Executed this 3rd day of April, 2019

By: 

Receiver and Foreign Representative