CANADA

PROVINCE OF QUÉBEC DISTRICT OF MONTRÉAL

No. 500-11-045124-134

SUPERIOR COURT (Commercial Division)

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

ROMATEC INC.

Debtor/Petitioner

- and -

RICHTER ADVISORY GROUP INC.

Trustee

SECOND MOTION FOR AN EXTENSION OF DELAY TO FILE A PROPOSAL (Section 50.4(9) of the *Bankruptcy and Insolvency Act*)

TO ONE OF THE JUDGES OF THE SUPERIOR COURT IN COMMERCIAL DIVISION FOR THE DISTRICT OF MONTRÉAL, THE DEBTOR/PETITIONER STATES AS FOLLOWS:

- I. INTRODUCTION & RESTRUCTURING PROCEEDINGS
- 1. By the present motion, the Debtor/Petitioner, Romatec Inc. ("Romatec"), is seeking a second extension of the delay to file a proposal and therefore requests that the delay be extended to December 16, 2013.
- 2. Romatec is a corporation constituted under the *Canada Business Corporation Act* having its principal place of business in Montréal, Québec.
- Romatec has been in the business of distributing industrial valves, pumps and instrumentation products and solutions for the process industry for over 50 years. More precisely, Romatec actuates valves for clients in sectors such as Oil and Gas, Agricultural, Mining, Industrial and Water & Wastewater industries.
- 4. On August 16, 2013, Romatec filed a Notice of Intention to File a Proposal (the "Notice") with the Official Receiver, and Richter Advisory Group Inc. ("Richter") was appointed trustee thereunder, the whole as more fully appears from the Court's record.
- 5. On August 23, 2013, Richter sent the Notice to every known creditor of Romatec.

- 6. Romatec, with the help of its legal and financial advisors, has determined that it would be in the best interests of its creditors to maximize value through the restructuring of its business. Therefore, since the filing of the Notice, Romatec has been developing and implementing a restructuring plan.
- 7. Such restructuring plan requires, among other things, a rationalisation of Romatec's operations. As of the date of the present motion, Romatec has implemented several costs reduction measures which, according to Romatec's management, have resulted in a total reduction of the annual operating costs of more than \$1,000,000 for Romatec.
- 8. To successfully carry out its restructuring plan Romatec, among other things, sent termination notices for two commercial leases as well as several equipment rental contracts. In addition to the foregoing, Romatec is currently negotiating with potential investors who could participate in the restructuring.
- 9. In fact, Romatec's negotiation with one of its prospective investor should lead to the signature of a term sheet in the coming days.

II. EXTENSION OF DELAY TO FILE A PROPOSAL

- 10. Given that the Notice was filed on August 16, 2013, Romatec was required to file a proposal at the latest on September 15, 2013. Romatec however obtained a first extension until October 31, 2013 to file its proposal, the whole as more fully appears from the Court record.
- 11. As of the date of the present motion, Romatec is unable to file a proposal as, among other things, it requires more time to negotiate with potential investors and to fully implement the restructuring plan it has developed with its legal and financial advisors.
- 12. Furthermore, Romatec will not be in a position to file a proposal before the expiry of the October 31, 2013 deadline.
- 13. Romatec therefore seeks this extension in order to allow it to file a viable proposal in due course that will satisfy its creditors.
- A copy of Romatec's cash-flow statement and a copy of the report on the state of Romatec's business and financial affairs are communicated herewith as Exhibit R-1 to form part hereof.
- Romatec's creditors will suffer no prejudice if the extension sought herein is granted. Quite to the contrary, a bankruptcy would actually be more prejudicial to Romatec's creditors.
- 16. At all times, Romatec has acted in good faith and with due diligence with a view of maximizing the payment to be made to its creditors.

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WHEREFORE, MAY IT PLEASE THE COURT TO:

- [A] GRANT the present Second Motion for an Extension of Delay to File a Proposal;
- [B] ABRIDGE the time for service of the present Second Motion for Extension of Delay to File a Proposal and DECLARE that same is properly presentable;
- [C] EXTEND until December 16, 2013 the delay granted to Debtor/Petitioner, Romatec Inc., to file its proposal;
- [D] THE WHOLE, without costs, save in the case of contestation.

Montréal, October 29, 2013

DAVIES WARD PHILLIPS & VINEBERG LLP Attorneys for the Debtor/Petitioner, Romatec Inc.

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AFFIDAVIT

I, the undersigned, Susie Moore, Comptroller of Romatec Inc., exercising my profession at 9485 Trans-Canada Highway, in the City of Saint-Laurent, Province of Québec, solemnly declare as follows:

- 1. I am a duly authorized representative of the Debtor/Petitioner, Romatec Inc.;
- 2. All the facts contained in the attached Second Motion for an Extension of Delay to File a Proposal are true.

AND I HAVE SIGNED:

SUSIE MOORE

Solemnly affirmed before me, in the City of Montréal, Province of Québec, this 29th day of October, 2013

Commission for Oaths for Québec



NOTICE OF PRESENTATION

TO: Steven M. Shein KAUFMAN LARAMÉE LLP 800 René-Lévesque Blvd West, Suite 2220 Montréal (Québec) H3B 1X9

Attorneys for TD Bank

AND TO : Stéphane De Broux, CPA, CA, CIRP RICHTER ADVISORY GROUP INC. 1981 McGill College Ave, 12th floor Montréal (Québec) H3A 0G6

<u>Trustee</u>

TAKE NOTICE that the present *Second Motion for an Extension of Delay to File a Proposal* will be presented for adjudication before one of the judges of the Superior Court in the district of Montréal, on October 31, 2013, at 9:00 a.m., in room 16.10 of the Montréal Courthouse, located at 1 Notre-Dame Street East, in the City of Montréal, Province of Québec, or so soon thereafter as counsel may be heard.

DO GOVERN YOURSELVES ACCORDINGLY.

Montréal, October 29, 2013

DAVIES WARD PHILLIPS &/VINEBERG LLP Attorneys for the Debtor/Petitioner, Romatec Inc.

CANADA

PROVINCE OF QUÉBEC DISTRICT OF MONTRÉAL

No. 500-11-045124-134

SUPERIOR COURT (Commercial Division)

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

ROMATEC INC.

Debtor/Petitioner

- and -

RICHTER ADVISORY GROUP INC.

Trustee

LIST OF EXHIBITS

Exhibit R-1: Copy of Romatec's cash flow statement and copy of the report on the state of Romatec's business and financial affairs.

Montréal, October 29, 2013

DAVIES WARD PHILLIPS & VINEBERG LLP Attorneys for the Debtor/Petitioner, Romatec Inc.

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EXHIBIT R-1

C A N A D A PROVINCE OF QUÉBEC DISTRICT OF QUÉBEC DIVISION NO.: 01-MONTREAL COURT NO.: 500-11-045124-134 ESTATE NO.: 41-1779027 SUPERIOR COURT (Commercial Division) Bankruptcy and Insolvency Act

IN THE MATTER OF THE PROPOSAL OF:

Romatec Inc.

a body politic and corporate, duly incorporated according to law and having its head office and its principal place of business at: 9485 TransCanada Hwy

Saint-Laurent QC H4S 1V3

Debtor

- and -

Richter Advisory Group Inc.

Trustee

TRUSTEE'S REPORT ON THE STATE OF THE INSOLVENT PERSON'S BUSINESS AND FINANCIAL AFFAIRS (Pursuant to 50.4(7)(b)(ii) and 50.4(9) of the Bankruptcy and Insolvency Act)

I, Stéphane De Broux, CPA, CA, CIRP, of Richter Advisory Group Inc. ("Richter"), Trustee, with respect to the Notice of Intention to Make a Proposal ("Notice of Intention") filed by Romatec Inc. (the "Company" or "Debtor"), an insolvent person, do hereby report to the Court the following:

- 1. On August 16, 2013, the Debtor filed a Notice of Intention in accordance with the Bankruptcy and Insolvency Act (the "Act").
- The Company has been engaged in the distribution of industrial valves, pumps, and instrumentation products and solutions for the manufacturing and process industry for over 50 years, including, sectors such as Oil and Gas, Agriculture, Mining, Industrial and Water & Wastewater industries.
- 3. On August 22, 2013, the Debtor filed with the Official Receiver a Statement of Projected Cash Flow ("Projections") together with his report pursuant to Section 50.4(2)(c) of the Act, covering the period from August 12 to September 20, 2013, which included the major Assumptions used in the preparation of the aforenoted Projections. Concurrently therewith, the Trustee filed its Report on the reasonableness of the Projections in accordance with Section 50.4(2)(b) of the Act.
- 4. On August 23, 2013, documents were sent by regular mail to all creditors of the Debtor, as identified by it, which included a copy of the Debtor's Notice of Intention.

- 5. On September 13, 2013, the Debtor obtained an extension of delay for filing a proposal until October 31, 2013 to continue the development and implementation of its restructuring plan initiated since the filing of the Notice of Intention, which includes:
 - Sending notices to disclaim/resiliate two commercial leases as well as several equipment rental contracts;
 - Reducing operating expenses and overhead;
 - Assessing its business plan going forward and prepare financial projections to support same;
 - Negotiating with potential investors who could participate in the restructuring; and
 - Determining the terms of a viable proposal to settle with its unsecured creditors.
- According to the Debtor's management, the above restructuring measures represent annual savings of operating and overhead costs totaling approximately \$1 million.
- In order to monitor the affairs and finances of the Debtor, the Trustee has been provided with access to the books, records and other important documents of the Company.
- 8. The Trustee has compared the actual results to those projected since the filing of the first extension (September 9, 2013 to October 18, 2013 (the "Period")), of which the cumulative summary is annexed hereto as "Exhibit A". The Company has been paying its suppliers and employees, on a timely basis, for goods and services provided subsequent to the date of the filing of the Notice of Intention, according with the current business terms. The actual results to date have been in line with the Projections and can be summarized as follows:
 - Cash receipts for the Period amounted to approximately \$1,143K, a \$157K unfavorable variance as compared to the Projections (\$1,300K);
 - Operating disbursements for the Period were \$1,142K, representing a \$128K positive variance as compared to the projected disbursements of \$1,270K;
 - The net cash flow for the period was negative \$92K as compared to the projected negative net cash flow of \$60K, resulting in a \$32K unfavorable variance over the Projections.
- 9. The Debtor is filing a Motion to Extend the Delay for the Filing of a Proposal, in order to allow it to complete its current negotiations with potential investors who could participate in the restructuring, finalize the implementation of its restructuring plan and the formulation of a viable proposal to its creditors.
- 10. The Debtor's secured creditor, TD Bank, does not object to the requested extension and support the Debtor in its reorganization efforts.

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- 11. The Debtor has prepared additional Cash Flow Projections for the period ending December 16, 2013. Annexed hereto as Exhibit "B" is the Statement of Projected Cash Flow covering the period from October 21, 2013 to December 16, 2013, the Trustee's Report on the reasonableness of the Projections in accordance with Section 50.4(2)(b) of the Act and the Debtor's Report pursuant to Section 50.4(2)(c) of the Act.
- 12. If the extension is granted, we are not aware of any facts indicating that any creditor would suffer a prejudice.
- 13. In the event that the extension is not granted and a Bankruptcy ensues, any reorganization efforts of the business would cease. Given the quantum of the secured debts, the orderly liquidation of the Company's assets would likely result in no dividend to the unsecured creditors. Consequently, the creditors' best opportunity to maximize recovery in this matter is to allow the Company time to continue its reorganization efforts and attempt to formulate a Proposal.
- 14. Given the foregoing, the Trustee hereby recommends the granting of the extension by the Court to December 16, 2013.

DATED AT MONTREAL, this 24th day of October 2013.

Richter Advisory Group Inc.

Trustee

Per: Stephane De Broux, CPA, CA, CIRP

Exhibit A

Romatec	Inc.
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	Projected	Actual	Variance	Note
Cash Receipts				
Accounts Receivable and other	\$ 1 300 000	\$ 1 142 692	\$(157 308)	1
	1 300 000	1 142 692	(157 308)	
Operating Disbursements				
Payroll and fringe benefits	(228 109)	(215 606)	12 503	
Purchases and other	(899 481)	(844 882)	54 599	2
Rent	(31 326)	(25 089)	6 237	
Travel	(47 920)	(20 252)	27 669	3
Overhead	(63 780)	(36 502)	27 278	4
Total Operating Disbursements	(1 270 616)	(1 142 330)	128 286	
Cash Flow from Operations	29 384	362	(29 022)	
Financing and Restructuring Costs				
Interest and bank fees	(15 000)	(23 227)	(8 227)	
Restructuring fees	(75 000)	(69 523)	5 477	
	(90 000)	(92 750)	(2 750)	
Net Cash Flow	(60 616)	(92 388)	(31 772)	
Opening Bank Indebtedness - Book Balance	(946 432)	(946 432)	-	
Net Cash Flow	(60 616)	(92 388)	(31 772)	
Closing Bank Indebtedness - Book Balance	\$(1 007 048)	\$ (1 038 820)	\$ (31 772)	

Note 1: The unfavourable variance is primarily due to the Company lower sales than anticipated. Note 2: The favourable variance is partially due to timing as well as an overall curtailement of purchases.

Note 3: The favorable variance is primarily due to lower employee travel in order to reduce costs. Note 4: The favourable variance is partially due to timing as well as cancellation of contracts.

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Exhibit B

-- FORM 29 --Trustee's Report on Cash-Flow Statement (Paragraphs 50(6)(b) and 50.4(2)(b) of the Act) In the matter of the proposal of Romatec Inc Of the City of Saint-Laurent In the Province of Quebec

The attached statement of projected cash flow of Romatec Inc, as of the 24th day of October 2013, consisting of the period from October 21 to December 16, 2013, has been prepared by the management of the insolvent person for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by the management and employees of the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by management for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,

(a) the hypothetical assumptions are not consistent with the purpose of the projection;

(b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or

(c) the projection does not reflect the probable and hypothetical assumptions.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at Montréal in the Province of Quebec, this 24th day of October 2013.

Richter Advisory Group Inc/Richter Groupe Conseil inc - Trustee Per:

Stéphane De Broux, CPA, CA, CHRP 1981 avenue McGill College, 12th Floor Montréal QC H3A 0G6 Phone: (514) 934-3400 Fax: (514) 934-8603

> _FORM 29_Attachment Trustee's Report on Cash-Flow Statement (Paragraphs 50(6)(b) and 50.4(2)(b) of the Act) In the matter of the proposal of Romatec Inc Of the City of Saint-Laurent In the Province of Quebec

Purpose

Romatec Inc. (the "Company") filed a Notice of Intention to Make a Proposal on August 16, 2013. The purpose of this Statement of Projected Cash Flow is to present the estimated cash receipts and disbursements of the Company, for the period October 21 to December 16, 2013, relating to the filing of a Motion to extend the delay to make a proposal. This Statement of Projected Cash Flow has been prepared by management on October 24, 2013 based on available financial information at that date in accordance with Section 50.4(2) of the Bankruptcy and Insolvency Act and should be read in conjunction with the Trustee's Report on the Cash Flow Statement. Readers are cautioned that this information may not be appropriate for other purposes.

Projection Notes

The Statement of Projected Cash Flow has been prepared using probable assumptions supported and consistent with the plans of the Company for the period October 21 to December 16, 2013, considering the economic conditions that are considered the most probable by Management.

As the cash flow is based upon various assumptions regarding future events and circumstances, variances will exist and said variances may be material. Accordingly, we express no assurance as to whether the projections will be achieved.

Assumptions

(a) Projected Cash Receipts

The projected cash receipts are estimated by management, based upon historical trending and collection patterns.

(b) Projected Cash Disbursements

The projected cash disbursements are based upon historical trending adjusted to reflect the current level of activity and best estimates of the Company;

The cash disbursements do not provide for the payment of arrears to unsecured creditors.

Dated at Montréal in the Province of Quebec, this 24th day of October 2013.

Richter Advisory Group Inc/Richter Groupe Conseil inc - Trustee Per:

Stépháne De Broux, CPA, CA, CIRP 1981 avenue McGill College, 12th Floor Montréal QC H3A 0G6 Phone: (514) 934-3400 Fax: (514) 934-8603

> - FORM 30 -Report on Cash-Flow Statement by the Person Making the Proposal (Paragraphs 50(6)(c) and 50.4(2)(c) of the Act)

> > in the matter of the proposal of Romatec Inc. Of the City of Saint-Laurent In the Province of Quebec

The Management of Romatec Inc, has developed the assumptions and prepared the attached statement of projected cash flow of the insolvent person, as of the 24th day of October 2013, consisting of the period from October 21 to December 16, 2013.

The hypothetical assumptions are reasonable and consistent with the purpose of the projection described in the notes attached, and the probable assumptions are suitably supported and consistent with the plans of the insolvent person and provide a reasonable basis for the projection. All such assumptions are disclosed in the notes attached.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material.

The projection has been prepared solely for the purpose described in the notes attached, using a set of hypothetical and probable assumptions set out in the notes attached. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Dated at Montréal in the Province of Quebec, this 24th day of October 2013.

Stephen Dockerty - President

> __FORM 30_Attachment Report on Cash-Flow Statement by the Person Making the Proposal (Paragraphs 50(6)(c) and 50.4(2)(c) of the Act) In the matter of the proposal of Romatec Inc

Of the City of Saint-Laurent In the Province of Quebec

Purpose

Romatec Inc. (the "Company") filed a Notice of Intention to Make a Proposal on August 16, 2013. The purpose of this Statement of Projected Cash Flow is to present the estimated cash receipts and disbursements of the Company, for the period October 21 to December 16, 2013, relating to the filing of a Motion to extend the delay to make a proposal. This Statement of Projected Cash Flow has been prepared by management on October 24, 2013 based on available financial information at that date in accordance with Section 50.4(2) of the Bankruptcy and Insolvency Act and should be read in conjunction with the Trustee's Report on the Cash Flow Statement. Readers are cautioned that this information may not be appropriate for other purposes.

Projection Notes

The Statement of Projected Cash Flow has been prepared using probable assumptions supported and consistent with the plans of the Company for the period October 21 to December 16, 2013, considering the economic conditions that are considered the most probable by Management. As the cash flow is based upon various assumptions regarding future events and circumstances, variances will exist and said variances may be material. Accordingly, we express no assurance as to whether the projections will be achieved.

Assumptions

(a) Projected Cash Receipts

The projected cash receipts are estimated by management, based upon historical trending and collection patterns.

(b) Projected Cash Disbursements

The projected cash disbursements are based upon historical trending adjusted to reflect the current level of activity and best estimates of the Company;

The cash disbursements do not provide for the payment of arrears to unsecured creditors.

Dated at Montréal in the Province of Quebec, this 24th day of October 2013.

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Projected 8-week cash flow

					Projected				
Week ending	25-Oci-13	1-Nov-13	8-Nov-13	15-Nov-13	22-Nov-13	29-Nov-13	6-Dec-13	16-Dec-13	Total
Projected Cash Receipts									
Accounts Receivable and other	\$ 210 000 \$	210 000 5	5 210 000 \$	210 000 \$	210 000 \$	250 000 \$	210 000 \$	210 000	1 720 000
	210 000	210 000	210 000	210 000	210 080	250 000	210 000	210 000	1 720 000
Projected Operating Disbursements									
Payroll and fringe benefits	(72 000)	(12 109)	(72 000)	_	(72 000)	(12 109)	(72 000)	-	(312 218)
Purchases and other	(121 212)	(125 453)	(125 453)	(129 666)	(132 463)	(132 453)	(132 453)	(132 453)	(1 031 594)
Rent		(21 760)	-	-			(21 760)		(43 520)
Travel	(6 126)	(9 848)	(6 126)	(9 848)	(6 126)	(9 848)	(6 126)	(9 848)	(63 884)
Overhead	(10 903)	(31 658)	(6 903)	(6 903)	(6 903)	(54 755)	(7 803)	(10 903)	(136 732)
Total Operating Disbursements	(210 241)	(200 827)	(210 482)	(148 417)	(217 482)	(209 164)	(240 142)	(153 203)	(1 587 967)
Projected Cash Flow from Operations	(241)	9 173	(482)	63 583	(7 482)	40 836	(30 142)	56 797	132 043
Financing and Restructuring Costs									
Interest and bank fees	-	(5 000)	(5 000)	(5 000)	-	(5 000)	(5 000)	(5 000)	(30 000)
Restructuring fees	(10 000)	(10 000)	(10 000)	(10 000)	(10 000)	(10 000)	(10 000)	(10 000)	(80 000)
	(10 000)	(15 000)	(15 000)	(15 000)	(10 000)	(15 000)	(15 000)	(15 000)	(110 000)
Projected Net Cash Flow	(10 241)	(5 627)	(15 482)	48 583	(17 482)	25 836	(45 142)	41 797	22 043
Opening Bank Indebtedness - Book Balance	(1 038 820)	(1 049 061)	(983 383)	(998 665)	(950 282)	(967 763)	(941 927)	(987 069)	(1 038 820)
Adjustment re: cancellation of letter of credit		71 505	-	-	•				71 505
Net Cash Flow	(10 241)	(5 827)	(15 482)	48 583	(17 482)	25 836	(45 142)	41 797	22 043
Closing Bank Indebtedness - Book Balance	\$ (1 049 061) \$	(983 383) 1	5 (\$98 665) \$	(950 282) \$	(967 763) 5	(941 927) \$	(987 069) \$	(\$45 272)	\$ {945 272}

Stophare de Artes Oct 27 2013 Por: STEPHANE DE BAUX JOUSTZE 10/28/2013

No. 500-11-045124-134

S U P E R I O R C O U R T (Commercial Division) District of Montréal

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

ROMATEC INC.

Debtor/Petitioner

- and -

RICHTER ADVISORY GROUP INC.

Trustee

SECOND MOTION FOR AN EXTENSION OF DELAY TO FILE A PROPOSAL, AFFIDAVIT, NOTICE OF PRESENTATION, LIST OF EXHIBITS AND EXHIBIT R-1

COPY FOR: Stéphane De Broux, CPA, CA, CIRP RICHTER ADVISORY GROUP INC. 1981 McGill College Ave, 12th Floor Montréal (Québec) H3A 0G6

> Attorneys for Debtor/Petitioner Per: Me Hugo Babos-Marchand Dir 514 841 6536



O/F 244605

DAVIES WARD PHILLIPS & VINEBERG LLP

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