

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF QUÉBEC  
DIVISION NO.: 01-MONTREAL  
COURT NO.: 500-11-034874-087  
ESTATE NO.: 41-341678

SUPERIOR COURT  
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF:

**Direct Source Special Products Inc.,**

a body politic and corporate, duly incorporated  
according to law and having its head office and its  
principal place of business at:  
2695 Dollard Street  
Lasalle QC H8N 2J8

**Debtor**

**Notice to Creditors of Intention to Make a Proposal**  
(Subsection 50.4(6))

NOTICE is hereby given that, on November 21, 2008, the above-mentioned Debtor filed a Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act*, as per a copy attached hereto.

NOTICE is further given that in accordance with Section 69 of the *Bankruptcy and Insolvency Act*, all proceedings against the Debtor are hereby stayed. Accordingly, no creditor has any remedy against the Debtor or its assets, nor shall it commence or continue any action, execution, or other proceedings for the recovery of a claim.

A list of the creditors with claims amounting to \$250 or more and the amounts of their claims as known or shown by the Debtor's books is annexed hereto. The enclosure thereof does not necessarily constitute the acceptance of any claim or claims.

Upon the filing of the contemplated Proposal, a further notice shall be mailed to you providing you with the following:

- a) A copy of the Proposal;
- b) The date, time and place of a Meeting of Creditors to be held to consider the Proposal;
- c) A condensed statement of the assets and liabilities of the Debtor;
- d) The following prescribed forms, to be completed:
  - Proof of Claim;
  - Proxy;
  - Voting Letter on the Proposal.

We further refer you to our website at [http://www.rsmrichter.com/Restructuring/Direct\\_Source.aspx](http://www.rsmrichter.com/Restructuring/Direct_Source.aspx) to have access to all pertinent documents as they become available.

Should the Debtor fail to file a Proposal within the prescribed delays, an automatic bankruptcy will ensue and the Trustee will forthwith convene a Meeting of Creditors.

Dated at Montreal, Quebec, this 27<sup>th</sup> day of November, 2008.

**RSM Richter Inc.**  
Trustee

A handwritten signature in black ink, appearing to be 'Yves Vincent', written over a horizontal line.

Yves Vincent, FCA, CIRP  
Administrator

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF QUEBEC  
DIVISION NO.: 01-MONTREAL  
COURT NO.:  
ESTATE NO.:

SUPERIOR COURT  
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF:

Direct Source Special Products Inc.

a body politic and corporate, duly incorporated according to law and having its head office and its principal place of business at:  
2695 Dollard Street  
Lasalle QC H8N 2J8

Debtor


**Notice of Intention to Make a Proposal  
(Subsection 50.4(1) of the Act)**

**Take notice that:**

1. I, Direct Source Special Products Inc., an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. RSM Richter Inc., of 2 Place Alexis Nihon, 22nd floor, Montréal, QC, H3Z 3C2, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the Ville of Montreal, in the Province of Quebec, this 21st day of November 2008.

Direct Source Special Products Inc.  
Insolvent Person

  
\_\_\_\_\_  
Per : William J. Shannon

**To be completed by Official Receiver**

Filing Date: \_\_\_\_\_

Official Receiver: \_\_\_\_\_



Office of the Superintendent  
of Bankruptcy Canada

Bureau du surintendant  
des faillites Canada

An Agency of  
Industry Canada

Un organisme  
d'Industrie Canada

District of QUEBEC  
Division No. 01 - Montreal  
Court No. 500-11-034874-087  
Estate No. 41-341678

In the Matter of the Notice of Intention  
to make a proposal of:

**DIRECT SOURCE SPECIAL PRODUCTS INC.**

Insolvent Person

**RSM RICHTER INC.**

Trustee

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Date of the Notice of Intention: **November 21, 2008**

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CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL  
Subsection 50.4(1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

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CLAIRE BLAKE

Official Receiver

5, Place Ville Marie, 8e étage, Montréal, QUEBEC, H3B 2G2, 514/283-6192

Canada

# RSM Richter Inc.

RSM Richter Inc.  
2, Place Alexis Nihon  
Montréal (Québec) H3Z 3C2  
Téléphone / Telephone: 514.934.3497  
Télécopieur / Facsimile: 514.934.3504  
www.rsmrichter.com

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF QUÉBEC  
DIVISION NO.: 01-MONTREAL  
COURT NO.:  
ESTATE NO.:

**SUPERIOR COURT**  
**(Commercial Division)**

**IN THE MATTER OF THE PROPOSAL OF:**

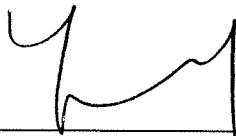
**Direct Source Special Products Inc.**

a body politic and corporate, duly incorporated  
according to law and having its head office and its  
principal place of business at:  
2695 Dollard Street  
Lasalle QC H8N 2J8

**Debtor**

We hereby agree to act as the Trustee to the Proposal to be filed by the above-named Debtor, this 21st day of November, 2008.

**RSM Richter Inc.**  
Trustee



Per: Yves Vincent, FCA, CIRP, Administrator

*(Français – au recto)*

RSM Richter Inc., Syndic/Trustee  
 Liste des créanciers/Creditors List  
 Dans l'affaire de l'avis d'intention de faire une proposition/ In the Matter of notice of intention to make a proposal  
 Direct Source Special Products Inc.

Nom / Name		Montant / Amount
<b>Créanciers garantis / Secured Creditors</b>		
BANQUE BNP PARIBAS	A/S RÉAL PARÉ, VICE-PRESIDENT, 1981, AVENUE MCGILL COLLEGE, MONTREAL QC H3A 2W8	12,364,848.50
CAISSE DE DÉPÔT ET PLACEMENT DU QUÉBEC	1000, PLACE JEAN-PAUL RIOPELLE, MONTREAL QC H2Z 2B3	4,187,500.00
<b>Créanciers garantis / Secured Creditors</b>		<u>16,552,348.50</u>
<b>Créanciers privilégiés / Preferred Creditors</b>		
EMPLOYÉS / EMPLOYEES		to be determined
LOCATEURS / LANDLORDS		to be determined
<b>Créanciers privilégiés / Preferred Creditors</b>		<u>to be determined</u>
<b>Créanciers non garantis / Ordinary Creditors</b>		
602137-9 CANADA INC.	66 RUE ST.JOSEPH O.#2, MONTREAL QC	341.85
9091-1645 QUEBEC INC/UNIPACK	3458 GRIFFITH, ST-LAURENT QC H4T 1A7	36,938.19
9153-3448 QUEBEC INC.	555 WESTMINSTER, S.201, MONTREAL QC H4W 2J2	110.62
ABM COMPANY LIMITED	240 CENTENNIAL PARK, ELSTREE BOREHAMWOOD HERTFORDSHIRE WD6 3DE UK	Unknown**
ACT 1 ENTERTAINMENT INC.	14622 VENTURA BLVD. #713, SHERMAN OAKS CA 91403	Unknown**
ACTION TAG & LABEL (1987) INC	146 BOUL.BRUNSWICK, POINTE-CLAIRE QC H8R 5P9	1,425.05
ADT SECURITY SERVICES CANADA	5700 HENRI-BOURASSA, MONTREAL QC H4R 1V9	1,004.46
ALERT SPRINKLERS INC.	1250, RUE CASCADES, CHATEAUGUAY QC J6J 4Z2	480.00
AMERIC DISC INC.	2525 CANADIEN, DRUMMONDVILLE QC J2C 7W2	7,085.43
AMERICANA MASTERS INC.	2104 WEST LINDEN AVENUE, NASHVILLE TN 37212	Unknown**
ANYTIME PRODUCTS *	19779 BAHAMA STREET, NORTHRIDGE, CA 91324	1,500.50
ARNOLD B. SCHWISBERG BA., LLB.	675 COCHRANE DRIVE, SIXTH FL.EAST TOWER, MARKHAM ON L3R 0B8	18,631.27
AURA ENTERTAINMENT, INC	921 BELLEVUE AVE., TRENTON NJ 08618-4409	Unknown**
BACKSTAGE	1-3015 KENNEDY ROAD, STARBOROUGH ON M1V 1E7	Unknown**
BARNA ALPER RELEASING	366 ADELAIDE STREET W, SUITE #700, TORONTO ON MSV 1R9	Unknown**
BARNABY RECORDS INC.	949 NORTH KINGS ROAD #211, WEST HOLLYWOOD CA 90069	Unknown**
BARRY COLLINS ENTERTAINMENT	21A CLIFFTOWN ROAD, SOUTHEND ON-SEA ESSEX SS11AB, ENGLAND	Unknown**
BEHR ENTERTAINMENT LTD	75 CHERRY LANE, MONSEY NY 10952	Unknown**
BELL MOBILITY	P.O.11095, STN CENTRE-VILLE, MONTREAL QC H3C 5E7	3,255.91
BELL CONFERIA INC.	10 FOUR SEASONS PLACE, 10E ETAGE TORONTO ON M9B 6H7	156.67
BELL CANADA	CASE POSTALE 8712, SUCC. CENTRE-VILLE, MONTREAL QC H3C 3P6	4,142.28
BELL CONFERENCES INC.	10 FOUR SEASONS PLACE, 10E ETAGE TORONTO ON M9B 6H7	55.92
BELL CANADA	CTRE DE VERSEMENT CLIENTS, CP 11490 STATION CENTRE-VILLE, MONTRÉAL QC H3C 5R7	Unknown
BLANK PRODUCTION	15 EAST PUTNAM AVENUE #280, GREENWICH CT 06830	Unknown**
BLISTECK PLASTIC INC.	8124 JEAN BRILLON, LASALLE QC H8N 2J5	62,291.59
BOIS LAURENTIEN	395 STINSON, ST-LAURENT QC H8N 2J5	1,512.53
BREAKTHRU FINNESS	544 TWIN PALMS DR., SAN GABRIEL CA 91775	Unknown**
BRITE PRODUCTIONS (JORGE A. CROUSILLAT)	1801 CORAL WAY #411, MIAMI FL 33145	Unknown**
BRUCE T. OGILVIE *	5902 MAPLESHADE LANE, DALLAS TX 75252	1,300.94
BULLSEYE TV	2ND-3RD FLOOR 46-47 FRITH STREET, LONDON W1V 5TE, ENGLAND	Unknown**
C & G MUSIC PARTNERS	36-34 RUE DE LA SANTOLINE, NICE 06200 France	Unknown**
C/O ACROBAT MUSIC	3RD FL., MONUMENT HOUSE, 215 MARSH ROAD, PINNER MIDDLESEX HA5 5NE ENGLAND	Unknown**
CAFE SELENA INC.	8215, 17TH AVENUE, MONTREAL QC H1Z 4J9	354.24
CANADIAN MUSICAL REPROD.RIGHTS AGENCY LTD	56 WELLESLEY STREET WEST, TORONTO ON M5S 2S3	Unknown**
CANON CANADA INC.	BUS.SOLUT.DIV. 8801 TRANSCANADIENNE, ST-LAURENT QC H4S 1Z6	3,481.44
CASSELS BROCK LAWYERS	SCOTIA PLAZA, S.2100, 40 KING ST.W., TORONTO ON M5H 3C2	127.20
CHACRA MUSIC LICENSING INC.	180 CHOQUETTE, DOLLARD DES ORMEAUX QC H9A 3H1	Unknown**
CHRIS PENNINGTON	3675 POWERSCOURT ROAD, HINCHINBROKE QC J0S 1A0	Unknown**
CINAMOUR ENTERTAINMENT	15301 VENTURA BLVD #470 BLDG. B, SHERMAN OAKS CA 91403	Unknown**
CINEMA VAULT	175 BLOOR STREET, SOUTH TOWER, SUITE 1011, TORONTO ON M4W 3RS	Unknown**
CITI COMMERCE S/BUREAU EN GROS	P.O.BOX 1953 STN D, SCARBOROUGH ON M1P 5H9	131.41
CLEAR SOLUTIONS INC. *	73 MONUMENT ROAD, HINSDALE, NH 03451	1,455.00
COMPENDIA / ARTEMIS NASHVILLE	210 25TH AVE. N #1200, NASHVILLE TN 37203	Unknown**
COPYRIGHT GROUP	31 DOBREE AVENUE, WILLESDEN GREEN LONDON NW10 2AD UK	Unknown**
CREATIVE SOUNDS INC.	270 CANYON DRIVE, SEDONA AR 86336	Unknown**
DAN DALTON PRODUCTIONS	305 VIRGINIA DR, VENTURA CA 93003	Unknown**
DANCE PLANT RECORDS	3765 PRIEUR #23, MONTREAL-NORD QC H1H 2M1	Unknown**
DAVID FINCH DISTRIBUTION LTD	8 LONG LODGE DRIVE, WALTON-ON-THEMES SURREY KT12 2BY UK	Unknown**
DC DISPLAY-CORR	8451 PARKWAY, VILLE D'ANJOU QC H1J 1M8	12,065.66
DELOITTE & TOUCHE	1 PLACE VILLE-MARIE, SUITE 3000, MONTREAL QC H3B 4T9	55,605.06
DEMON MUSIC GROUP LIMITED	33 FOLEY STREET, LONDON W1W 7TL England	Unknown**

RSM Richter Inc.,Syndic/Trustee  
 Liste des créanciers/Creditors List  
 Dans l'affaire de l'avis d'intention de faire une proposition/ In the Matter of notice of intention to make a proposal  
 Direct Source Special Products Inc.

Nom / Name		Montant / Amount
	3691 SAINT-DOMINIQUE, MONTREAL QC H2X 2X8	1,275.49
<b>Créanciers non garantis / Ordinary Creditors</b>		
DISCOS LINDAS	1231 NORTH LINCOLN, PASADENA CA 91104	Unknown**
DISQUE AMERIC INC *	2525 CANADIEN, DRUMMONDVILLE QC J2C 7W2	6,856,058.95
DISTRIBUTION PATRICK DUMULONG ENR.	7931 MONTRICHARD, ANJOU QC H1K 1H8	231.25
DOMINION ENTERTAINMENT, INC. *	2491 XENIUM LANE NORTH, #100, PLYMOUTH, MN 55441	2,839.43
DOMINION KTEL	2491 XENIUM LANE NORTH, PLYMOUTH MN MN 55441	Unknown**
DON WILLIAMS ENTERPRISES LLC	761 HICKORY BLVD #101, BRENTWOOD TN 37027	Unknown**
DORSEY & WHITNEY LIP *	50 SOUTH SIXTH ST.,SUITE 1500, MINNEAPOLIS, MN 55402-1498	20,144.24
DOVERCO INC.	3245 BOUL.J.B. DESCHAMPS, LACHINE QC H8T 3E4	1,677.88
DUPLIUM CORPORATION	35 MINTHORN COURT, THORNHILL, ON L3T 7N5	148,119.95
EAGLE ROCK ENTERTAINMENT LTD.	22 ARMOURY WAY, WANDSWORTH LONDON SW181EZ UK	Unknown**
EASYLINK SERVICES *	6025 THE CORNERS PARKWAY, S.100, NORCROSS, GA 30092	340.00
ECHELON	1725 VICTORY BOULEVARD, GLENDALE CA 91201	Unknown**
EDI GATEWAY	8355 BOUGAINVILLE, MONTREAL QC H4P 2G5	237.32
EDITION PAYSANNE	6530 PRINCE-RUPERT, LAVAL QC H7H 1S6	Unknown**
EMBALLAGES FESTIVAL PACKAGING	3737 BOUL.THIMENS, VILLE ST-LAURENT QC H4R 1V1	1,710.51
EMI c/o MELLON FINANCIAL SERVICES *	DEPT.CH 10380, PALATINE, IL 60055-0380	64,563.44
EMI ENTERTAINMENT WORLD INC. *	75 NINTH AVENUE, 4TH FLOOR, NEW YORK NY 10011	3,271.25
ENABLE CORPORATION *	665 BROADWAY, FLOOR #3, NEW YORK, NY 10012	340.00
ENERGY LOGISTICS	2555 DOLLARD AVENUE, SUITE 200, LASALLE QC H8N 3A9	53,983.67
ENERGY LOGISTICS *	2555 DOLLARD AVENUE, SUITE 200, LASALLE QC H8N 3A9	13,172.75
EQ PRODUCTIONS	8 PADDINGTON PLACE, TORONTO ON M9R 2T1	Unknown**
EVERETT COLLECTION, INC. *	104 WEST 27TH ST.,FLOOR #3, NEW YORK NY 10001	1,380.00
FANCIFUL PUBLISHING	180 CHOQUETTE, DOLLARD DES ORMEAUX QC H9A 3H1	Unknown**
FEDEX FREIGHT EAST *	4103 COLLECTION CENTER DRIVE, CHICAGO, IL 60693	722.52
FEDEX TRADE NETWORKS *	PO BOX 600, NIAGARA FALLS, ON L2E 6V2	2,146.34
FEDEX TRADE NETWORKS CAN INC.	P.O.BOX 10007, STATION A, TORONTO ON M5W 2B1	247.75
FILM OPTION INTERNATIONAL	3401 ST-ANTOINE STREET, MONTREAL QC H3Z 1X1	7,000.00
FILM OPTION INTERNATIONAL	3401 ST-ANTOINE STREET, MONTREAL QC H3Z 1X1	Unknown**
FIRST GENERATION	1300 DIVISION STREET SUITE 301, NASHVILLE TN 37203	Unknown**
FIRSTCOM	1325 CAPITAL PARKWAY #109, CARROLTON TX 75006	Unknown**
FISHMAN FLANZ MELAND PAQUIN, S.E.N.C.R.L./LLP	1250 BOUL.RENE-LEVESQUE O.,S. 4100,MONTREAL QC H3B 4W8	11,287.50
FREDERICK P. SANJEK *	2104 WEST LINDEN AVENUE, NASHVILLE, TN 37212	2,750.00
FUEL TRANSPORT	7630 RUE CENTRALE, LASALLE QC H8P 1K9	27,488.32
FUEL 2000	6607 SUNSET BOULEVARD, LOS ANGELES CA 90028	Unknown**
FUEL 2000 RECORDS, INC. *	6607 SUNSET BOULEVARD, LOS ANGELES, CA 90028	3,787.14
FUEL TRANSPORT *	7630 RUE CENTRALE, LASALLE QC H8P 1K9	62,094.00
GAZ METROPOLITAIN	1717 RUE DU HAVRE, MONTREAL QC H2K 2X3	51.85
GLOBAL LOGISTICS INTERNATIONAL	8124 JEAN BRILLON, LASALLE QC H8N 2J5	73.55
GOING AIR INC. *	P.O. BOX 901028, HOMESTEAD, FL 33090	863.40
GRAFIKOM	25 SCARSDALE ROAD, TORONTO ON M3B 2R2	13,923.01
GRAFIX	4515 POIRIER BOUL., ST-LAURENT QC H4R 2A4	3,092.41
GRAMMERCY	2801 TOWNSGATE ROAD, SUITE #222, WESTLAKE VILLAGE CA 91361	Unknown**
GRANADA INTERNATIONAL *	48 LEICESTER SQUARE, LONDON, ENGLAND WC2H 7FB	2,475.00
GRANADA INTERNATIONAL MEDIA LIMITED	48 LEICESTER SQUARE, LONDON WC2H 7FB UK	Unknown**
GRAPHIQUES COLORAMA INC.	6620 ABRAMS, ST-LAURENT QC H4S 1Y1	3,290.30
HANDLEMAN COMPANY OF CANADA	A/S R.LUGTENBURG, 60 LEEK CRES., RICHMOND HILL, ON L4B 1H1	1,485.00
HARRY FOX	711, 3RD AVENUE, NEW YORK NY 10017	Unknown**
HHO MULTIMEDIA AUSTRALASIA PTY LTD	S. 1, BRITANNIA BUS. CTR. , CRICKLEWOOD LANE LONDON NW2 1ET, ENGLAND	Unknown**
HITRON NETWORKS LTD.	8530 DELMEADE, MONTREAL QC H4T 1L6	135.45
HOLLYWOOD AT HOME	12324 N. ECHO VALLEY DRIVE, TUCSON AZ 85755	Unknown**
HOLMESTED & ASSOCIES, S.E.N.C.	1010 DE LA GAUCHETIERE O. BUR.1230, MONTREAL QC H3B 2N2	2,020.30
HUNT PERSONNEL INTERIM AIDE	666 RUE SHERBROOKE O.,BUR.#1801, MONTREAL QC H3A 1E7	2,533.87
HYDRO QUEBEC	7575 HENRI-BOURASSA O. ST-LAURENT QC H4S 1Z2	8,294.65
ICELOGIC CONSULTING LTD	157 VICTORIA STREET, KAMLOOPS, BC V2C 1Z4	630.00
IDS RICOH	534 MCCAFFREY, ST-LAURENT QC H4T 1N1	2,150.13
IMPRESSIONS JADE	749 MISTASSINI, LACHENAIE, QC J6W 5H2	3,853.56
INSTACHANGE DISPLAYS LTD.	230 EDWARD STREET, AURORA ON L4G 3S8	2,235.84
INTERGRATED COPYRIGHT GROUP *	P.O. BOX 24149, NASHVILLE TN 37202	1,721.38
JACOBSON VAL *	631 SOQUILI TRAIL, JASPER, G.A. 30143	877.68
JAZZ INSPIRATION (ARNOLD B. SCHWISBERG	675 COCHRANE DRIVE 6TH FLOOR EAST TOWER, MARKHAM ON L3R 0B8	Unknown**

## RSM Richter Inc.,Syndic/Trustee

## Liste des créanciers/Creditors List

Dans l'affaire de l'avis d'intention de faire une proposition/ In the Matter of notice of intention to make a proposal

Direct Source Special Products Inc.

Nom / Name		Montant / Amount
JSM	419 DAHLIA DRIVE, BRENTWOOD TN 37026	Unknown**
KMG MUSIC	1237 CONCORD HUNT DRIVE , BRENTWOOD TN 37027	Unknown**
<b>Créanciers non garantis / Ordinary Creditors</b>		
LAMBROPOULOS, ATHANASIOS	360 MELOCHE, ST-LAURENT QC H4N 1A6	88.75
LAUGHING STOCK RECORDS	2521 LAGUNA VISTA DRIVE, NOVATO CA 94945-1562	Unknown**
LCS GROUP	P.O BOX 7809, DALLAS TX 75209	Unknown**
LENZ ENTERTAINMENT / 3 J'S INC.	638 CHURCH STREET, TORONTO ON M4Y 2G3	Unknown**
LES FILMS DE L'ISLE INC.	210-B MOZART AVE, W., MONTREAL QC H2S 1X4	Unknown**
LOG FANTASMAS	1450 S.E. 18TH TERRACE , HOMESTEAD FL 33035	Unknown**
MAINSAIL LLC *	5836 S. PECOS ROAD, LAS VEGAS, NEVADA 89120	24,102.26
MAISON VIAU INC.	173 A ST-JEAN-BAPTISTE, SUITE #2, CHATEAUGUAY QC J6K 3B4	90.56
MAXIMUS ENTERTAINMENT	51 MUSIC SQUARE EAST, NASHVILLE TN 37203	Unknown**
MEGADATA EDI	5760 ROYALMOUNT, S.#205, TOWN OF MT-ROYAL QC H4P 1K5	84.04
MICHELE PACKAGING COMPANY *	1237 WEST CAPITOL DRIVE, ADDISON DRIVE, ILLINOIS 60101	35,240.00
MINT	2393 MENARD, LASALLE QC H8N 1G6	Unknown**
MITCHEL-LINCOLN PACKAGING LTD.	3737 BOUL.THIMENS, VILLE ST-LAURENT QC H4R 1V1	1,096.16
MOORE PACKAGING CORPORATION	191 JOHN STREET, BARRIE, ON L4N 2L4	4,982.86
NAPCO *	120 TROJAN AVENUE, SPARTA, NC 28675	24,549.62
NFB/ONF ADMINISTRATION (A-5)	PO BOX 6100 / CP 6100 STN CENTRE-VILLE , MONTREAL QC H3C 3H5	Unknown**
NORAMPAC - VICTORIAVILLE, DIV.OF CASCADES CANADA INC.	418 , RUE DES INDUSTRIES, LE GARDEUR QC J5Z 4X5	23,019.11
OCTAPIXX WORLDWIDE	200 TIFFIELD RD #101, TORONTO ON M1V 5J1	Unknown**
ONSITEASAP	2320 BEDFORD ROAD, MONTREAL QC H3S 1E9	482.55
ORBI-XXI PRODUCTIONS INC	206 RUE PLESSIS #300, MONTREAL QC H2L 2Y3	Unknown**
PAUL MARTIN SERVICE DE DISTRIBUTRICES ENR.,	9579 COTE DE LIESSE, DORVAL QC H9P 1A3	309.89
PINDOFF RECORD SALES LIMITED	166 NORSEMAN ST.,TORONTO ON M8Z 2R4	242,801.82
PLANETE COURRIER INC.	104 RUE LINDSAY, DORVAL QC H9P 2T8	790.25
PORCHLIGHT ENT.	11777 MISSISSIPPI AVE., LOS ANGELES, CA 90025	Unknown**
POWERSPORTS VIDEO PRODUCTIONS	14242 VENTURA BLVD. 3RD FLOOR, SHERMAN OAKS CA 91423	Unknown**
PRESTIGE ELITE RECORDS INC.	34 GREAT JAMES STREET, LONDON WC1N 3HB ENGLAND	Unknown**
PRIMUS CANADA	5343 DUNDAS STREET O.SUITE #500, TORONTO ON M9B 6K5	358.35
PROWIS	372 BAY STREET, SUITE 1703, TORONTO ON M5H 2W9	58,020.69
PVB INDUSTRIES	4999 SAINTE-CATHERINE O.SUITE 250, WESTMOUNT QC H3Z 1T3	749,098.28
RCI ENVIRONMENT INC./INTERSAN	9501 BOUL.RAY LAWSON, ANJOU QC H1K 4H2	1,448.64
ROBERG, RON *	10605 DORCESTER, WESTCHESTER, ILLINOIS 60154-4241	3,100.04
ROBIN ROAD	4446 STERN AVENUE, SHERMAN OAKS CA 91423	Unknown**
ROGERS AT & T	C.P.3100, VILLE ST-LAURENT, QC H4L 5J8	1,330.65
ROSS ELLIS PRINTING INC.	300 RUE ANN, MONTREAL QC H3C 2K2	55,946.18
SAN JUAN	499 ERNSTON ROAD, PARLIN NJ 08859	Unknown**
SCANPAK INC./AVIVA INC.	9400 HENRI-BOURASSA O.ST-LAURENT QC H4S 1N8	1,240.48
SECURITAS QUEBEC	1980 SHERBROOKE ST. W. SUITE 300, MONTREAL QC H3H 1E8	2,082.57
SECURITE L.P.INC	8000 BROADWAY NORD, MONTREAL QC H1B 5B6	665.82
SERVAN EXCAVATION INC.	8101 ELMSLIE, SUITE 100, LASALLE QC H8N 2W6	790.13
SHORELINE ENTERTAINMENT	1875 CENTURY PARK EAST, STE 600, LOS ANGELES, CA 90067	Unknown**
SHOWTIME MUSIC PRODUCTIONS INC	90 VANZANT COURT, STOUFFVILLE ON L4A 4Z2	21,230.00
SIR CEDRICK	5457 MONROE ROAD, CHARLOTTE NC 28212	Unknown**
SODRAC	759 VICTORIA SQUARE SUITE 420, MONTREAL QC H2Y 2J7	Unknown**
SOFTCHOICE CORPORATION	1751 RUE RICHARDSON, BUR.3201, MONTREAL QC H3K 1G6	2,432.39
SONY & BMG MUSIC ENTERTAINMENT *	ATT: PAT FERRARA, 210 CLAY AVENUE, LYNDHURST, NJ 07071	171.60
SONY ATV	8 MUSIC SQUARE WEST, NASHVILLE TN 37203	Unknown**
SONY/ATV MUSIC PUBLISHING LLC, *	8 MUSIC SQUARE WEST, NASHVILLE, TN 37203	3,785.60
SPECTRA INTERNATIONAL DISTRIBUTION	400, MAISONNEUVE BLVD WEST, 9TH FLOOR, MONTREAL QC H3A 1L4	Unknown**
SPS COMMERCE, INC. *	VB BOX 3, PO BOX 9202, MINNEAPOLIS, MN 55480-9202	3,675.25
START ENTERTAINMENTS LIMITED	3 WARMAIR HOUSE GREEN LANE, NORTHWOOD MIDDLESEX HA6 2QB ENGLAND	Unknown**
STERLING COMMERCE	P.O.BOX 3541, POSTAL STATION A, TORONTO ON M5W 3G4	5,042.66
STEVAC INC.	801 BOUL.BORD DE L'EAU, VALLEYFIELD QC J6S 0B7	3,346.88
STUDIO DI FIRENZE	9104 DESCHAMBAULT, ST.LEONARD QC H1R 2C5	225.75
SUN	3106 BELMONT BLVD., NASHVILLE TN 37212	Unknown**
SUN ENTERTAINMENT CORPORATION *	3106 BELMONT BLVD., NASHVILLE, TENNESSEE 37212	12,240.60
SYNERGY MUSIC CORP.	30 PENBROOK CT. , SHREWSBURY NJ 07702	Unknown**
TECHNICOLOR CREATIVE SERVICES	2101 STE-CATHERINE O.#300, MONTREAL QC H3H 1M6	2,539.69
THE NIELSEN COMPANY *	1 NORTH LEXINGTON AVE.,14TH FL, WHITE PLAINS, NY 10601	17,306.25
THE MARSHALL FIRM *	271 MADISSON AVE.,20TH FLOOR, NEW YORK NY 10016	4,200.00



RSM Richter Inc., Syndic/Trustee  
 Liste des créanciers/Creditors List  
 Dans l'affaire de l'avis d'intention de faire une proposition/ In the Matter of notice of intention to make a proposal  
 Direct Source Special Products Inc.

Nom / Name		Montant / Amount
THE TELEVISION DISTRIBUTION NETWORK	13 HUDSON AVENUE, OCEAN RIDGE FL 33435	Unknown**
THOMSON TREMBLAY INC.	2040, PEEL STREET, SUITE #200, MONTREAL QC H3A 1W5	98,903.70
TRANSPORT ALLIANCE	C.P.34542, 3131 COTE-VERTU, ST-LAURENT QC H4R 1Y8	2,132.82
<b>Créanciers non garantis / Ordinary Creditors</b>		
TUFAMERICA INC.	250 WEST 49TH STREET #705, NEW YORK NY 10019	Unknown**
TUMI MUSIC LTD.	8-9 NEW BOND STREET PLACE, BATH BANES BA1 1BH ENGLAND	Unknown**
UNITED PARCEL SERVICE	77 FOUNDRY STREET, MONCTON NB E1C 5H7	26,118.20
UNITED PARCEL SERVICE *	77 FOUNDRY STREET, MONCTON NB E1C 5H7	856.05
UNIVERSAL MUSIC GROUP *	C/O BANK OF AMERICA, 98279 COLL.CENTER DR.,CHICAGO IL 60693	44,976.00
UPS SUPPLY CHAIN SOLUTIONS, INC. *	28013 NETWORK PLACE, CHICAGO IL 60673-1280	491.89
UPS UNITED PARCEL SERVICE *	1615 BRETT ROAD, NEW CASTLE, DE 19720-2425	17,979.58
VISION FILMS INC. *	14945 VENTURA BLVD.,SUITE 306, SHERMAN OAKS, CA 91403	5,000.00
VISUAL SCAN INC.	9066 PASCAL-GAGNON, MONTREAL QC H1P 2X4	1,577.45
W.I.EXTERMINATION	3115 HALPERN, VILLE ST-LAURENT QC H4S 1P5	586.96
WEA - WSM *	DEPT.CH 10125, PALATINE, IL 60055-0125	67,106.00
YELLOW OF ONTARIO *	P.O. BOX 2431 SUCC.A , POSTAL STATION A, TORONTO ON M5W 2K6	26,261.56
ZANNIN CD/DVD	3305 BOUL.PITFIELD, ST-LAURENT QC H4S 1H3	81,113.06
US EXCHANGE 1.2239		1,591,048.95
COURUS / ACCRUED LIABILITIES		Unknown**
<b>Créanciers non garantis / Ordinary Creditors</b>		10,822,098.89
<b>Grand Total</b>		27,374,447.39

\*\* Company is presently updating it's accounting records.