CANADA

SUPERIOR COURT
Commercial Division

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-055629-188

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

2964-3277 QUEBEC INC.

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

OHIO RACK INC.

Mise-en-cause

MOTION FOR THE ISSUANCE OF AN APPROVAL AND VESTING ORDER WITH RESPECT TO THE SALE OF RACKING EQUIPMENT
(Section 65.13(1) of the *Bankruptcy and Insolvency Act*)

TO THE HONOURABLE CHANTAL TREMBLAY, J.S.C., OR ANOTHER ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN THE COMMERCIAL DIVISION FOR THE DISTRICT OF MONTREAL, IN SUPPORT OF ITS MOTION FOR THE ISSUANCE OF AN APPROVAL AND VESTING ORDER WITH RESPECT TO THE SALE OF RACKING EQUIPMENT (THE "MOTION") THE DEBTOR RESPECTFULLY SUBMITS:

1. For the reasons further described herein, 2964-3277 Quebec Inc., d.b.a. Carpet Art Deco ("**Art Deco**" or the "**Debtor**") hereby seeks this Honourable Court's approval for the ongoing and recurrent sale of racking equipment to the Mise-en-cause Ohio Racks Inc. ("**Ohio**" or the "**Purchaser**"), pursuant to the terms of the draft order communicated herewith as **Exhibit R-1** (the "**Draft Order**");

2. Richter Advisory Group Inc. ("**Richter**" or the "**Trustee**") will file a report prior to the hearing on the present Motion (the "**Fifth Report**");

A. INTRODUCTION AND BACKGROUND

3. On November 29, 2018, the Debtor filed a Notice of Intention to file a Proposal (the "**NOI**") pursuant to Section 50.4(1) of the *Bankruptcy and Insolvency Act,* R.S. C. 1985, c. B.-3, as amended (the "**BIA**"), and Richter was appointed as Trustee under the NOI;

4. On or about November 29, 2018, Art Deco, with the assistance of Richter, initiated a sale, investment and solicitation process by which Art Deco solicited offers from any party interested in acquiring its business and/or assets (the "**SISP**");

5. Art Deco's objective was to proceed with a transaction with an interested party and seek the consent of its two major secured creditors, namely the Canadian Imperial Bank of Commerce ("**CIBC**") and the Business Development Bank of Canada ("**BDC**"), as well as the authorization of this Honourable Court to proceed with an eventual transaction;

6. On December 10, 2018 the Debtor filed a motion entitled Motion for the Issuance of an Order for an Administrative Charge, a Directors and Officers Charge, a Key Employee Incentive Program and Other Remedies (the "**Charge and KEIP Motion**"). The Charge and KEIP Motion was granted by this Honourable Court on December 13, 2018, as appears from the Court records;

7. On December 12, 2018, the Debtor filed a motion entitled *Motion for the Extension of the Delay to File a Proposal* (the "**First Stay Extension Motion**"). On December 14, 2018, the Trustee filed its Second Report in support of the Stay Extension Motion ("**Second Report**"). The Stay Extension Motion was granted by this Honourable Court on December 17, 2018, as appears from the Court records and the delay to file a proposal was extended to January 29, 2019;

8. In the context of the SISP, Art Deco received some offers. Following an analysis of the received offers, the Debtor, the CIBC, the BDC and the Trustee agreed that the most advantageous offer for the sale of the inventory, Intellectual Property and collection of receivables was the offer submitted by Gordon Brothers Canada ULC (the "**GB Offer**") and on January 11, 2019, Gordon Brothers ULC ("**GB**") and the Debtor executed an agreement (the **"GB Agreement"**) which sets out the terms and conditions of the services to be provided by GB, namely to assist the Debtor in the liquidation of its short term assets and Intellectual Property (accounts receivable, inventory and intellectual property) to the express exclusion of the universality of its equipment, Machinery, tools, office furniture and vehicles (the "**Equipment**"), on which BDC has first ranking security;

9. As the GB Agreement is subject to this Honourable Court's approval, on January 11, 2019, the Debtor filed a motion entitled *Motion for the Approval of a Consulting Agreement* (the "**Consulting Agreement Motion**"), which was supported by the Trustee's third report. The Consulting Agreement Motion was granted by this Honourable Court on January 14, 2019 (the "**GB Consulting Agreement Order"**);

10. On January 23, 2019, the Debtor filed a motion entitled *Second Motion for the Extension of the Delay to File a Proposal* (the "**Second Stay Extension Motion**"). On that same day, the Trustee filed its fourth report in support of the Second Stay Extension Motion ("**Fourth Report**"). The Second Stay Extension Motion was granted by this Honourable Court on January 25, 2019, as appears from the Court records and the delay to file a proposal was extended to March 8, 2019. Due to the Court and the parties availabilities for a hearing, this delay was extended by this Honourable Court to March 13, 2019 by order dated February 28, 2019 (the "**Delay**");

11. On March 11, 2019, the Debtor filed the *Third Motion for the Extension of the Delay to File a Proposal* (the "**Third Stay Extension Motion**") requesting an extension of the delay to file a proposal to April 26, 2019;

B. SALE OF THE RACKING EQUIPMENT

12. The Debtor is actively in the process of liquidating 10 130 Units of 48 x 48 Used All Steel Racks Poles Wire Deck with 4 removable posts 61 (the "**Racking Equipment**");

13. The Racking Equipment, also referred to as movable packing racking or metal pallets, is used by Art Deco to store and manipulate the carpets while they are in the warehouses;

14. Ohio acts as a trader specializing in trading racks;

15. Ohio and the Debtor have been doing business for many years prior to the Debtor's NOI, as Ohio has been the Debtor's main racking supplier;

16. In fact, the Racking Equipment sold, currently being sold or to be sold by the Debtor to Ohio was in the past supplied to the Debtor by Ohio;

17. Before the NOI and as early as October 2018, the Debtor and Ohio have agreed that all the Racking Equipment sold to Art Deco by Ohio was subject to repurchase by Ohio (the "**Repurchase Agreement**");

18. Pursuant to the Repurchase Agreement, Art Deco had already resold Racking Equipment to Ohio prior to the NOI at the price of $50US per unit, whereas it had purchased said Racking Equipment from Ohio in the past for the price of $65US per unit, the whole as appears from Art Deco's invoices, Ohio's invoice and excel spreadsheet report, communicated herewith *en liasse* as **Exhibit R-2**;

19. Having made sure that the price provided for in the Repurchase Agreement ($50US per unit), which represents more than 75% of the initial purchasing price ($65US per unit), was reasonable in the circumstances, Art Deco proceeded with the sale of additional Racking Equipment, the whole as more fully appears from Art Deco's invoices and excel spreadsheet report, communicated herewith *en liasse* as Exhibit R-2;

20. Despite the Repurchase Agreement, Art Deco proceeded to seek purchase offers from any party interested in acquiring Art Deco's Equipment and the Racking Equipment;

21. This process resulted in the receipt of several offers from different interested entities, the whole as appears from several email exchanges copy of which is communicated herewith as **Exhibit R-3**;

22. As appears from the email exchanges Exhibit R-3, none of the received offers for the purchase of the Racking Equipment were higher than what was provided for in the Repurchase Agreement, which comforted the Debtor in its decision to go forward with said Repurchase Agreement;

23. As Art Deco is presently liquidating its inventory with the assistance of GB, it has to sell / deliver the Equipment Racking as it becomes available following the sale of its inventory;

24. Up to this day, Art Deco has been able to sell to Ohio around 4 530 units of Racking Equipment for an amount of $226,500US, and collect $145,500US, as more fully appears from Art Deco's invoices and excel spreadsheet report, communicated herewith *en liasse* as Exhibit R-2;

25. At the request of BDC, Art Deco's secured creditor holding a first ranking security on Art Deco's Equipment, proceeds of these sales were to be deposited in the undersigned attorney's trust account pending court approval;

26. Art Deco has still in its possession approximately 5 600 units of Racking Equipment (for an estimated amount of $280,000US) and its intent, with this Honourable Court's approval, is to continue selling the Racking Equipment to Ohio as a going concern as it becomes available during the course of the Inventory liquidation with GB's assistance;

27. Art Deco respectfully submits that the factors set out in Section 65.13(4) of the BIA have all been met considering, among other things, that:

    a) The process leading to the Repurchase Agreement was reasonable in the circumstances;

    b) BDC and CIBC accept / recommend the approval of the Repurchase Agreement by this Honourable Court;

    c) The Trustee filed the Fifth Report stating that given the Repurchase Agreement, the overall realization price of the Racking Equipment is convenient and that the sale of Racking Equipment to Ohio would be more beneficial to the Debtor's creditors than a sale or disposition under a bankruptcy;

    d) Art Deco acted, and is acting, in good faith and with due diligence;

28. BDC and CIBC have informed Art Deco that they support the present Motion.

29. The Trustee also supports the present Motion.

30. The present Motion is well founded in facts and in law.

FOR THESE REASONS, MAY IT PLEASE THE COURT:

A. **GRANT** the present *Motion for the Issuance of an Approval and Vesting Order with respect to the Sale of Racking Equipment* (the "**Motion**");

B. **ISSUE NUNC PRO TUNC** an Order substantially in the form of the draft order communicated as Exhibit R-1 in support of the Motion;

C. **THE WHOLE** without costs, save and except in the case of contestation.

Montreal, March 11, 2019

Borden Ladner Gervais

Borden Ladner Gervais LLP
Lawyers for the Debtor
2964-3277 Quebec Inc.

AFFIDAVIT

I, the undersigned, **MICHEL MELKI**, Vice-President Operations, having its principal place of business located at 480 avenue Lafleur, Montréal, Québec, H8R 3H9, solemnly declare:

1. I am the President and Secretary of 2964-3277 Quebec Inc., the Debtor in the present case;

2. I have read the attached *Motion for the Issuance of an Approval and Vesting Order with respect to the Sale of Racking Equipment* and all the facts set forth in the present Motion are true.

AND I HAVE SIGNED:

_____

MICHEL MELKI

Solemnly declared before me in
Montreal, this th day of March, 2019

_____

Commissioner for oaths for Québec

CANADA

SUPERIOR COURT
Commercial Division

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-055629-188

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

2964-3277 QUEBEC INC. (aka CARPET ART DECO INC.)

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

OHIO RACK INC.

NOTICE OF PRESENTATION

TO :

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Attorneys for Synergie Canada Inc.

Registre des droits personnels et réels mobiliers
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Bureau 7.07
Montréal, QC H2Y 1B6

services@rdprm.gouv.qc.ca

TAKE NOTICE that the *Motion for the Issuance of an Approval and Vesting Order with respect to the Sale of Racking Equipment* will be presented for hearing and adjudication before the Superior Court of Quebec, sitting in the Commercial Division for the District of Montréal, **on March 13, 2019 at 9:30 a.m. in a room to be determined** at the Montréal Courthouse, located at 1 Notre-Dame Street East, Montréal, Québec, H2Y 1B6.

DO GOVERN YOURSELVES ACCORDINGLY.

Montreal, March 11, 2019

Borden Ladner Gervais

Borden Ladner Gervais LLP
Lawyers for the Debtor
2964-3277 Quebec Inc.

CANADA

SUPERIOR COURT
Commercial Division

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-055629-188

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

2964-3277 QUEBEC INC.

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Proposal Trustee

-and-

OHIO RACK INC.

LIST OF EXHIBITS

EXHIBIT R-1: Copy of draft order

EXHIBIT R-2: *En Liasse* copies of the invoices and excel spreadsheet report

EXHIBIT R-3: Copy of several email exchanges

Montreal, March 11, 2019

Borden Ladner Gervais

Borden Ladner Gervais LLP
Lawyers for the Debtor
2964-3277 Quebec Inc.

PIÈCE/EXHIBIT
R-1
Borden Ladner Gervais
514-879-1212

SUPERIOR COURT

(Commercial Division)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL
No. 500-11-055629-188
DATE: MARCH 13, 2019

PRESIDING : CHANTAL TREMBLAY, J.C.S.

IN THE MATTER OF THE NOTICE OF INTENTION TO FILE A PROPOSAL OF:

2964-3277 QUEBEC INC.

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

OHIO RACK INC.

Mise-en-cause

APPROVAL AND VESTING ORDER

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[1] **ON READING** the Debtor's *Motion for the Issuance of an Approval and Vesting Order with respect to the Sale of Racking Equipment* (the "**Motion**"), the affidavit and the exhibits in support thereof, as well as the Report of the Trustee dated ● (the "**Report**");

[2] **SEEING** the service of the Motion;

[3] **SEEING** the submissions of the Debtor's attorneys;

[4] **SEEING** that it is appropriate to issue an order approving the transaction (the "**Transaction**" contemplated by the Repurchase Agreement between the Debtor and Ohio Rack Inc. with regards to the Racking Equipment (as defined below) (the "**Repurchase Agreement**") by and between the Debtor as vendor

(the **"Vendor"**), and Ohio Rack Inc. as purchaser (the "**Purchaser**"), and vesting in Ohio Rack Inc. the following equipment, namely:

10 130 Units of 48 x 48 Used All Steel Racks Poles Wire Deck with 4 removable posts 61in

(the "**Purchased Assets**" or "**Racking Equipment**")

WHEREFORE THE COURT:

[5] **NUNC PRO TUNC GRANTS** the Motion;

SERVICE

[6] **ORDERS** that any prior delay for the presentation of this Motion is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

[7] **PERMITS** service of this Order at any time and place and by any means whatsoever.

SALE APPROVAL

[8] **ORDERS AND DECLARES NUNC PRO TUNC** that the Transaction is hereby approved, and the execution of the Repurchase Agreement by the Vendor is hereby authorized and approved, with such non-material alterations, changes, amendments, deletions or additions thereto as may be agreed to but only with the consent of the Debtor and the Trustee.

EXECUTION OF DOCUMENTATION

[9] **AUTHORIZES** the Vendor and the Purchaser to perform all acts, sign all documents and take any necessary action to execute any agreement, contract, deed, provision, transaction or undertaking envisioned in the Repurchase Agreement and any other ancillary document which could be required or useful to give full and complete effect thereto.

AUTHORIZATION

[10] **ORDERS** and **DECLARES** that this Order shall constitute the only authorization required by the Vendor to proceed with the Transaction and that no shareholder or regulatory approval, if applicable, shall be required in connection therewith.

[11] **ORDERS** and **DECLARES** that all rights, title and interest in and to the Purchased Assets shall vest absolutely and exclusively in and with the Purchaser, free and clear of and from any and all claims, liabilities (direct, indirect, absolute or contingent), obligations, prior claims, right of retention, charges, hypothecs, deemed trusts, judgments, writs of seizure or execution, notices of sale, contractual rights relating to the Purchased Assets, encumbrances, whether or not they have been registered, published or filed and whether secured, unsecured or otherwise (collectively, the "**Encumbrances**"), including without limiting the generality of the foregoing all Encumbrances created by order of this Court and all charges, or security evidenced

by registration, publication or filing pursuant to the *Civil Code of Québec* in movable / immovable property, and, for greater certainty, **ORDERS** that all of the Encumbrances affecting or relating to the Purchased Assets be cancelled and discharged as against the Purchased Assets, in each case effective as of the applicable time and date of this Order.

[12] **DECLARES** that upon issuance of this Order, the Transaction shall be deemed to constitute and shall have the same effect as a sale under judicial authority as per the provisions of the *Code of Civil Procedure* and a forced sale as per the provisions of the *Civil Code of Quebec*.

CANCELLATION OF SECURITY REGISTRATIONS

[13] **ORDERS** the *Quebec Personal and Movable Real Rights Registrar,* upon presentation of the required form with a true copy of this Order and the Certificate, to reduce the scope of the following registrations in connection with the Purchased Assets in order to allow the transfer to the Purchaser of the Purchased Assets free and clear of such registrations, namely:

a. Deed of movable hypothec granted by the Debtor in favour of the Business Development Bank of Canada ("**BDC**") on March 12, 2013 for an amount of $1,200,000, with interest at the rate of 25% per annum, charging the universality of the Debtor's equipment, machinery, tools, fixtures and any other similar movable asset of the Debtor, and registered at the Register of Personal and Movable Real Rights on March 14, 2013 under number 13-0188262-0001;

b. Deed of movable hypothec granted by the Debtor in favour of BDC on August 2, 2012, for an amount of $13,632,180, with interest at the rate of 25% per annum, charging the universality of all of the Debtor's movable property, corporeal and incorporeal, tangible and intangible, present and future, of whatever nature and wherever situated, and registered at the Register of Personal and Movable Real Rights on August 6, 2012, under number 12-0637376-0001;

c. Deed of movable hypothec granted by the Debtor in favour of the Canadian Imperial Bank of Commerce ("**CIBC**") on June 23, 2015 for an amount of $48,000,000, with interest at the rate of 25% per annum, charging the universality of all of the Debtor's movable property, corporeal and incorporeal, tangible and intangible, present and future, of whatever nature and wherever situated, and registered at the Register of Personal and Movable Real Rights on June 25, 2015 under number 15-0591335-0001.

NET PROCEEDS

[14] **ORDERS** that the net proceeds from the sale of the Purchased Assets (the "**Net Proceeds**") shall be remitted to the Debtor and shall be distributed in accordance with applicable legislation.

[15] **ORDERS** that for the purposes of determining the nature and priority of the Encumbrances, the Net Proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that upon payment of the purchase price (pursuant to the Repurchase Agreement) by the Purchaser, all

Encumbrances shall attach to the Net Proceeds with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

VALIDITY OF THE TRANSACTION

[16] **ORDERS** that notwithstanding:

(i) the pendency of these proceedings;

(ii) any petition for a receiving order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* ("**BIA**") and any order issued pursuant to any such petition; or

(iii) the provisions of any federal or provincial legislation;

the vesting of the Purchased Assets contemplated in this Order, as well as the execution of the Repurchase Agreement pursuant to this Order, are to be binding on any trustee in bankruptcy that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, as against the Vendor, the Purchaser or the Trustee.

GENERAL

[17] **ORDERS** that the Purchaser or the Vendor shall be authorized to take all steps as may be necessary to effect the discharge of the Encumbrances.

[18] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada;

[19] **REQUESTS** the aid and recognition of any court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of the Order;

[20] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever;

[21] **THE WHOLE** without costs.

CHANTAL TREMBLAY, J.S.C.

Me Marc Duchesne/Me Ouassim Tadlaoui
Borden Ladner Gervais LLP
Attorneys for the Debtor

SUPERIOR COURT
Commercial Division
District of Montréal
File No.: 500-11-055629-188

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

2964-3277 QUEBEC INC.

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

OHIO RACK INC.

Mise-en-cause

EXHIBIT R-1

ORIGINAL

BLG
Borden Ladner Gervais
B.M. 2545

1000, De La Gauchetière Street West
Suite 900
Montréal, QC, Canada H3B 5H4
Tel. 514.879.1212
Fax. 514.954.1905
mduchesne@blg.com

Mtre Marc Duchesne
File: 296368-000004

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	P
10/24/2018	1
Invoice number	
IN-0104224	

PIÈCE/EXHIBIT
R-2
Borden Ladner Gervais
514-879-1212

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Cincinnati, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH Racks Load#3 of 3	SO-0121051

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00
						0.0000	0.00	0.00

Payment due: 11/23/2018

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
10/24/2018	1 of 1
Invoice number	
IN-0104225	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Cincinnati, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH Racks Load#1 of 3	SO-0121049

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00
						0.0000	0.00	0.00

Payment due: 11/23/2018

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
10/24/2018	1 of 1
Invoice number	
IN-0104226	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Cincinnati, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH Racks Load#2 of 3	SO-0121050

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00
						0.0000	0.00	0.00

Payment due: 11/23/2018

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
10/29/2018	1 of 1
Invoice number	
IN-0106089	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Cincinnati, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH Racks Load# 4	SO-0123133

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00
						0.0000	0.00	0.00

Payment due: 11/28/2018

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
10/29/2018	1 of 1
Invoice number	
IN-0106092	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Cincinnati, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH Racks Load #5	SO-0123137

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00

Payment due: 11/28/2018

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
10/30/2018	1 of 1
Invoice number	
IN-0106358	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Cincinnati, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH Racks Load #6	SO-0123138

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00

Payment due: 11/29/2018

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
11/19/2018	1 of 1
Invoice number	
IN-0108386	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH Racks Load #7	SO-0125054

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00

Payment due: 12/19/2018

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
11/19/2018	1 of 1
Invoice number	
IN-0108387	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH Racks Load #8	SO-0125056

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00

Payment due: 12/19/2018

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/07/2019	1 of 1
Invoice number	
IN-0112831	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKS LOAD# 9	SO-0130831

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00

Payment due: 03/09/2019

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/08/2019	1 of 1
Invoice number	
IN-0112835	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKS LOAD# 10	SO-0130832

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00

Payment due: 03/10/2019

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/08/2019	1 of 1
Invoice number	
IN-0112836	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKS LOAD# 11	SO-0130833

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	240.00	240.00		50.0000	0.00	12,000.00

Payment due: 03/10/2019

Subtotal:	12,000.00
Discounts:	0.00
Net amount:	12,000.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**12,000.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/14/2019	1 of 1
Invoice number	
IN-0113125	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKSLOAD#12	SO-0131657

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	270.00	270.00		50.0000	0.00	13,500.00

Payment due: 03/16/2019

Subtotal:	13,500.00
Discounts:	0.00
Net amount:	13,500.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**13,500.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/15/2019	1 of 1
Invoice number	
IN-0113138	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKSLOAD#15	SO-0131661

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	270.00	270.00		50.0000	0.00	13,500.00

Payment due: 03/17/2019

Subtotal:	13,500.00
Discounts:	0.00
Net amount:	13,500.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**13,500.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/15/2019	1 of 1
Invoice number	
IN-0113144	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	oH RACKSLOAD#14	SO-0131659

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	270.00	270.00		50.0000	0.00	13,500.00

Payment due: 03/17/2019

Subtotal:	13,500.00
Discounts:	0.00
Net amount:	13,500.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**13,500.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/18/2019	1 of 1
Invoice number	
IN-0113146	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKSLOAD#13	SO-0131658

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	270.00	270.00		50.0000	0.00	13,500.00

Payment due: 03/20/2019

Subtotal:	13,500.00
Discounts:	0.00
Net amount:	13,500.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**13,500.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/18/2019	1 of 1
Invoice number	
IN-0113147	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKS LOAD#16	SO-0131827

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	270.00	270.00		50.0000	0.00	13,500.00

Payment due: 03/20/2019

Subtotal:	13,500.00
Discounts:	0.00
Net amount:	13,500.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**13,500.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/25/2019	1 of 1
Invoice number	
IN-0113210	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKS LOAD# 17	SO-0131988

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	270.00	270.00		50.0000	0.00	13,500.00

Payment due: 03/27/2019

Subtotal:	13,500.00
Discounts:	0.00
Net amount:	13,500.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**13,500.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

CARPET ART DECO

480 ave. Lafleur
Lasalle, QC H8R 3H9
CAN
Telephone: (514) 989-5050 - Fax: (514) 989-8587

Invoice

Invoice date	Page
02/28/2019	1 of 1
Invoice number	
IN-0113253	

Bill to	Ship to
OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA	OHIO RACK INC 1405 S. Liberty St. PO BOX 3517 Alliance, OH 44601 USA

Customer account	Terms	Customer PO	Sales order
OHI001	Net 30 days	OH RACKS LOAD#18	SO-0132463

Item number	UPC	Product name	Qty Ordered	Qty Invoiced	Qty Backorder	Unit price	Disc.	Amount
RACK0000491	RACK0000491	INTE-Rack 48x48 w/ 4 removable posts 61in	270.00	270.00		50.0000	0.00	13,500.00

Payment due: 03/30/2019

Subtotal:	13,500.00
Discounts:	0.00
Net amount:	13,500.00
GST/HST:	0.00
QST:	0.00
TOTAL:	**13,500.00**

TPS / GST # 141066514 TVQ / QST # 1015315829

Please Issue Payments to Carpet-Art-Deco Int'l

All Goods Remain Property of Carpet-Art-Deco Int'l Until Fully Paid

OHIO RACK, INC.
1405 S. Liberty Avenue
P. O. Box 3517
Alliance OH 44601
Tax ID: #34-1573950

Invoice

DATE	INVOICE #
1/15/2018	45713

BILL TO

Carpet Art Deco
480 Lafleur Avenue
Lasalle QC H8R 3H9
Canada

SHIP TO

Carpet Art Deco Warehouse
7900 St. Patrick
Montreal, PQ H8N 2H2 Canada
ATTN: Fadi Stephan
514-969-7506

P.O. NO.	TERMS	SHIP DATE	SHIP VIA	SHIPPER
PO-0002737-1	Net 180	1/15/2018	TLS Logistics	11018CADSP-EP

ITEM	DESCRIPTION	QTY	PRICE EA	AMOUNT
Racks	48 x 48 Used All Steel Racks Poles Wire Deck EST WT: 32500# Origin US Payable US Funds	250	65.00	16,250.00

Please Remit to:
Ohio Rack Inc.
P.O. Box 3517
Alliance OH 44601
U.S.A.

Thank you!

Subtotal	$16,250.00
Sales Tax (0.0%)	$0.00
Total	$16,250.00
Payments/Credits	$0.00
Balance Due	$16,250.00

Phone #	Fax #	E-mail
330-823-8200	330-823-8136	ohiorack@ohiorack.com

Date	Invoice	Amount in transaction currency	Balance	Currency		Collected	
24/10/2018	IN-0104224	12,000.00	0.00	USD	PAYMENT RECEIVED CIBC 12/2/2018		
24/10/2018	IN-0104225	12,000.00	0.00	USD	PAYMENT RECEIVED CIBC 1/29/2019		
24/10/2018	IN-0104226	12,000.00	0.00	USD	PAYMENT RECEIVED CIBC 1/31/2019		
29/10/2018	IN-0106089	12,000.00	0.00	USD	PAYMENT RECEIVED CIBC 2/5/2019	48,000.00	CIBC
29/10/2018	IN-0106092	12,000.00	0.00	USD	PAYMENT RECEIVED BMO 2/6/2019		
30/10/2018	IN-0106358	12,000.00	0.00	USD	PAYMENT RECEIVED BMO 2/6/2019		
19/11/2018	IN-0108386	12,000.00	0.00	USD	PAYMENT RECEIVED BMO 2/6/2019		
19/11/2018	IN-0108387	12,000.00	0.00	USD	PAYMENT RECEIVED BMO 2/6/2019		
07/02/2019	IN-0112831	12,000.00	0.00	USD	PAYMENT RECEIVED BMO 2/13/2019		
08/02/2019	IN-0112835	12,000.00	0.00	USD	PAYMENT RECEIVED BMO 2/13/2019		
08/02/2019	IN-0112836	12,000.00	0.00	USD	PAYMENT RECEIVED BMO 2/21/2019		
14/02/2019	IN-0113125	13,500.00	0.00	USD	PAYMENT RECEIVED BMO 2/21/2019	97,500.00	BMO
15/02/2019	IN-0113138	13,500.00	0.00	USD	PAYMENT RECEIVED BMO 2/28/2019		
15/02/2019	IN-0113144	13,500.00	0.00	USD	PAYMENT RECEIVED BMO 2/28/2019		
18/02/2019	IN-0113146	13,500.00	13,500.00	USD			
18/02/2019	IN-0113147	13,500.00	13,500.00	USD			
25/02/2019	IN-0113210	13,500.00	13,500.00	USD			
28/02/2019	IN-0113253	13,500.00	13,500.00	USD			
	TOTAL	226,500.00	54,000.00			145,500.00	TOTAL

SUPERIOR COURT
Commercial Division
District of Montréal
File No.: 500-11-055629-188

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

2964-3277 QUEBEC INC.

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

OHIO RACK INC.

Mise-en-cause

EXHIBIT R-2

ORIGINAL

BLG
Borden Ladner Gervais
B.M. 2545

1000, De La Gauchetière Street West
Suite 900
Montréal, QC, Canada H3B 5H4
Tel. 514.879.1212
Fax. 514.954.1905
mduchesne@blg.com

Mtre Marc Duchesne
File: 296368-000004

PIÈCE/EXHIBIT
R-3
Borden Ladner Gervais
514-879-1212

Delisle, Dominique

De: Michel Melki <mmelki@carpetartdeco.com>
Envoyé: March-05-19 2:47 PM
À: Tadlaoui, Ouassim
Objet: FW: Portable used stacking racks 48x48" for sale

From: Michel Melki
Sent: February 13, 2019 3:44 PM
To: 'Luc Beaulieu'
Cc: Jorge Mayorga ; Karam Melki ; Oxana Gaskon
Subject: RE: Portable used stacking racks 48x48" for sale

We already sold all the stock for more then 50$ USD per unit FOB our warehouse MTL.

Thanks for your reply.

From: Luc Beaulieu <lucb@areicinc.com>
Sent: February 13, 2019 3:17 PM
To: Michel Melki <mmelki@carpetartdeco.com>
Cc: Jorge Mayorga <jmayorga@carpetartdeco.com>; Karam Melki <kmelki@carpetartdeco.com>; Oxana Gaskon <ogaskon@carpetartdeco.com>
Subject: Re: Portable used stacking racks 48x48" for sale

Hello,

so we made some calculation on our side and we could offer for the 6000 units a total of 80 000$CA (about 60300 USD). This offer is conditionnal to a try out of 2 units before confirming the sale. Also, we would send our trucks and they would need to be loaded proparly by your team.

Let us know if this could be interesting for you.

Thanks,

Luc Beaulieu
450-652-7767
1-877-225-2070 Sans Frais
514-318-7178 (cell)
www.areicinc.com

On Tue, Feb 12, 2019 at 5:13 PM Michel Melki <mmelki@carpetartdeco.com> wrote:

Hi Luc

Just to clarify it is FOB our warehouse in Montreal

Thanks

Best regards,

CARPET ART DECO
LIVING IN STYLE

Michel Melki
Vice-président des opérations
Vice President Operations

Cell : (514) 591-3834 | Office : (514) 989-5050 Ext 1051 | www.carpetartdeco.com
480 Lafleur Ave., Montreal, QC H8R 3H9 | 1 (866) 321-3326

S.V.P. pensez à l'environnement avant d'imprimer ce courriel. Merci.
Please consider the environment before printing this email. Thank you.

From: Jorge Mayorga
Sent: February 12, 2019 4:10 PM
To: Luc Beaulieu <lucb@areicinc.com>
Cc: Karam Melki <kmelki@carpetartdeco.com>; Michel Melki <mmelki@carpetartdeco.com>
Subject: RE: Portable used stacking racks 48x48" for sale

Hi Luc

Price is $60usd.

Maybe we can send 1 but to which address?

CARPET ART DECO

Jorge Mayorga Garcia
Acheteur
Buyer

Cell : (514) 726-9067 I Office : (514) 989-5050 Ext 1421 I www.carpetartdeco.com
480 Lafleur Ave., Montreal, QC H8R 3H9 I 1 (866) 321-3326

S.V.P. pensez à l'environnement avant d'imprimer ce courriel. Merci.
Please consider the environment before printing this email. Thank you.

From: Luc Beaulieu <lucb@areicinc.com>
Sent: Tuesday, February 12, 2019 2:57 PM
To: Jorge Mayorga <jmayorga@carpetartdeco.com>
Subject: Re: Portable used stacking racks 48x48" for sale

Hello,

if I have someone interested by 1000 of them, could we have 2 to test them? What kind of price could you do for this quantity?

Thanks,

Luc Beaulieu
450-652-7767

1-877-225-2070 Sans Frais

514-318-7178 (cell)

www.areicinc.com

On Thu, Feb 7, 2019 at 9:23 AM Jorge Mayorga <jmayorga@carpetartdeco.com> wrote:

> Noted and if they interested you, how much are you willing to pay?
>
> Thank you

Jorge Mayorga

From: Luc Beaulieu <lucb@areicinc.com>
Sent: Thursday, February 7, 2019 9:12 AM
To: Jorge Mayorga <jmayorga@carpetartdeco.com>
Subject: Re: Portable used stacking racks 48x48" for sale

Hello,

for the moment they are too expensive for us since we are a reseller.

Thanks,

Luc Beaulieu
450-652-7767

1-877-225-2070 Sans Frais

514-318-7178 (cell)

www.areicinc.com

On Thu, Feb 7, 2019 at 9:11 AM Jorge Mayorga <jmayorga@carpetartdeco.com> wrote:

Dear Luc

What do you think about our racks, will you be interested?

Best Regards

CARPET ART DECO

Jorge Mayorga Garcia
Acheteur
Buyer

Cell : (514) 726-9067 | Office : (514) 989-5050 Ext 1421 | www.carpetartdeco.com
480 Lafleur Ave., Montreal, QC H8R 3H9 | 1 (866) 321-3326

S.V.P. pensez à l'environnement avant d'imprimer ce courriel. Merci.
Please consider the environment before printing this email. Thank you.

From: Jorge Mayorga
Sent: Monday, February 4, 2019 4:46 PM
To: 'Luc Beaulieu' <lucb@areicinc.com>
Cc: Karam Melki <kmelki@carpetartdeco.com>; Michel Melki <mmelki@carpetartdeco.com>
Subject: RE: Portable used stacking racks 48x48" for sale

Luc

Yes they are in Montreal.

Currency can be both, usd **or** in CAD that will be $60x1.31157

Thank you

Jorge Mayorga

From: Luc Beaulieu <lucb@areicinc.com>
Sent: Monday, February 4, 2019 4:02 PM
To: Jorge Mayorga <jmayorga@carpetartdeco.com>
Subject: Re: Portable used stacking racks 48x48" for sale

Hello,

and they are located in Montreal? You want in USD?

Thanks,

Luc Beaulieu
450-652-7767

1-877-225-2070 Sans Frais

514-318-7178 (cell)

www.areicinc.com

On Mon, Feb 4, 2019 at 3:58 PM Jorge Mayorga <jmayorga@carpetartdeco.com> wrote:

Hi Luc

Attached you can find more detail info with specs and pictures of the metal racks:

1. Racks with some stock.
2. Empty metal racks
3. Shipping method showing how they will be packed.

I hope that you will find more clear info and hoping they will be of your interest.

Requested price is $60usd.

We can do weekly shipments of 2-3 trailers.

Thank you.

CARPET ART DECO
LIVING IN STYLE

Jorge Mayorga Garcia
Acheteur
Buyer

Cell : (514) 726-9067 | Office : (514) 989-5050 Ext 1421 | www.carpetartdeco.com
480 Lafleur Ave., Montreal, QC H8R 3H9 | 1 (866) 321-3326

S.V.P. pensez à l'environnement avant d'imprimer ce courriel. Merci.
Please consider the environment before printing this email. Thank you.

From: Luc Beaulieu <lucb@areicinc.com>
Sent: Monday, February 4, 2019 3:31 PM
To: Jorge Mayorga <jmayorga@carpetartdeco.com>
Subject: Re: Portable used stacking racks 48x48" for sale

Hello M Mayorga,

do you know how much your looking for each of them? When do you need them to be gone?

Thanks,

Luc Beaulieu
450-652-7767

1-877-225-2070 Sans Frais

514-318-7178 (cell)

www.areicinc.com

On Tue, Jan 29, 2019 at 11:49 AM Jorge Mayorga <jmayorga@carpetartdeco.com> wrote:

Hi

My company is selling some portable stacking metal racks in 48x48 w/ 4 removable posts 61in. We have 6,000pcs.

I just want to know if you are interested to buy them

Thanks

CARPET ART DECO

Jorge Mayorga Garcia
Acheteur
Buyer

Cell : (514) 726-9067 | Office : (514) 989-5050 Ext 1421 | www.carpetartdeco.com
480 Lafleur Ave., Montreal, QC H8R 3H9 | 1 (866) 321-3326

S.V.P. pensez à l'environnement avant d'imprimer ce courriel. Merci.
Please consider the environment before printing this email. Thank you.

Delisle, Dominique

De: Michel Melki <mmelki@carpetartdeco.com>
Envoyé: March-05-19 2:44 PM
À: Tadlaoui, Ouassim
Objet: FW: List of possible Racks buyers

From: Jorge Mayorga
Sent: February 7, 2019 2:05 PM
To: Michel Melki ; Karam Melki
Subject: List of possible Racks buyers

Hi

Please find below the list of possible buyers that were contacted for the Ohio Racks:

Client	Contact	email	Comments
SJF Material Handling	Sam Sterner	samsterner@sjf.com	Not interested, I said price of $55us and no more
Rack.ca	Lori Arimini	lori@rack.ca	$60 is too expensive + transport
Areicinc	Luc Beaulieu	lucb@areicinc.com	$60 is too expensive as we are the reselling them
PedLex	Michael Adam	michael.adam@pedlex.com	Not interested
Cisco-eagle	David	phone/chat	Not interested
TechniRack		send info by company website	Follow up on Feb 8.

CARPET ART DECO
LIVING IN STYLE

Jorge Mayorga Garcia
Acheteur
Buyer

Cell : (514) 726-9067 | Office : (514) 989-5050 Ext 1421 | www.carpetartdeco.com
480 Lafleur Ave., Montreal, QC H8R 3H9 | 1 (866) 321-3326

S.V.P. pensez à l'environnement avant d'imprimer ce courriel. Merci.
Please consider the environment before printing this email. Thank you.

Delisle, Dominique

De: Michel Melki <mmelki@carpetartdeco.com>
Envoyé: March-05-19 2:44 PM
À: Tadlaoui, Ouassim
Objet: FW: Metal racks 48x48

From: Jorge Mayorga
Sent: February 13, 2019 11:35 AM
To: Mike Mudd
Cc: Karam Melki ; Michel Melki
Subject: Re: Metal racks 48x48

Mike

Many thanks but we are not interested in the offer.

Racks are in perfect condition, will be well pack and very good quality.

Best Regards

CARPET ART DECO
LIVING IN STYLE

Jorge Mayorga Garcia
Acheteur
Buyer

Cell : (514) 726-9067 | Office : (514) 989-5050 Ext 1421 | www.carpetartdeco.com
480 Lafleur Ave., Montreal, QC H8R 3H9 | 1 (866) 321-3326

S.V.P. pensez à l'environnement avant d'imprimer ce courriel. Merci.
Please consider the environment before printing this email. Thank you.

From: Mike Mudd <mmudd@tier-rack.com>
Sent: Wednesday, February 13, 2019 8:41 AM
To: Jorge Mayorga
Cc: Karam Melki
Subject: RE: Metal racks 48x48

Jorge,

I was correct, it will actually cost us a little over $10 each in freight plus plant handling. Any interest in our offer?

Best,

Mike Mudd
Regional Sales Manager & Used Equipment
Tier-Rack Corporation
425 Sovereign Court
St. Louis, MO 63011-4432
Phone:(800) 325-7869 ext. 239
Fax: (636) 256-4901
E-Mail: mmudd@tier-rack.com
Web Page: https://www.tier-rack.com

All used equipment is subject to prior sale.
Selected used racks may be available in full lot or truckload quantities only.
Used equipment must be paid in full prior to shipping.
All used equipment is sold without any warranty expressed or implied.

From: Jorge Mayorga [mailto:jmayorga@carpetartdeco.com]
Sent: Thursday, February 7, 2019 1:45 PM
To: Mike Mudd
Cc: Karam Melki
Subject: RE: Metal racks 48x48

Hi Mike

There will be 4000 portable used stacking racks 48x48", Attached you can find pictures of the metal racks with:
1. Racks with some of our stock.
2. Empty metal racks
3. Shipping method showing how they will be packed.

Requested price is $60usd.
We can do weekly shipments of 2-3 trailers.

Please do not hesitate to contact me for more info.

Many thanks

CARPET ART DECO

Jorge Mayorga Garcia
Acheteur
Buyer

Cell : (514) 726-9067 | Office : (514) 989-5050 Ext 1421 | www.carpetartdeco.com
480 Lafleur Ave., Montreal, QC H8R 3H9 | 1 (866) 321-3326

S.V.P. pensez à l'environnement avant d'imprimer ce courriel. Merci.
Please consider the environment before printing this email. Thank you.

-----Original Message-----
From: Mike Mudd <mmudd@tier-rack.com>
Sent: Thursday, February 7, 2019 2:38 PM
To: Jorge Mayorga <jmayorga@carpetartdeco.com>
Subject: RE: Metal racks 48x48

Jorge,

I am interested. Please give me more details...

Mike Mudd
Regional Sales Manager & Used Equipment
Tier-Rack Corporation
425 Sovereign Court
St. Louis, MO 63011-4432
Phone:(800) 325-7869 ext. 239
Fax: (636) 256-4901
E-Mail: mmudd@tier-rack.com
Web Page: https://www.tier-rack.com

All used equipment is subject to prior sale. Selected used racks may be available in full lot or truckload quantities only. Used equipment must be paid in full prior to shipping. All used equipment is sold without any warranty expressed or implied.

-----Original Message-----
From: Jorge Mayorga [mailto:jmayorga@carpetartdeco.com]
Sent: Thursday, February 7, 2019 1:31 PM
To: tier-rack
Subject: Metal racks 48x48

Our company is selling Portable used stacking racks 48x48", we have around 4,000.
Please contact me and I can provide more details

State: Montreal, Canada

==========

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This email message was sent by the website visitor while all operators were offline

User Details:

Sent From: https://tier-rack.com/contact-us.html
IP Address: 173.231.115.18
Host Name: 173.231.115.18
Browser/OS: Mozilla/5.0 (Windows NT 10.0; WOW64; Trident/7.0; rv:11.0) like Gecko

SUPERIOR COURT
Commercial Division
District of Montréal
File No.: 500-11-055629-188

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

2964-3277 QUEBEC INC.

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

OHIO RACK INC.

Mise-en-cause

EXHIBIT R-3

ORIGINAL

BLG
Borden Ladner Gervais
B.M. 2545

1000, De La Gauchetière Street West
Suite 900
Montréal, QC, Canada H3B 5H4
Tel. 514.879.1212
Fax. 514.954.1905
mduchesne@blg.com

Mtre Marc Duchesne
File: 296368-000004

SUPERIOR COURT
Commercial Division
District of Montréal
File No.: 500-11-055629-188

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

2964-3277 QUEBEC INC.

Debtor

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

OHIO RACK INC.

Mise-en-cause

MOTION FOR THE ISSUANCE OF AN APPROVAL AND VESTING ORDER WITH RESPECT TO THE SALE OF RACKING EQUIPMENT, AFFIDAVIT, NOTICE OF PRESENTATION, LIST OF EXHIBITS AND EXHIBITS R-1 TO R-3

ORIGINAL

BLG
Borden Ladner Gervais
B.M. 2545

1000, De La Gauchetière Street West
Suite 900
Montréal, QC, Canada H3B 5H4
Tel. 514.879.1212
Fax. 514.954.1905
mduchesne@blg.com

Mtre Marc Duchesne
File: 296368-000004