

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

*(Bankruptcy and Insolvency Act,
R.S.C. 1985, c. B-3)*

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

NO.: 500-11-051309-165
ESTATE NO.: 41-2167491

LE BARON OUTDOOR PRODUCTS LTD./
LE BARON PRODUITS DE PLEIN AIR
LTÉE., a corporation having its registered
office at 8601 Boulevard St. Laurent,
Montreal, Québec H2P 2M9;

NO.: 500-11-051311-161
ESTATE NO.: 41-2167485

LE BARON OUTDOOR PRODUCTS
(DUNDAS) INC./LE BARON PRODUITS DE
PLEIN AIR (DUNDAS) INC., a corporation
having its registered office at 8601 Boulevard
St. Laurent, Montreal, Québec H2P 2M9;

NO.: 500-11-051310-163
ESTATE NO.: 41-2167490

LE BARON OUTDOOR PRODUCTS
(MISSISSAUGA) LTD., a corporation having
its registered office at 8601 Boulevard St.
Laurent, Montreal, Québec H2P 2M9;

NO.: 500-11-051312-169
ESTATE NO.: 41-2167495

LE BARON OUTDOOR PRODUCTS
(TORONTO) INC./LE BARON PRODUITS
DE PLEIN AIR (TORONTO) INC., a
corporation having its registered office at
8601 Boulevard St. Laurent, Montreal,
Québec H2P 2M9;

Debtors/Petitioners

-and-

RICHTER ADVISORY GROUP INC./
RICHTER GROUPE CONSEIL INC., in its
capacity as trustee to the foregoing Notice of
Intention filings, having a place of business
at 1981 McGill College, Montreal, Québec
H3A 0G6;

Trustee

-and-

CONTINENTAL CAPITAL INVESTMENTS INC. / CONTINENTAL INVESTISSEMENTS CAPITAL INC., a corporation having its registered office at 1493 rue Bégin, Montreal, Quebec H4R 1V8;

Impleaded Party

APPLICATION FOR THE APPROVAL OF AN ADVISORY AGREEMENT, CERTAIN CHARGES, ADMINISTRATIVE CONSOLIDATION OF NOI PROCEEDINGS AND OTHER RELIEF

(Sections 64.2 and 183 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3)

TO ONE OF THE HONOURABLE JUSTICES OF THE SUPERIOR COURT, SITTING IN THE COMMERCIAL DIVISION IN AND FOR THE DISTRICT OF MONTREAL, OR TO ONE OF ITS REGISTRARS, PETITIONERS RESPECTFULLY SUBMIT:

I. INTRODUCTION

1. Le Baron Outdoor Products Ltd. (the "**Petitioner**") is one of Canada's most well-known family owned and operated camping, hunting, fishing and outdoor equipment retailers (the "**Business**"). The Business has been in existence since 1960 and continues to be run by the same family today.
2. The Impleaded Party, Continental Capital Investments Inc. ("**Continental**"), is a well-known Québec-based provider of liquidation and asset recovery services.
3. The Petitioner's senior secured lender is The Bank of Nova Scotia (the "**Bank**") pursuant to credit facilities provided by the Bank to the Petitioner under a commitment letter dated July 9, 2015 (the "**Credit Agreement**"). All indebtedness owing by the Petitioner to the Bank under the Credit Agreement (the "**Bank Debt**") is secured by various hypothecs and security interests charging the Petitioner's inventory and other property (the "**BNS Security**").
4. In addition to its retail location at 8601 Boulevard St. Laurent in Montreal (the "**Montreal Store**"), the Business operates from three (3) additional retail locations (the "**Ontario Stores**") at 1512 Merivale Road in Ottawa (the "**Ottawa Store**"), 1590 Dundas St East in Mississauga (the "**Mississauga Store**") and 8365 Woodbine Ave in Markham (the "**Markham Store**"), Ontario. All of the stores are the object of various leases between several related entities and various landlords.
5. The Petitioner is the entity which operates the Business and leases the Montreal Store. Each Ontario Store is leased independently by separate entities, each related to one another and to the Petitioner. In particular, the Ottawa Store is

leased by Le Baron Outdoor Products (Mississauga) Ltd. ("**Mississauga Co.**"), the Mississauga Store is leased by Le Baron Outdoor Products (Dundas) Inc. ("**Dundas Co.**") and the Markham Store is leased by Le Baron Outdoor Products (Toronto) Inc. ("**Toronto Co.**") (Collectively the "**Store Cos.**" and the Store Cos. collectively with the Petitioner, the "**Debtors**").

6. The sole purpose of the Store Cos. is to have a separate entity acting as the tenant under each lease and such entities have no role in operating the Business and do not own any of the Business's inventory. Accordingly, the Store Cos. have negligible assets.
7. As a result of competition from large national and international retailers and other adverse market factors, the Petitioner experienced a severe decline in sales in 2015 and as a result, its financial performance suffered and it incurred significant losses.
8. Due to the significance of such losses and the severity of the decline in its financial performance, the Petitioner was in default under the Credit Agreement and as a result, the Bank was no longer able to finance the Business without further financial assurances and undertakings, which, ultimately, the Petitioner did not agree to provide.
9. Consequently, on September 16, 2016, the Bank issued a notice pursuant to Section 244 of the *Bankruptcy and Insolvency Act, Canada* (the "**BIA**") of its intention to enforce its security on all or substantially all of the movable property of the Petitioner, and the Petitioner waived the 10 day delay and consented to the immediate enforcement of such security.
10. Given its defaults under the Credit Agreement and its insolvency, on September 19, 2016, the Petitioner filed a Notice of Intention to Make a Proposal ("**NOI**") under the relevant provisions of the *BIA* and named Richter Advisory Group Inc. (the "**Trustee**") as trustee thereto, the whole as appears of record herein (the "**Le Baron File**").
11. On September 19, 2016 each of the Store Cos. filed an NOI under the Court file numbers found below (each Court file described below collectively with the Le Baron File, the "**Court Files**"):

	<u>ENTITY:</u>	<u>COURT FILE NO.:</u>
(a)	Mississauga Co.	500-11-051310-163 (the " Mississauga File ");
(b)	Dundas Co.	500-11-051311-161 (the " Dundas File "); and
(c)	Toronto Co.	500-11-051312-169 (the " Toronto File ").

12. With the filing of the NOIs by each of the Debtors, the Petitioner, with the assistance of its counsel, the Trustee and the services of Continental, will carry out a restructuring process intended to maximize recovery for all stakeholders.
13. The present Application seeks the issuance by this Honourable Court of Orders:
 - (a) Consolidating, solely for administrative purposes, the Mississauga File, the Dundas File and the Toronto File under the Le Baron File;
 - (b) authorizing and ratifying the Petitioner's entering into an agreement whereby Continental will provide advisory services to the Petitioner in connection with these insolvency proceedings; and
 - (c) declaring that the Petitioner's property is charged by and subject to a security and charge ranking behind and immediately after the BNS Security to the extent of the aggregate principal amount of \$350,000 in favour of Continental as continuing and collateral security for the hereinafter defined "Continental Remuneration".

II. ADMINISTRATIVE CONSOLIDATION

14. In order for the restructuring to take place as efficiently and cost-effectively as possible, it is necessary for the notice of intention proceedings and the Court Files to be administratively consolidated.
15. As previously stated, the Store Cos. serve no purpose other than for each such entity to act as a lessee under a lease and are all related to one another and to the Petitioner. Additionally, the Debtors all have the same directors and officers.
16. An administrative consolidation of the Court Files will result in the most efficient use of resources in that:
 - (a) it will avoid a multiplicity of proceedings, the costs associated therewith and the need to file several sets of applications and materials each time an application is to be made by the Debtors, all four of which will concern the same proceedings and occurrences;
 - (b) the Trustee is the same trustee in each of the Court Files; and
 - (c) legal counsel to the Debtors is the same in each Court File.
17. The present Application does not seek a substantive consolidation of the estates of the Debtors but merely their procedural treatment together by the Court and as such, no creditor of any of the Debtors will be prejudiced by the proposed administrative consolidation.
18. A draft Administrative Consolidation Order is produced herewith as **Exhibit P-1**.

III. APPROVAL OF ADVISORY AGREEMENT AND CHARGE IN FAVOUR OF CONTINENTAL

19. Continental has offered to:
 - (a) provide advisory services to the Petitioner in order to assist with the Petitioner's inventory liquidation and stakeholder recovery; and
 - (b) subject to the granting by this Honourable Court of the hereinafter defined "Advisory Agreement Order", purchase and acquire the Bank Debt and waive all future interest thereon.
20. Accordingly, the Petitioner and Continental have entered into an Advisory Agreement, a copy of which is produced herewith *under seal* as **Exhibit P-2**, whereby the Petitioner and Continental have agreed to the terms and conditions with respect to the services to be provided by Continental in these insolvency proceedings (the "**Advisory Agreement**").
21. Pursuant to the Advisory Agreement, as a condition to providing the Petitioner with advisory services, Continental requires that its remuneration provided under the Advisory Agreement for providing such services in connection with these insolvency proceedings (the "**Continental Remuneration**") be secured by a charge ordered by this Honourable Court.
22. Consequently, the Petitioner is seeking an order of this Honourable Court granting a charge ranking behind and immediately after the BNS Security in favour of Continental in the amount of \$350,000 in order to secure the Continental Remuneration (the "**Continental Charge**"), the whole as appears from the draft Advisory Agreement Order (the "**Advisory Agreement Order**") produced herewith as **Exhibit P-3**.
23. The Continental Charge will cause no prejudice to any unrelated secured creditor of the Petitioner since such charge will rank behind the Petitioner's only unrelated secured creditor, the Bank, and as such, there are no unrelated secured creditors likely to be affected by such charge. A summary of registrations in the Register of Personal and Movable Real Rights of Quebec and the Personal Property Securities Register of Ontario is produced herewith *en liasse* as **Exhibit P-4**.
24. The secured creditor related to the Petitioner, R.S. Baron Investments Inc., consents to the present Application.
25. In light of the foregoing and in order for the Petitioner to carry out its restructuring, the Petitioner requires this Honourable Court's (i) administrative consolidation of the Court Files and (ii) authorization and approval of the Advisory Agreement and granting of the Continental Charge.
26. The shortening of the delays to notify/serve and present the present Application is required in order to be in a position to allow the Petitioner to proceed with its

restructuring and begin selling its fall and winter inventory in time for the impending fall and winter selling season.

27. The present Application is well founded in fact and in law.

WHEREFORE, PETITIONERS PRAY FOR JUDGMENT OF THIS HONOURABLE COURT:

- (A) **GRANTING** the present Application;
- (B) **ISSUING** an order consolidating the Court Files under Court file number 500-11-051309-165 in substantially the form of the draft Administrative Consolidation Order produced as Exhibit P-1 in support of the present Application;
- (C) **ISSUING** an order approving the Advisory Agreement and granting the Continental Charge in substantially the form of the draft Advisory Agreement Order produced as Exhibit P-3 in support of the present Application;
- (D) **ISSUING** any other order(s) the Court deems appropriate;

THE WHOLE without costs, save in the event of contestation.

MONTREAL, September 21, 2016

(SGD) KUGLER KANDESTIN LLP

KUGLER KANDESTIN LLP
Attorneys for Debtors/Petitioners

Me Gerald F. Kandestin / Me Jeremy Cuttler
1 Place Ville Marie, Suite 1170
Montreal, Quebec H3B 2A7
Tel.: 514 878-2861 / Fax: 514 875-8424
gkandestin@kklex.com/jcuttler@kklex.com

TRUE COPY



KUGLER KANDESTIN LLP,
Attorneys for Debtors/Petitioners

AFFIDAVIT

I, the undersigned **STEVEN BARON**, businessman, carrying on business at 8601 Boulevard St. Laurent, Montreal, Québec H2P 2M9, solemnly affirm the following:

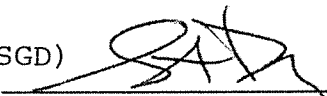
1. I am the President of the Petitioner, Le Baron Outdoor Products Ltd./Le Baron Produits De Plein Air Ltée.;
2. I have knowledge of all the facts alleged in the annexed "Application for the Approval of an Advisory Agreement, Certain Charges, Administrative Consolidation of NOI Proceedings and Other Relief" and all the facts alleged therein are true.

J.S.

Toronto Ontario

And I have signed, in ~~Montreal~~, ~~Quebec~~

(SGD)



Steven Baron

Solemnly affirmed before me, in Toronto, Canada
this 21st day of **September**, 2016.

(SGD)



Commissioner for Oaths

Jeremy M. Syrtash

TRUE COPY



KUGLER KANDESTIN LLP,
Attorneys for Debtors/Petitioners

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

(Bankruptcy and Insolvency Act,
R.S.C. 1985, c. B-3)

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

NO.: 500-11-051309-165
ESTATE NO.: 41-2167491

LE BARON OUTDOOR PRODUCTS LTD./
LE BARON PRODUITS DE PLEIN AIR LTÉE.;

NO.: 500-11-051311-161
ESTATE NO.: 41-2167485

LE BARON OUTDOOR PRODUCTS (DUNDAS)
INC./
LE BARON PRODUITS DE PLEIN AIR (DUNDAS)
INC.;

NO.: 500-11-051310-163
ESTATE NO.: 41-2167490

LE BARON OUTDOOR PRODUCTS
(MISSISSAUGA) LTD.;

NO.: 500-11-051312-169
ESTATE NO.: 41-2167495

LE BARON OUTDOOR PRODUCTS (TORONTO)
INC./LE BARON PRODUITS DE PLEIN AIR
(TORONTO) INC.;

Debtors/Petitioners

-and-

RICHTER ADVISORY GROUP INC./
RICHTER GROUPE CONSEIL INC.;

Trustee

-and-

CONTINENTAL CAPITAL INVESTMENTS INC./
CONTINENTAL INVESTISSEMENTS CAPITAL INC.;

Impleaded Party

NOTICE OF PRESENTATION

TO:

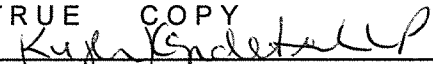
TRUDEAU DUFRESNE DI MINICO
Attention: Me Roberto T. Di Minico
460, Saint-Gabriel
4th floor
Montreal, QC
rdeminico@tddlex.com
Counsel to The Bank of Nova Scotia

RICHTER ADVISORY GROUP INC.
Attention: Raymond Massi
1981 McGill College
Montreal, QC
rmasi@richter.ca
Trustee

GAGNON BRUNET KILANI
Attention: Me Raymond Gagnon
1440 Rue Sainte-Catherine
Suite 714
Montreal, QC
rgagnon@gbklegal.com
Counsel to Continental Capital
Investments Inc.

TAKE NOTICE that the "Application for the Approval of an Advisory Agreement, Certain Charges, Administrative Consolidation of NOI Proceedings and Other Relief" will be presented for adjudication to a Judge of the Superior Court, of the Province of Québec, of the District of Montreal, or to the Registrar thereof, on **September 27, 2016** at 8:45 a.m. in Room 16.10 of the Montreal Court House, 1 Notre Dame East, Montreal, Quebec or so soon thereafter as counsel may be heard.

Montreal, September 21, 2016

TRUE COPY

KUGLER KANDESTIN LLP
Attorneys for Debtors/Petitioners

(SGD) KUGLER KANDESTIN LLP
KUGLER KANDESTIN LLP
Attorneys for Debtors/Petitioners

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

(Bankruptcy and Insolvency Act,
R.S.C. 1985, c. B-3)

IN THE MATTER OF THE NOTICES OF
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LE BARON OUTDOOR PRODUCTS (DUNDAS)
INC./LE BARON PRODUITS DE PLEIN AIR
(DUNDAS) INC.;

NO.: 500-11-051310-163
ESTATE NO.: 41-2167490

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LE BARON OUTDOOR PRODUCTS (TORONTO)
INC./LE BARON PRODUITS DE PLEIN AIR
(TORONTO) INC.;

Debtors/Petitioners

-and-

RICHTER ADVISORY GROUP INC./
RICHTER GROUPE CONSEIL INC.;

Trustee

-and-

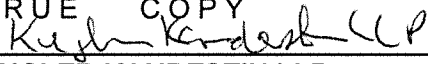
CONTINENTAL CAPITAL INVESTMENTS INC./
CONTINENTAL INVESTISSEMENTS CAPITAL
INC.;

Impleaded Party

LIST OF EXHIBITS

EXHIBIT P-1	Draft Administrative Consolidation Order
EXHIBIT P-2 <i>UNDER SEAL</i>	Advisory Agreement
EXHIBIT P-3	Draft Advisory Agreement Order
EXHIBIT P-4 <i>en liasse</i>	Search Summary

Montreal, September 21, 2016

TRUE COPY

KUGLER KANDESTIN LLP
Attorneys for Debtors/Petitioners

(SGD) KUGLER KANDESTIN LLP
KUGLER KANDESTIN LLP
Attorneys for Debtors/Petitioners

EXHIBIT P-1

Draft Administrative Consolidation Order

SUPERIOR COURT
(Commercial Division)

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL**

**NO.: 500-11-051309-165
ESTATE NO.: 41-2167491**

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ESTATE NO.: 41-2167485**

**NO.: 500-11-051310-163
ESTATE NO.: 41-2167490**

**NO.: 500-11-051312-169
ESTATE NO.: 41-2167495**

DATE: SEPTEMBER 27, 2016

PRESIDING:

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

**LE BARON OUTDOOR PRODUCTS LTD./
LE BARON PRODUITS DE PLEIN AIR LTÉE.**

**LE BARON OUTDOOR PRODUCTS (DUNDAS)
INC./LE BARON PRODUITS DE PLEIN AIR
(DUNDAS) INC.**

**LE BARON OUTDOOR PRODUCTS
(MISSISSAUGA) LTD.**

**LE BARON OUTDOOR PRODUCTS (TORONTO)
INC./LE BARON PRODUITS DE PLEIN AIR
(TORONTO) INC.**

Debtors/Petitioners

-and-

**RICHTER ADVISORY GROUP INC./
RICHTER GROUPE CONSEIL INC.**

Trustee

-and-

**CONTINENTAL CAPITAL INVESTMENTS INC./
CONTINENTAL INVESTISSEMENTS CAPITAL INC.**

Impleaded Party

ADMINISTRATIVE CONSOLIDATION ORDER

- [1] **ON READING** the *Application for the Approval of an Advisory Agreement, Certain Charges, Administrative Consolidation and Other Relief* (the "**Application**") of Le Baron Outdoor Products Inc. (the "**Debtor**") *et al.*, the affidavit and the exhibits in support thereof;
- [2] **CONSIDERING** the notification/service of the Application;
- [3] **CONSIDERING** the submissions of counsel;
- [4] **CONSIDERING** Section 183 of the *Bankruptcy and Insolvency Act*, Canada and Section 3 of the *Bankruptcy and Insolvency General Rules*;
- [5] **CONSIDERING** that it is appropriate to issue an Order consolidating the following notice of intention proceedings (collectively the "**Files**") under one Court file number:
- i. the Notice of Intention to Make a Proposal Filing of Le Baron Outdoor Products Ltd. bearing Court file number 500-11-051309-165;
 - ii. the Notice of Intention to Make a Proposal Filing of Le Baron Outdoor Products (Mississauga) Ltd. bearing Court file number 500-11-051310-163;
 - iii. the Notice of Intention to Make a Proposal Filing of Le Baron Outdoor Products (Dundas) Inc. bearing Court file number 500-11-051311-161; and
 - iv. the Notice of Intention to Make a Proposal Filing of Le Baron Outdoor Products (Toronto) Inc. bearing Court file number 500-11-051312-169.
- [6] **CONSIDERING** that it is appropriate to issue an order ordering that all existing and future proceedings, filings, and other matters (including, without limitation, all motions, applications and cash flows) in the Files henceforth be filed solely under one Court file number;

THE COURT:

- [7] **GRANTS** the Application.

NOTIFICATION/SERVICE

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

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

CONSOLIDATION

[10] **ORDERS** the consolidation of:

- i. the Notice of Intention to Make a Proposal Filing of Le Baron Outdoor Products Ltd. bearing Court file number 500-11-051309-165 (the "**Le Baron File**");
- ii. the Notice of Intention to Make a Proposal Filing of Le Baron Outdoor Products (Mississauga) Ltd. bearing Court file number 500-11-051310-163 (the "**Mississauga File**");
- iii. the Notice of Intention to Make a Proposal Filing of Le Baron Outdoor Products (Dundas) Inc. bearing Court file number 500-11-051311-161 (the "**Dundas File**"); and
- iv. the Notice of Intention to Make a Proposal Filing of Le Baron Outdoor Products (Toronto) Inc. bearing Court file number 500-11-051312-169 (the "**Toronto File**"),

under file number 500-11-051309-165 of this Honourable Court.

[11] **ORDERS** that all existing and future proceedings, filings, and other matters (including, without limitation, all motions, applications and cash flows) in the Le Baron File, the Mississauga File, the Dundas File and the Toronto File henceforth be filed jointly and together by Le Baron Outdoor Products Ltd., Le Baron Outdoor Products (Mississauga) Ltd., Le Baron Outdoor Products (Dundas) Inc. and Le Baron Outdoor Products (Toronto) Inc. (collectively the "**Debtors**") and solely under file number 500-11-051309-165 of this Honourable Court.

[12] **DECLARES** that nothing in this Order shall constitute a merger or consolidation of the property or the debts of any of the Debtors.

GENERAL

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

THE WHOLE WITHOUT COSTS.

KUGLER KANDESTIN LLP
Me Gerald F. Kandestin
Me Jeremy Cuttler
Attorneys for the Debtors/Petitioners

EXHIBIT P-2
(UNDER SEAL)

Advisory Agreement

EXHIBIT P-3

Draft Advisory Agreement Order

SUPERIOR COURT
(Commercial Division)

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL**

**NO.: 500-11-051309-165
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DATE: SEPTEMBER 27, 2016

PRESIDING:

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

**LE BARON OUTDOOR PRODUCTS LTD./
LE BARON PRODUITS DE PLEIN AIR LTÉE.**

**LE BARON OUTDOOR PRODUCTS (DUNDAS)
INC./LE BARON PRODUITS DE PLEIN AIR
(DUNDAS) INC.**

**LE BARON OUTDOOR PRODUCTS
(MISSISSAUGA) LTD.**

**LE BARON OUTDOOR PRODUCTS (TORONTO)
INC./LE BARON PRODUITS DE PLEIN AIR
(TORONTO) INC.**

Debtors/Petitioners

-and-

**RICHTER ADVISORY GROUP INC./
RICHTER GROUPE CONSEIL INC.**

Trustee

-and-

**CONTINENTAL CAPITAL INVESTMENTS INC./
CONTINENTAL INVESTISSEMENTS CAPITAL INC.**

Impleaded Party

ADVISORY AGREEMENT ORDER

- [1] **ON READING** the *Application for the Approval of an Advisory Agreement, Certain Charges, Administrative Consolidation of NOI Proceedings and Other Relief* (the "**Application**") of Le Baron Outdoor Products Inc. (the "**Debtor**") *et al.*, the affidavit and the exhibits in support thereof;
- [2] **CONSIDERING** the notification/service of the Application;
- [3] **CONSIDERING** the submissions of counsel;
- [4] **CONSIDERING** Section 64.2 of the *Bankruptcy and Insolvency Act*, Canada (the "**BIA**");
- [5] **CONSIDERING** that all secured creditors likely to be affected by the charge resulting from the orders herein have been notified of the Application;
- [6] **CONSIDERING** that it is appropriate to:
- i) authorize and ratify the "Advisory Agreement" executed by the Debtor and Continental Capital Investments Inc. ("**Continental**") on September 21, 2016 (the "**Advisory Agreement**") whereby Continental has agreed to provide the Debtor with advisory services in connection with and for the purpose of the Debtor's insolvency proceedings under the *BIA* (the "**Continental Services**"); and
 - ii) order a charge, ranking behind any hypothecs and security interests over any or all of the Debtor's property existing in favour of the Debtor's secured creditor (the "**BNS Security**"), The Bank of Nova Scotia ("**BNS**"), in order to secure Continental's remuneration provided under the Advisory Agreement in respect of the Continental Services (the "**Continental Remuneration**"), the whole pursuant to the terms and conditions of the Advisory Agreement.

THE COURT:

- [7] **GRANTS** the Application.

NOTIFICATION/SERVICE

- [8] **ORDERS** that any prior delay for the presentation of this Application is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further notification/service thereof.
- [9] **PERMITS** notification/service of this Order at any time and place and by any means whatsoever.

APPROVAL OF ADVISORY AGREEMENT AND CHARGE IN FAVOUR OF CONTINENTAL

- [10] **ORDERS** that the Advisory Agreement and the services contemplated therein and the terms and conditions thereof are hereby approved, authorized and ratified.
- [11] **ORDERS** that the Debtor be and is hereby authorized to enter into, execute and deliver and ratifies the Debtor's entering into, signing, delivery and execution of the Advisory Agreement in or substantially in the form of the Advisory Agreement produced under seal as Exhibit P-2 to the Application (as well as all future amendments thereto and replacements, restatements and renewals thereof) and such agreements and other definitive documents (collectively, the "**Advisory Agreement Documents**") as may be required by Continental in connection with its provision of the Continental Services, and that the Debtor is hereby authorized to perform all of its obligations under the Advisory Agreement Documents.
- [12] **ORDERS** and **DECLARES** that the Debtor's present and future assets, rights, undertakings and property, movable, personal, corporeal or incorporeal, tangible or intangible and wherever situate, including all proceeds thereof (the "**Property**") are hereby charged by and subject to a security and charge to the extent of the aggregate principal amount of \$350,000 in favour of Continental, as continuing and collateral security for the Continental Remuneration, having the priority established by paragraph [15] hereof (the "**Continental Charge**").

GENERAL PROVISIONS RELATING TO THE ADVISORY AGREEMENT

- [13] **DECLARES** that the Advisory Agreement shall be valid and opposable and shall not otherwise be limited, impaired or rendered ineffective in any way by: **(i)** these proceedings and any declaration of insolvency made herein; **(ii)** the making or filing by the Debtor of any proposal pursuant to the *BIA* (a "**Proposal**") or any plan of arrangement pursuant to the *Companies' Creditors Arrangement Act, Canada* (a "**Plan**"); or **(iii)** any petition for a receiving order filed pursuant to the *BIA* in respect of the Debtor or any receiving order made or deemed to be made pursuant to any such petition or any assignment in bankruptcy made or deemed to be made in respect of the Debtor.
- [14] **DECLARES** that the Advisory Agreement shall be valid and opposable against all persons, including, without limitation, any trustee in bankruptcy, court appointed monitor, receiver, receiver and manager or interim receiver of the Debtor, for all purposes.

PRIORITIES AND GENERAL PROVISIONS RELATING TO THE CHARGE

- [15] **ORDERS** and **DECLARES** that the priorities of the BNS Security and the Continental Charge, shall be as follows:
- (a) first, the BNS Security; and
 - (b) second, the Continental Charge, senior to and ahead of all hypothecs, prior charges, security interests, statutory deemed trusts (other than those created under express provisions of the *BIA*), liens, charges and encumbrances and any other rights of any nature or source (collectively the "**Encumbrances**") other than the BNS Security, all without any requirement of publication, registration, recording, filing or perfection in any jurisdiction whatsoever.

- [16] **DECLARES** that the Continental Charge shall attach, as of 12:01 a.m., Montreal time, province of Quebec, on the date of this Order, to the Property, notwithstanding any requirement for the consent of any party to any such charge or to comply with any condition precedent.
- [17] **DECLARES** that the Continental Charge shall subsist without necessity of any publication, registration, recording, filing or perfection.
- [18] **DECLARES** that the Continental Charge and the rights and remedies of the beneficiary of such Continental Charge shall be valid and enforceable and shall not otherwise be limited or impaired in any way by: **(i)** these proceedings and any declaration of insolvency made herein; **(ii)** any petition for a receiving order filed pursuant to the *BIA* in respect of the Debtor or any receiving order made or deemed to be made pursuant to any such petition or any assignment in bankruptcy made or deemed to be made in respect of the Debtor; or **(iii)** any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any agreement, lease, sub-lease, offer to lease or other arrangement which binds the Debtor (a "**Third Party Agreement**"), and notwithstanding any provision to the contrary in any Third Party Agreement:
- (a) the creation of the Continental Charge shall not create or be deemed to constitute a breach by the Debtor of any Third Party Agreement to which it is a party; and
 - (b) the beneficiary of the Continental Charge shall not have liability to any person whatsoever as a result of any breach of any Third Party Agreement caused by or resulting from the creation of such charge.
- [19] **DECLARES** that any claim of Continental pursuant to the Continental Charge shall not be compromised pursuant to these proceedings, any Proposal or Plan filed and the beneficiary of the Continental Charge, in such capacity, shall be treated as an unaffected creditor in these proceedings and in any Proposal or Plan.
- [20] **DECLARES** that notwithstanding: **(i)** these proceedings and any declaration of insolvency made herein, **(ii)** any petition for a receiving order filed pursuant to the *BIA* in respect of the Debtor and any receiving order allowing such petition or any assignment in bankruptcy made or deemed to be made in respect of the Debtor, and **(iii)** the provisions of any federal or provincial statute, the payments or disposition of Property made by the Debtor pursuant to this Order and the granting of the Continental Charge, do not and will not constitute settlements, fraudulent preferences, fraudulent conveyances or other challengeable or reviewable transactions or conduct meriting an oppression remedy under any applicable law.
- [21] **DECLARES** that the Continental Charge shall be valid and enforceable as against all Property and against all persons, including, without limitation, any trustee in bankruptcy, receiver, receiver and manager or interim receiver of the Debtor, for all purposes.
- [22] **ORDERS** the Registrar of the Register of Personal and Movable Real Rights of the province of Québec, upon application by Continental, to register in the *Registre des droits personnels et réels mobiliers* of the Province of Québec, the Continental Charge created by this Order against the Property situated in the province of Quebec.

GENERAL

- [23] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.
- [24] **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.
- [25] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirement to provide any security or provision for costs whatsoever.

THE WHOLE WITHOUT COSTS.

KUGLER KANDESTIN LLP
Me Gerald F. Kandestin
Me Jeremy Cuttler
Attorneys for the Debtors/Petitioners

EXHIBIT P-4 (EN LIASSE)

SEARCH SUMMARY OF REGISTRATIONS AT THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS, QUEBEC AND AT THE PERSONAL PROPERTY SECURITY REGISTRY, ONTARIO WITH RESPECT TO EACH OF:

- A.** Le Baron Outdoor Products Ltd./
Le Baron Produits de Plein Air Ltee
- B.** Le Baron Outdoor Products (Dundas) Inc./
Le Baron Produits de Plein Air (Dundas) Inc.
- C.** Le Baron Outdoor Products (Mississauga) Ltd.; and
- D.** Le Baron Outdoor Products (Toronto) Inc./
Le Baron Produits de Plein Air (Toronto) Inc.

**A. Le Baron Outdoor Products Ltd./
Le Baron Produits de Plein Air Ltee**

SUMMARY OF SEARCH RESULTS

LE BARON OUTDOOR PRODUCTS LTD./ LE BARON PRODUITS DE PLEIN AIR LTEE

Register of Personal and Movable Real Rights, PROVINCE OF QUEBEC

Searches conducted current as at: September 19, 2016

Names searched: **Le Baron Outdoor Products Ltd.**
Le Baron Produits de Plein Air Ltée
4 Star Outdoor Products
Produits de Plein Air 4 Étoiles

	Parties	Registration No.	Date	Nature of Right
1.	<p><u>Grantor:</u></p> <p>Le Baron Outdoor Products Ltd.</p> <p>Le Baron Produits de Plein Air Ltée</p> <p><u>Creditor:</u></p> <p>La Banque de Nouvelle-Écosse</p>	10-0313439-0001	2010-05-18 9h00 a.m.	<p><u>Conventional Hypothec Without Delivery</u> in the amount of \$1.5 Million (charging <u>all of the Grantor's inventory, present and future, wherever situated</u>, as well as the proceeds of any sale, lease or other disposition of such hypothecated property, any insurance indemnity, any rights attaching to such hypothecated property and all deeds, documents, registers, invoices and books of account relating to such hypothecated property);</p> <p><u>Expiry date:</u> May 16, 2020</p> <p><u>Cession of Rank</u> registered on June 30, 2010 under number 10-0431647-0001 by R.S. Baron Investments Inc. in favour of La Banque de Nouvelle-Écosse;</p>
2.	<p><u>Grantor:</u></p> <p>Le Baron Outdoor Products Ltd.</p> <p>Le Baron Produits de Plein Air Ltée</p> <p><u>Creditor:</u></p> <p>R.S. Baron Investments Inc.</p>	08-0536856-0003	2008-09-16 13h59 p.m.	<p><u>Conventional Hypothec Without Delivery</u> in the amount of \$10 Million (charging <u>all present and future movable property of the Grantor</u>);</p> <p><u>Note:</u> This hypothec secures the "Costs" as defined in the acte constitutif;</p> <p><u>Expiry date:</u> September 11, 2018</p>

				<p>Cession of Rank registered on June 30, 2010 under number 10-0431647-0001 by R.S. Baron Investments Inc. in favour of La Banque de Nouvelle-Écosse;</p>
3.	<p><u>Grantor:</u></p> <p>Le Baron Outdoor Products Ltd.</p> <p>Le Baron Produits de Plein Air Ltée</p> <p><u>Creditor:</u></p> <p>R.S. Baron Investments Inc.</p>	08-0536856-0002	2008-09-16 13h59 p.m.	<p><u>Conventional Hypothec Without Delivery</u> in the amount of \$50 Million plus interest at the rate of 25% per annum plus an additional hypothec in the amount of \$10 Million (charging <u>all present and future</u> movable property of the Grantor);</p> <p><u>Expiry date:</u> September 11, 2018</p> <p>Cession of Rank registered on June 30, 2010 under number 10-0431647-0001 by R.S. Baron Investments Inc. in favour of La Banque de Nouvelle-Écosse;</p>
4.	<p><u>Lessee:</u></p> <p>Le Baron Outdoor Products Ltd.</p> <p>Le Baron Produits de Plein Air Ltée</p> <p>Le Baron Outdoor Products Ltd. - Le Baron Produits de Plein Air Ltée</p> <p><u>Lessor:</u></p> <p>IBM Canada Limitée</p>	06-0255341-0007	2006-05-10 9h00 a.m.	<p><u>Rights arising under a leasing agreement or finance lease</u> (the products leased by the lessor to the lessee by way of leasing agreement/financing lease including machinery, computers, programs, services and accessories - IBM contract number CPSI-191965);</p> <p><u>Expiry date:</u> May 10, 2016</p> <p>Renewal registered on February 16, 2015 under number 15-0120619-0002 whereby the expiry date is renewed until February 16, 2025;</p> <p>Assignment of Rights registered on August 10, 2016 under number 16-0779816-0001 by IBM Canada Limited in favour of IBM Global Financing Canada Corporation;</p> <p>Assignment of a Universality of Claims registered on August 10, 2016 under number 16-0779816-0002 by IBM Canada Limited in favour of IBM Global Financing Canada Corporation;</p>

<p>5.</p>	<p><u>Lessee:</u></p> <p>Le Baron Outdoor Products Ltd.</p> <p>Le Baron Produits de Plein Air Ltee</p> <p>Le Baron Outdoor Products Ltd. - Le Baron Produits de Plein Air Ltee</p> <p><u>Lessor:</u></p> <p>IBM Canada Limitée</p>	<p>06-0255341-0006</p>	<p>2006-05-10 9h00 a.m.</p>	<p><u>Rights arising under a lease</u> (the products leased by the lessor to the lessee by way of lease including machinery, computers, programs, services and accessories - IBM contract number CPSI-191965);</p> <p><u>Expiry date:</u> May 10, 2016</p> <p><u>Renewal</u> registered on February 16, 2015 under number 15-0120619-0001 whereby the expiry date is renewed until February 16, 2025;</p> <p><u>Assignment of Rights</u> registered on August 10, 2016 under number 16-0779816-0001 by IBM Canada Limited in favour of IBM Global Financing Canada Corporation;</p> <p><u>Assignment of a Universality of Claims</u> registered on August 10, 2016 under number 16-0779816-0002 by IBM Canada Limited in favour of IBM Global Financing Canada Corporation;</p>
<p>6.</p>	<p><u>Grantor:</u></p> <p>Le Baron Outdoor Products Ltd.</p> <p>Le Baron Produits de Plein Air Ltée</p> <p><u>Creditor:</u></p> <p>The Bank of Nova Scotia</p>	<p>06-0068629-0001</p>	<p>2006-02-10 11h29 a.m.</p>	<p><u>Conventional Hypothec Without Delivery</u> in the amount of \$3.5 Million (charging <u>all of the Grantor's inventory, present and future, wherever situated</u>, as well as the proceeds of any sale, lease or other disposition of such hypothecated property, any insurance indemnity, any rights attaching to such hypothecated property and all deeds, documents, registers, invoices and books of account relating to such hypothecated property);</p> <p><u>Expiry date:</u> February 10, 2016</p> <p><u>Renewal</u> registered on January 11, 2016 under number 16-0018542-0001 whereby the expiry date is renewed until February 9, 2025;</p>

ONTARIO PPSA SEARCH SUMMARY
 Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

Search services provided by

LE BARON OUTDOOR PRODUCTS LTD.



BUSINESS DEBTOR

TRANSACTION ID
1342349

NUMBER OF LIEN(S)
2

DATE SEARCHED
20SEP2016

FILE CURRENCY
19SEP2016

1. File Number	Debtors	Secured Parties	Collateral Classifications
026494146	LE BARON OUTDOOR PRODUCTS LTD.	THE BANK OF NOVA SCOTIA	Inventory
PPSA - 3 yrs	LE BARON PRODUITS DE PLEIN AIR LTEE.		Other
1992-07-21	LE BARON OUTDOOR PRODUCTS LTD.		
2020-07-21	LE BARON PRODUITS DE PLEIN AIR LTEE.		
19920721 1424 0043 2184			

Type	Reference Debtors
Renewal	LE BARON OUTDOOR PRODUCTS LTD.
2000-06-26	
5 yrs	
19950621 1750 1513 9610	

Type	Reference Debtors
Renewal	LE BARON OUTDOOR PRODUCTS LTD.
2000-06-26	
5 yrs	
20000626 1815 1531 1187	

Type	Reference Debtors
Renewal	LE BARON OUTDOOR PRODUCTS LTD.
2005-06-29	
5 yrs	
20050629 1456 1530 1008	

Type	Debtors	Secured Parties	Collateral Classifications
Amendment	LE BARON OUTDOOR PRODUCTS LTD.	THE BANK OF NOVA SCOTIA	Inventory
2009-11-23	LE BARON PRODUITS DE PLEIN AIR LTEE		Other
20091123 1052 1529 0704			No Fixed Date
Registration #	Reference Debtors		
	LE BARON OUTDOOR PRODUCTS LTD.		

Reason

AMEND DEBTOR ADDRESS. AMEND SECURED PARTY ADDRESS. ADD TEXT IN COLLATERAL DESCRIPTION.

General Collateral

ADD --- COLLATERAL DESCRIPTIONS --- THE DEBTOR ALSO CONDUCTS BUSINESS AT THE FOLLOWING ADDRESS, 8365, WOODBINE AVE., MARKHAM, ON L3R2P4

Type: Renewal
Date Filed: 2010-06-21
Duration: 5 yrs
Registration #: 20100621 1057 1529 3640
Reference Debtors:
LE BARON OUTDOOR PRODUCTS LTD.

Type: Renewal
Date Filed: 2015-06-22
Duration: 5 yrs
Registration #: 20150622 1037 1529 6933
Reference Debtors:
LE BARON OUTDOOR PRODUCTS LTD.

2. File Number: 648641943
Type: PPSA - 10 yrs
Date Filed: 2008-09-19
Expiry Date: 2018-09-19
Registration #: 20080919 0945 1793 7279
Debtors:
LE BARON OUTDOOR PRODUCTS LTD /LE BARON
PRODUITS DE PLEIN AIR L'TEE
LE BARON PRODUITS DE PLEIN AIR L'TEE/LE
BARON OUTDOOR PRODUCTS LTD.
LE BARON OUTDOOR PRODUCTS LTD.
LE BARON PRODUITS DE PLEIN AIR L'TEE
Secured Parties:
R.S. BARON INVESTMENTS INC./LES
INVESTISSEMENTS R.S. BARON INC.
Collateral Classifications:
Inventory
Equipment
Accounts
Other
Motor Vehicle

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
 Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON PRODUITS DE PLEIN
 AIR LTEE

BUSINESS DEBTOR

TRANSACTION ID 1342350
 NUMBER OF LIEN(S) 2
 DATE SEARCHED 20SEP2016
 FILE CURRENCY 19SEP2016

Search services provided by



File Number	Type	Date Filed	Duration	Registration #	Debtors	Secured Parties	Collateral Classifications
026494146	PPSA - 3 yrs	1992-07-21	2020-07-21	19920721 1424 0043 2184	LE BARON OUTDOOR PRODUCTS LTD. LE BARON PRODUITS DE PLEIN AIR LTEE. LE BARON OUTDOOR PRODUCTS LTD. LE BARON PRODUITS DE PLEIN AIR LTEE.	THE BANK OF NOVA SCOTIA	Inventory Other
	Renewal	1995-06-21	5 yrs	19950621 1750 1513 9610	Reference Debtors LE BARON OUTDOOR PRODUCTS LTD.		
	Renewal	2000-06-26	5 yrs	20000626 1815 1531 1187	Reference Debtors LE BARON OUTDOOR PRODUCTS LTD.		
	Renewal	2005-06-29	5 yrs	20050629 1456 1530 1008	Reference Debtors LE BARON OUTDOOR PRODUCTS LTD.		
	Amendment	2009-11-23	20091123 1052 1529 0704		Debtors LE BARON OUTDOOR PRODUCTS LTD. LE BARON PRODUITS DE PLEIN AIR LTEE	THE BANK OF NOVA SCOTIA	Inventory Other No Fixed Date
	Reference Debtors				Reference Debtors LE BARON OUTDOOR PRODUCTS LTD.		
	Reason						

AMEND DEBTOR ADDRESS. AMEND SECURED PARTY ADDRESS. ADD TEXT IN COLLATERAL DESCRIPTION

General Collateral

ADD --- COLLATERAL DESCRIPTIONS --- THE DEBTOR ALSO CONDUCTS BUSINESS AT THE FOLLOWING ADDRESS, 8365, WOODBINE AVE., MARKHAM, ON L3R2P4

Type: Renewal
Date Filed: 2010-06-21
Duration: 5 yrs
Registration #: 20100621 1057 1529 3640
Reference Debtors: LE BARON OUTDOOR PRODUCTS LTD.

Type: Renewal
Date Filed: 2015-06-22
Duration: 5 yrs
Registration #: 20150622 1037 1529 6933
Reference Debtors: LE BARON OUTDOOR PRODUCTS LTD.

2. File Number: 648641943
Type: PPSA - 10 yrs
Date Filed: 2008-09-19
Expiry Date: 2018-09-19
Registration #: 20080919 0945 1793 7279
Debtors: LE BARON OUTDOOR PRODUCTS LTD /LE BARON PRODUITS DE PLEIN AIR L TEE
LE BARON PRODUITS DE PLEIN AIR L TEE/LE BARON OUTDOOR PRODUCTS LTD.
LE BARON OUTDOOR PRODUCTS LTD.
LE BARON PRODUITS DE PLEIN AIR L TEE
Secured Parties: R.S. BARON INVESTMENTS INC./LES INVESTISSEMENTS R.S. BARON INC.
Collateral Classifications: Inventory
Equipment
Accounts
Other
Motor Vehicle

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON OUTDOOR PRODUCTS
LTD. / LE BARON PRODUITS DE
PLEIN AIR LTEE

BUSINESS DEBTOR

TRANSACTION ID 1342351

NUMBER OF LIEN(S) 1

DATE SEARCHED 20SEP2016

FILE CURRENCY 19SEP2016

Search services provided by



1. File Number

Type PPSA - 10 yrs
Date Filed 2008-09-19
Expiry Date 2018-09-19
Registration # 20080919 0945 1793 7279

Debtors

LE BARON OUTDOOR PRODUCTS LTD /LE BARON
PRODUITS DE PLEIN AIR LTEE
LE BARON PRODUITS DE PLEIN AIR LTEE/LE
BARON OUTDOOR PRODUCTS LTD
LE BARON OUTDOOR PRODUCTS LTD.
LE BARON PRODUITS DE PLEIN AIR LTEE

Secured Parties

R.S. BARON INVESTMENTS INC./LES
INVESTISSEMENTS R.S. BARON INC.

Collateral Classifications

Inventory
Equipment
Accounts
Other
Motor Vehicle

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON PRODUITS DE PLEIN
AIR LTEE / LE BARON OUTDOOR
PRODUCTS LTD.

BUSINESS DEBTOR

TRANSACTION ID

1342352

NUMBER OF LIEN(S)

1

DATE SEARCHED

20SEP2016

FILE CURRENCY

19SEP2016

Search services provided by



1.	File Number	Type	Date Filed	Expiry Date	Registration #	Debtors	Secured Parties	Collateral Classifications
	648641943	PPSA - 10 yrs	2008-09-19	2018-09-19	20080919 0945 1793 7279	LE BARON OUTDOOR PRODUCTS LTD./LE BARON PRODUITS DE PLEIN AIR LTEE LE BARON PRODUITS DE PLEIN AIR LTEE/LE BARON OUTDOOR PRODUCTS LTD. LE BARON OUTDOOR PRODUCTS LTD. LE BARON PRODUITS DE PLEIN AIR LTEE	R.S. BARON INVESTMENTS INC./LES INVESTISSEMENTS R.S. BARON INC.	Inventory Equipment Accounts Other Motor Vehicle

*** END OF REPORT ***

**B. Le Baron Outdoor Products (Dundas) Inc./
Le Baron Produits de Plein Air (Dundas) Inc.**

SEARCH SUMMARY

**LE BARON OUTDOOR PRODUCTS (DUNDAS) INC./
LE BARON PRODUITS DE PLEIN AIR (DUNDAS) INC.**

Register of Personal and Movable Real Rights, PROVINCE OF QUEBEC

Searches conducted current as at: September 19, 2016

Names searched: **Le Baron Outdoor Products (Dundas) Inc.
Le Baron Produits de Plein Air (Dundas) Inc.**

	Parties	Registration No.	Date	Nature of Right
1.	<u>Grantor:</u> Le Baron Outdoor Products (Dundas) Inc. Le Baron Produits de Plein Air (Dundas) Inc. <u>Creditor:</u> R.S. Baron Investments Inc.	08-0536856-0007	2008-09-16 13h59 p.m.	<u>Conventional Hypothec Without Delivery</u> in the amount of \$10 Million (charging <u>all present and future movable property of the Grantor</u>); <u>Note:</u> This hypothec secures the "Costs" as defined in the acte constitutif; <u>Expiry date:</u> September 11, 2018
2.	<u>Grantor:</u> Le Baron Outdoor Products (Dundas) Inc. Le Baron Produits de Plein Air (Dundas) Inc. <u>Creditor:</u> R.S. Baron Investments Inc.	08-0536856-0006	2008-09-16 13h59 p.m.	<u>Conventional Hypothec Without Delivery</u> in the amount of \$50 Million plus interest at the rate of 25% per annum plus an additional hypothec in the amount of \$10 Million (charging <u>all present and future movable property of the Grantor</u>); <u>Expiry date:</u> September 11, 2018

ONTARIO PPSA SEARCH SUMMARY
 Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

BUSINESS DEBTOR

LE BARON OUTDOOR PRODUCTS
 (DUNDAS) INC.

TRANSACTION ID 1342416

NUMBER OF LIEN(S) 1

DATE SEARCHED 20SEP2016

FILE CURRENCY 19SEP2016

Search services provided by



1.	File Number	Type	Date Filed	Expiry Date	Registration #	Debtors	Secured Parties	Collateral Classifications
	648641925	PPSA - 10 yrs	2008-09-19	2018-09-19	20080919 0945 1793 7278	LE BARON OUTDOOR PRODUCTS (DUNDAS) INC./LE BARON PRODUITS DE PLEIN (DUNDAS) INC.	R.S. BARON INVESTMENTS INC./LES INVESTISSEMENTS R.S. BARON INC.	Inventory Equipment Accounts Other Motor Vehicle
						LE BARON PRODUITS DE PLEIN AIR (DUNDAS) INC./LE BARON OUTDOOR PROD (DUNDAS) INC. LE BARON OUTDOOR PRODUCTS (DUNDAS) INC. LE BARON PRODUITS DE PLEIN AIR (DUNDAS) INC.		

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
 Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON PRODUITS DE PLEIN
 AIR (DUNDAS) INC.

BUSINESS DEBTOR

TRANSACTION ID 1342549

NUMBER OF LIEN(S) 1

DATE SEARCHED 20SEP2016

FILE CURRENCY 20SEP2016

Search services provided by



1. File Number

648641925

Debtors

LE BARON OUTDOOR PRODUCTS (DUNDAS)
 INC./LE BARON PRODUITS DE PLEIN (DUNDAS)
 INC.

PPSA - 10 yrs

2008-09-19

2018-09-19

20080919 0945 1793 7278

Type

Date Filed

Expiry Date

Registration #

Secured Parties

R.S. BARON INVESTMENTS INC./LES
 INVESTISSEMENTS R.S. BARON INC.

Collateral Classifications

Inventory
 Equipment
 Accounts
 Other
 Motor Vehicle

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON OUTDOOR PRODUCTS
(DUNDAS) INC. / LE BARON
PRODUITS DE PLEIN AIR
(DUNDAS) INC.

BUSINESS DEBTOR

TRANSACTION ID

1342551

NUMBER OF LIEN(S)

1

DATE SEARCHED

20SEP2016

FILE CURRENCY

20SEP2016



1. File Number

648641925

Type

PPSA - 10 yrs

Date Filed

2008-09-19

Expiry Date

2018-09-19

Registration #

20080919 0945 1793 7278

Debtors

LE BARON OUTDOOR PRODUCTS (DUNDAS)
INC./LE BARON PRODUITS DE PLEIN (DUNDAS)
INC.
LE BARON PRODUITS DE PLEIN AIR (DUNDAS)
INC./LE BARON OUTDOOR PROD (DUNDAS) INC.
LE BARON OUTDOOR PRODUCTS (DUNDAS) INC.
LE BARON PRODUITS DE PLEIN AIR (DUNDAS)
INC.

Secured Parties

R.S. BARON INVESTMENTS INC./LES
INVESTISSEMENTS R.S. BARON INC.

Collateral Classifications

Inventory
Equipment
Accounts
Other
Motor Vehicle

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON PRODUITS DE PLEIN
AIR (DUNDAS) INC. / LE BARON
OUTDOOR PRODUCTS (DUNDAS)
INC.

BUSINESS DEBTOR

TRANSACTION ID 1342550
NUMBER OF LIEN(S) 1
DATE SEARCHED 20SEP2016
FILE CURRENCY 20SEP2016



File Number	Type	Date Filed	Expiry Date	Registration #	Debtors	Secured Parties	Collateral Classifications
648641925	PPSA - 10 yrs	2008-09-19	2018-09-19	20080919 0945 1793 7278	LE BARON OUTDOOR PRODUCTS (DUNDAS) INC./LE BARON PRODUITS DE PLEIN (DUNDAS) INC. LE BARON PRODUITS DE PLEIN AIR (DUNDAS) INC./LE BARON OUTDOOR PROD (DUNDAS) INC. LE BARON OUTDOOR PRODUCTS (DUNDAS) INC. LE BARON PRODUITS DE PLEIN AIR (DUNDAS) INC.	R.S. BARON INVESTMENTS INC./LES INVESTISSEMENTS R.S. BARON INC.	Inventory Equipment Accounts Other Motor Vehicle

*** END OF REPORT ***

C. Le Baron Outdoor Products (Mississauga) Ltd.

SUMMARY OF SEARCH RESULTS

LE BARON OUTDOOR PRODUCTS (MISSISSAUGA) LTD.

Register of Personal and Movable Real Rights, PROVINCE OF QUEBEC

Searches conducted current as at: September 19, 2016

Names searched: **Le Baron Outdoor Products (Mississauga) Ltd.**
Le Baron Produits de Plein Air (Mississauga)

	Parties	Registration No.	Date	Nature of Right
1.	<u>Grantor:</u> Le Baron Outdoor Products (Mississauga) Ltd. <u>Creditor:</u> R.S. Baron Investments Inc.	08-0536856-0009	2008-09-16 13h59 p.m.	<u>Conventional Hypothec Without Delivery</u> in the amount of \$10 Million (charging <u>all present and future movable property of the Grantor</u>); <u>Note:</u> This hypothec secures the "Costs" as defined in the acte constitutif; <u>Expiry date:</u> September 11, 2018
2.	<u>Grantor:</u> Le Baron Outdoor Products (Mississauga) Ltd. <u>Creditor:</u> R.S. Baron Investments Inc.	08-0536856-0008	2008-09-16 13h59 p.m.	<u>Conventional Hypothec Without Delivery</u> in the amount of \$50 Million plus interest at the rate of 25% per annum plus an additional hypothec in the amount of \$10 Million (charging <u>all present and future movable property of the Grantor</u>); <u>Expiry date:</u> September 11, 2018

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

BUSINESS DEBTOR

LE BARON OUTDOOR PRODUCTS
(MISSISSAUGA) LTD.

TRANSACTION ID

1342426

NUMBER OF LIEN(S)

1

DATE SEARCHED

20SEP2016

FILE CURRENCY

19SEP2016

Search services provided by



1. File Number

648641952

Type

PPSA - 10 yrs

Date Filed

2008-09-19

Expiry Date

2018-09-19

Registration #

20080919.0946.1793.7280

Debtors

LE BARON OUTDOOR PRODUCTS (MISSISSAUGA)
LTD.

Secured Parties

R.S. BARON INVESTMENTS INC./LES
INVESTISSEMENTS R.S. BARON INC.

Collateral Classifications

Inventory

Equipment

Accounts

Other

Motor Vehicle

*** END OF REPORT ***

**D. Le Baron Outdoor Products (Toronto) Inc./
Le Baron Produits de Plein Air (Toronto) Inc.**

SUMMARY OF SEARCH RESULTS

**LE BARON OUTDOOR PRODUCTS (TORONTO) INC./
LE BARON PRODUITS DE PLEIN AIR (TORONTO) INC.**

Register of Personal and Movable Real Rights, PROVINCE OF QUEBEC

Searches conducted current as at: September 19, 2016

Names searched: **Le Baron Outdoor Products (Toronto) Inc.
Le Baron Produits de Plein Air (Toronto) Inc.**

	Parties	Registration No.	Date	Nature of Right
1.	<u>Grantor:</u> Le Baron Outdoor Products (Toronto) Inc. Le Baron Produits de Plein Air (Toronto) Inc. <u>Creditor:</u> R.S. Baron Investments Inc.	08-0536856-0005	2008-09-16 13h59 p.m.	<u>Conventional Hypothec Without Delivery</u> in the amount of \$10 Million (charging <u>all present and future movable property of the Grantor</u>); <u>Note:</u> This hypothec secures the "Costs" as defined in the acte constitutif; <u>Expiry date:</u> September 11, 2018
2.	<u>Grantor:</u> Le Baron Outdoor Products (Toronto) Inc. Le Baron Produits de Plein Air (Toronto) Inc. <u>Creditor:</u> R.S. Baron Investments Inc.	08-0536856-0004	2008-09-16 13h59 p.m.	<u>Conventional Hypothec Without Delivery</u> in the amount of \$50 Million plus interest at the rate of 25% per annum plus an additional hypothec in the amount of \$10 Million (charging <u>all present and future movable property of the Grantor</u>); <u>Expiry date:</u> September 11, 2018

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

BUSINESS DEBTOR

LE BARON OUTDOOR PRODUCTS
(TORONTO) INC.

TRANSACTION ID 1342401

NUMBER OF LIEN(S) 1

DATE SEARCHED 20SEP2016

FILE CURRENCY 19SEP2016



1. File Number 648641979
Type PPSA - 10 yrs
Date Filed 2008-09-19
Expiry Date 2018-09-19
Registration # 20080919 0946 1793 7281

Debtors
LE BARON OUTDOOR PRODUCTS (TORONTO)
INC./LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC.
LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC./LE BARON OUTDOOR PRO S (TORONTO) INC.
LE BARON OUTDOOR PRODUCTS (TORONTO) INC.
LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC.

Secured Parties
R.S. BARON INVESTMENTS INC./LES
INVESTISSEMENTS R.S. BARON INC.

Collateral Classifications
Inventory
Equipment
Accounts
Other
Motor Vehicle

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON PRODUITS DE PLEIN
AIR (TORONTO) INC.

BUSINESS DEBTOR

TRANSACTION ID

1342552

NUMBER OF LIEN(S)

1

DATE SEARCHED

20SEP2016

FILE CURRENCY

20SEP2016



1.	File Number	Type	Date Filed	Expiry Date	Registration #	Debtors	Secured Parties	Collateral Classifications
	648641979	PPSA - 10 yrs	2008-09-19	2018-09-19	20080919 0946 1793 7281	LE BARON OUTDOOR PRODUCTS (TORONTO) INC./LE BARON PRODUITS DE PLEIN R (TORONTO) INC.	R.S. BARON INVESTMENTS INC./LES INVESTISSEMENTS R.S. BARON INC.	Inventories Equipment Accounts Other Motor Vehicle
						LE BARON PRODUITS DE PLEIN AIR (TORONTO) INC./LE BARON OUTDOOR PRO S (TORONTO) INC.		
						LE BARON OUTDOOR PRODUCTS (TORONTO) INC.		
						LE BARON PRODUITS DE PLEIN AIR (TORONTO) INC.		

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON OUTDOOR PRODUCTS
(TORONTO) INC. LE BARON
PRODUITS DE PLEIN AIR
(TORONTO) INC.

BUSINESS DEBTOR

TRANSACTION ID 1342554
NUMBER OF LIEN(S) 1
DATE SEARCHED 20SEP2016
FILE CURRENCY 20SEP2016



1. File Number 648641979
Type PPSA - 10 yrs
Date Filed 2008-09-19
Expiry Date 2018-09-19
Registration # 20080919 0946 1793 7281

Debtors
LE BARON OUTDOOR PRODUCTS (TORONTO)
INC./LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC.
LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC./LE BARON OUTDOOR PRO S (TORONTO) INC.
LE BARON OUTDOOR PRODUCTS (TORONTO) INC.
LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC.

Secured Parties
R.S. BARON INVESTMENTS INC./LES
INVESTISSEMENTS R.S. BARON INC.

Collateral Classifications
Inventory
Equipment
Accounts
Other
Motor Vehicle

*** END OF REPORT ***

ONTARIO PPSA SEARCH SUMMARY
Personal Property Security Act (Ontario)

REQUESTOR

AIRD & BERLIS LLP

LE BARON PRODUITS DE PLEIN
AIR (TORONTO) INC. LE BARON
OUTDOOR PRODUCTS
(TORONTO) INC.

BUSINESS DEBTOR

TRANSACTION ID 1342553
NUMBER OF LIEN(S) 1
DATE SEARCHED 20SEP2016
FILE CURRENCY 20SEP2016



1. File Number 64864 1979
Type PPSA - 10 yrs
Date Filed 2008-09-19
Expiry Date 2018-09-19
Registration # 20080919 0946 1793 7281

Debtors
LE BARON OUTDOOR PRODUCTS (TORONTO)
INC./LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC.
LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC./LE BARON OUTDOOR PRO S (TORONTO) INC.
LE BARON OUTDOOR PRODUCTS (TORONTO) INC
LE BARON PRODUITS DE PLEIN AIR (TORONTO)
INC.

Secured Parties
R.S. BARON INVESTMENTS INC./LES
INVESTISSEMENTS R.S. BARON INC.

Collateral Classifications
Inventory
Equipment
Accounts
Other
Motor Vehicle

*** END OF REPORT ***

NO.: 500-11-051309-165
ESTATE NO.: 41-2167491

SUPERIOR COURT
(Commercial Division)
(Bankruptcy and Insolvency Act, Canada, RSC 1985, c. B-3)

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

LE BARON OUTDOOR PRODUCTS LTD./LE BARON PRODUITS DE PLEIN AIR
LTÉE.

LE BARON OUTDOOR PRODUCTS (DUNDAS) INC./LE BARON PRODUITS DE
PLEIN AIR (DUNDAS) INC.

LE BARON OUTDOOR PRODUCTS (MISSISSAUGA) LTD.

LE BARON OUTDOOR PRODUCTS (TORONTO) INC./LE BARON PRODUITS DE
PLEIN AIR (TORONTO) INC.

Debtors/Petitioners

-and-

RICHTER ADVISORY GROUP INC./ RICHTER GROUPE CONSEIL INC.

Trustee

-and-

CONTINENTAL CAPITAL INVESTMENTS INC./CONTINENTAL
INVESTISSEMENTS CAPITAL INC.

Impleaded Party

APPLICATION FOR THE APPROVAL OF AN ADVISORY AGREEMENT, CERTAIN
CHARGES, ADMINISTRATIVE CONSOLIDATION OF NOI PROCEEDINGS AND
OTHER RELIEF, AFFIDAVIT, NOTICE OF PRESENTATION, LIST OF EXHIBITS
AND EXHIBITS P-1 TO P-4

(Sections 64.2 and 183 of the Bankruptcy and Insolvency Act,
R.S.C. 1985, c. B-3)

COPY

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BG 0132

☎ 1236-018