

**SUPERIOR COURT
(Commercial Division)**

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

N^o.: 500-11-041710-118

DATE: March 27, 2013

PRESENT: *Chantal Corriveau jcs*

IN THE LIQUIDATION OF:

3762904 CANADA INC.

"Corporation"

-and-

**RICHTER ADVISORY GROUP INC.
(formerly known as RSM RICHTER INC.)**

"Liquidator"

-and-

VIMETAL INC.

***"Hypothecary Creditor"*
*"1st Mise-en-Cause"***

-and-

4077547 CANADA INC.

-and-

TELMONDE GROUP INC.

and

LEINAL INC.

and

HAIM KOTLER

and

ADRIANA KOTLER

and

RAFAEL TZOUBARI

"2nd Mises-en-Cause"

LAND REGISTRAR FOR THE REGISTRATION
DIVISION OF MONTREAL

"3^d Mise-en-Cause"

CLAIMS PROCEDURE AND OTHER ORDERS

- [1] THE COURT is seized of the "Motion to Establish Claims Procedure and for Other Orders (Section 217 of the *Canada Business Corporations Act*)" (the "Motion");
- [2] SEEING the allegations contained in the Motion and the Affidavit in support thereof;
- [3] SEEING the exhibits and evidence herein;
- [4] CONSIDERING that the Motion is well founded both in fact and in law.
- [5] FOR THE FOREGOING REASONS, the Court hereby GRANTS the Motion and hereby:
- [6] ORDERS that the "Sale Period" as defined in Section 13 of the Order issued by Justice Manon Savard of this Court on May 15, 2012 herein (Exhibit P-1) is extended until November 15, 2013;
- [7] ORDERS that the following claims procedure (the "Claims Procedure") is hereby established in respect of all claims of all creditors (including all hypothecary creditors, other secured creditors, creditors having prior claims or ordinary creditors) of 3762904 Canada Inc. (the "Corporation") and/or Leinal Inc. (the "Subsidiary"), to wit:
- (a) ORDERS that within 30 days following the date hereof, or such other delays as may be granted by this Court, the Liquidator shall send a written notice (by registered mail) to all known creditors of the Corporation and/or the Subsidiary and publish such notice once in both a French and English language newspaper in the City and District of Montreal (the "Claims Procedure Notice") requiring all creditors of the Corporation and/or the Subsidiary who have not already done so to file a proof of claim with the Liquidator (based on the form available from the Liquidator on request or available on the Liquidator's website) in respect of such creditors' claims against the Corporation and/or the Subsidiary, accompanied by copies of or referencing all documents evidencing and/or supporting such claims (the "Proof(s) of Claim") by no later than 30 days following the date of publication of the Claims Procedure Notice (the "Claims Bar Date");

- (b) **ORDERS** that any creditor of the Corporation and/or the Subsidiary who has not filed a Proof of Claim with the Liquidator on or prior to the Claims Bar Date shall be irrevocably and unconditionally barred from filing a Proof of Claim, from having any claim whatsoever against the Corporation and/or the Subsidiary and shall be irrevocably and unconditionally deemed to have completely waived, released and renounced to any claim against the Corporation and/or the Subsidiary;
- (c) **ORDERS** that by no later than 15 days following the Claims Bar Date (the "Contestation Bar Date"):
- (i) any interested party and any representative thereof shall be entitled to attend at the Liquidator's office in order to examine any and all Proofs of Claim and to, at their expense, make and take copies thereof;
 - (ii) any creditor who has filed a Proof of Claim on or prior to the Claims Bar Date, any shareholder of the Corporation or any other interested party shall be entitled to contest the existence, merits, amounts or rank of any claims forming the object of any Proofs of Claim filed with the Liquidator on or before the Claims Bar Date, by serving a written contestation thereof upon both the Liquidator and the creditor whose Proof of Claim is contested with notice of the day when such contestation will be presented before this Court for adjudication (a "Contestation"); and
 - (iii) any person who has not served a Contestation on or before the Contestation Bar Date shall irrevocably and unconditionally be barred from and deemed to have waived and renounced to all rights to contest the existence, merits, amounts or rank of all claims represented by all Proofs of Claim filed with the Liquidator on or before the Claims Bar Date; and
- (d) **ORDERS** that adjudication of any Contestation shall be made by:
- (i) way of hearing before this Court in such manner as this Court may, from time to time, determine; or
 - (ii) in the event of written agreement between the Liquidator, the person making the Contestation and the creditor whose Proof of Claim is the object of such Contestation, by arbitration before a sole arbitrator on terms and conditions to be agreed upon in writing between such parties. In such event, all decisions of such sole arbitrator in respect of such Contestation shall be final and binding on all of such parties to the complete exclusion of this Court and all other courts and tribunals;

- [8] **ORDERS** that the Order issued by Justice Jean-Yves Lalonde of this Court on December 20, 2012 herein (Exhibit P-3) (the "Du Château-Pierrefonds Order") is modified to provide that any contestation of a therein defined "Hypothecary Charge" (or any indebtedness secured by such "Hypothecary Charge") set forth in the therein defined "Collocation Sheet", be adjudicated in accordance with the above described "Claims Procedure" and not in accordance with the procedure set forth in the Du Château-Pierrefonds Order and further **ORDERS** that all delays in respect of such contestations set forth in the Du Château-Pierrefonds Order are suspended pending and in order to allow for adjudication thereof in accordance with the above described Claims Procedure;
- [9] **PRAYS ACTE** of the Resolutions of the shareholder of the Subsidiary dated March 14, 2013 signed by the Liquidator (Exhibit P-4) and ratifies and confirms same insofar as same may be necessary; and
- [10] **ORDERS** the provisional execution of all of the above Orders notwithstanding appeal,

THE WHOLE WITH COSTS against the liquidation herein.

Chantal Cournoyer JCS.

COPIE CONFORME
Genevieve Beaudet
Greffier adjoint