

Fill in this information to identify the case:

Debtor 1 <u>Blue Earth, Inc.</u>
Debtor 2 (Spouse, if filing)
United States Bankruptcy Court <u>Northern District of California</u>
Case number: <u>16-30296</u>

FILED
 U.S. Bankruptcy Court
 Northern District of California
 5/16/2016
 Edward J. Emmons, Clerk

**Official Form 410
 Proof of Claim**

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>ATCO Emissions Management</u>	
	Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
	<u>ATCO Emissions Management</u>	<u>ATCO Emissions Management</u>
	Name	Name
	<u>Julie E. Oelsner, Gary L. Braddus Weintraub Tobin 400 Capitol Mall, 11th Floor Sacramento, CA 95814</u>	<u>1243 McKnight Blvd. N.E. Calgary Alberta, T2E 5T1 CANADA,</u>
	Contact phone <u>916-558-6059</u>	Contact phone <u>1.403.292.7691</u>
Contact email <u>joelsner@weintraub.com</u>	Contact email <u>Rob. Martin@innova-gl.com</u>	
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



Part 2: Give Information About the Claim as of the Date the Case Was Filed

<p>6. Do you have any number you use to identify the debtor?</p>	<p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: <u>6030</u></p>
<p>7. How much is the claim?</p>	<p>\$ <u>134400.00</u></p> <p>Does this amount include interest or other charges? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).</p>
<p>8. What is the basis of the claim?</p>	<p>Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as healthcare information.</p> <p><u>Goods sold</u></p>
<p>9. Is all or part of the claim secured?</p>	<p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.</p> <p>Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i>. <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____</p> <p>Basis for perfection: _____</p> <p>Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)</p> <p>Value of property: \$ _____</p> <p>Amount of the claim that is secured: \$ _____</p> <p>Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)</p> <p>Amount necessary to cure any default as of the date of the petition: \$ _____</p> <p>Annual Interest Rate (when case was filed) _____ %</p> <p><input type="checkbox"/> Fixed <input type="checkbox"/> Variable</p>
<p>10. Is this claim based on a lease?</p>	<p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____</p>
<p>11. Is this claim subject to a right of setoff?</p>	<p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____</p>

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?	<input checked="" type="checkbox"/> No	
	<input type="checkbox"/> Yes. Check all that apply:	Amount entitled to priority
A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.	<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
	<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
	<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
	<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
	<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(_) that applies	\$ _____
* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.		

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this Proof of Claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this Proof of Claim and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 5/16/2016
MM / DD / YYYY

/s/ Julie E. Oelsner _____

Signature

Print the name of the person who is completing and signing this claim:

Name Julie E. Oelsner

Title Attorney/Of Counsel
First name Middle name Last name

Company Weintraub Tobin

Address 400 Capitol Mall, 11th Floor
Identify the corporate servicer as the company if the authorized agent is a servicer

Sacramento, CA 95814
Number Street

joelsner@weintraub.com
City State ZIP Code

Contact phone 916-558-6059 Email

ATCO Emissions Management,
 a division of ATCO Structures & Logistics Ltd.
 1243 McKnight Blvd. N.E.
 Calgary, AB T2E 5T1
 Canada
 Phone: 403-292-7802
 Fax: 403-662-8497



INVOICE

Please reference the following invoice number when paying invoice.

Date 29-SEP-2014	Client Number 76030	Invoice Number 544800000001219
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SOLD TO: BLUE EARTH INC 4778 N 300 W SUITE 230 PROVO UT 84604	SHIP TO: BLUE EARTH INC 192058 RANGE ROAD 150 BROOKS AB T1R 1B7
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Attention MR ROB POTTS	Payment Due By 29-SEP-2014	GST Registration Number R139829394
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Customer Purchase Order Number CLIENT EMAIL AND EXECUTED ATCO CO	FOB Point	Project Number NC10300	Shipping Date 30-JUN-2014
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Description	Amount
1. PHASE 1 OF BROOKS CH&P	32,000.00
2. PHASE 2 OF BROOKS CH&P	96,000.00

Terms:
 1. Net cash on Receipt of invoice unless otherwise stated.
 2. Permission must be obtained before returning merchandise
 3. Interest on past due accounts will be charged at the rate of 1.5% per month (18% per annum) on the outstanding balance.

PLEASE SEND CHEQUES TO:
ATCO Structures & Logistics Ltd
C/O Administration Office
115 Peacekeepers Drive SW
Calgary, AB T3E 7X4
Canada

Subtotal	128,000.00
Less Holdback	0.00
Subtotal	128,000.00
CA GST Tax	6,400.00
Canadian Dollar Total	134,400.00

CHANGE ORDER (FCO)

CUSTOMER NAME	PROJECT NAME	ATCO PROJECT #	DATE ISSUED	CO #
Blue Earth Inc.	Brooks Cogeneration Plant	10300	14-03-25	
CONTRACTOR NAME	SUBCONTRACT OR P.O. #	PREPARED BY	EFFECTIVE DATE	COP #
ATCO Emissions Management		Denise LeClaire	25-Mar-14	

DESCRIPTION OF CHANGE

Agreement at meeting on March 25, 2014 to proceed to Phase 2 FEED to do sufficient engineering to provide a cost estimate to +/- 10%.

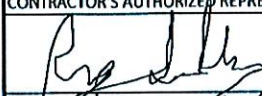
CHANGE ORDER COST		SCHEDULE IMPACT	
FIRM <input checked="" type="checkbox"/>	T&M <input type="checkbox"/>	ADDITIONAL WORK START DATE	25-Mar-14
MATERIALS		ADDITIONAL WORK FINISH DATE	TBD
LABOUR		ORIGINAL SUBCONTRACT FINISH DATE	TBD
EQUIPMENT		NET CHANGE FROM PREVIOUS CHANGE ORDERS	_____ DAYS
OTHER	\$ 96,000.00	SCHEDULE EXTENSION ALLOWED FOR THIS CHANGE ORDER	_____ DAYS
SUBTOTAL	\$ 96,000.00	NEW SUBCONTRACT FINISH DATE	TBD
SALES/USE TAX			
NOT-TO-EXCEED COST	\$ 96,000.00		
ORIGINAL SUBCONTRACT PRICE	\$ 32,000.00	PAYMENT TERMS	30 days net
NET VALUE OF PRECEDING CHANGE ORDERS		DAILY COST SHEET APPROVAL BY ATCO	<input checked="" type="checkbox"/> (Y/N)
VALUE OF THIS CHANGE ORDER	\$ 96,000.00	REQUIRED?	
CURRENT NOT-TO EXCEED SUBCONTRACT PRICE	\$ 128,000.00		

COMMENTS / ATTACHMENTS

Completion date for FEED study to be based on schedule and commissioning date for the simple cycle power plant in late October and/or November, 2014.

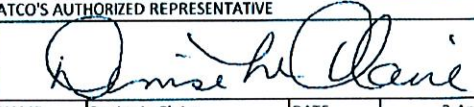
APPROVALS

CONTRACTOR'S AUTHORIZED REPRESENTATIVE



NAME: Ray Lundberg DATE: 2-Apr-14

ATCO'S AUTHORIZED REPRESENTATIVE



NAME: Denise LeClaire DATE: 2-Apr-14

BY SIGNING THIS DOCUMENT, ATCO AGREES TO PAY FOR THE WORK DESCRIBED UP TO THE NO-TO-EXCEED COST SHOWN AND GRANT THE SCHEDULE EXTENSION SHOWN. BY SIGNING THIS DOCUMENT, CONTRACTOR AGREES TO PERFORM THE WORK DESCRIBED HEREIN UNDER THE TERMS OF THE REFERENCED PURCHASE ORDER OR SUBCONTRACT. CHARGES FOR WORK PERFORMED ON A TIME AND MATERIALS BASIS WILL BE SUPPORTED WITH INVOICES AND TIMESHEETS WHICH ATCO MAY REQUEST BE APPROVED ON A DAILY BASIS AS PER ABOVE.

