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(Article 146.0.2 C.C.P. and Article 6 R.C.P. (S.C.))

File No. 244605 (5186)

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### SENDER

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### PARTY RECEIVING SERVICE

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Name	Stéphane De Broux RICHTER ADVISORY GROUP INC.
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Tel	514-934-8621
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Transmission Date	December 10, 2013
Time of Transmission	11h22

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### NATURE OF DOCUMENT

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Title of Proceeding	<b>THIRD MOTION FOR AN EXTENSION OF DELAY TO FILE A PROPOSAL, AFFIDAVIT, NOTICE OF PRESENTATION AND LIST OF EXHIBITS</b>
Case Nos.	<b>500-11-045124-134</b>

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CANADA

PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

SUPERIOR COURT  
(Commercial Division)

No. 500-11-045124-134

IN THE MATTER OF THE NOTICE OF  
INTENTION TO MAKE A PROPOSAL  
OF:  
ROMATEC INC.

Debtor/Petitioner

- and -

RICHTER ADVISORY GROUP INC.

Trustee

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

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TO ONE OF THE JUDGES OF THE SUPERIOR COURT SITTING IN THE  
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 third extension of the delay to file a proposal and therefore requests that the delay be extended to January 30, 2014.
2. Romatec is a corporation constituted under the *Canada Business Corporations Act* having its principal place of business in Montréal, Québec.
3. 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 required, among other things, a rationalisation of Romatec's operations. In fact, 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.
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.

## II. EXTENSION OF DELAY TO FILE A PROPOSAL

9. 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 to file its proposal until October 31, 2013 and then a second extension to December 16, 2013, the whole as more fully appears from the Court record.
10. Romatec has successfully restructured its business and will be filing a proposal. However, given the holiday vacation and the 21 day statutory deadline to hold a meeting of creditors to vote on such proposal, Romatec does not want to hinder its restructuring process and be forced to hold a meeting at a date where most of its creditors may not be able to attend.
11. Romatec therefore seeks this extension in order to allow it to file a viable proposal in due course that will satisfy its creditors.
12. 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.
13. Romatec's creditors will suffer no prejudice if the extension sought herein is granted. Quite to the contrary, a bankruptcy would actually be significantly more prejudicial to Romatec's creditors.
14. 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.

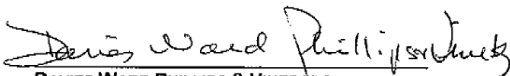
### **WHEREFORE, MAY IT PLEASE THE COURT TO:**

- [A]** GRANT the present *Third Motion for an Extension of Delay to File a Proposal*;

- 3 -

- [B] **ABRIDGE** the time for service of the present *Third Motion for Extension of Delay to File a Proposal* and **DECLARE** that same is properly presentable;
- [C] **EXTEND** until January 30, 2014 the delay granted to Debtor/Petitioner, Romatec Inc., to file its proposal;
- [D] **THE WHOLE**, without costs, save in the event of contestation.

Montréal, December 10, 2013



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

TRUE COPY

*Davies Ward Phillips & Vineberg*  
**DAVIES WARD PHILLIPS & VINEBERG LLP**

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**AFFIDAVIT**

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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 10<sup>th</sup> day of December, 2013

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Commissioner for Oaths for Québec

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**NOTICE OF PRESENTATION**

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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, 12<sup>th</sup> floor  
Montréal (Québec) H3A 0G6

**Trustee**

**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 December 12, 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, December 10, 2013



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

TRUE COPY

  
DAVIES WARD PHILLIPS & VINEBERG LLP

CANADA

PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

No. 500-11-045124-134

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OF:

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- and -

RICHTER ADVISORY GROUP INC.

Trustee


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LIST OF EXHIBITS

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**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, December 10, 2013

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

TRUE COPY

  
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DAVIES WARD PHILLIPS & VINEBERG LLP

No. 500-11-045124-134  
**SUPERIOR COURT**  
(Commercial Division)  
District of Montréal

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

**ROMATEC INC.**

Debtor/Petitioner

- and -

**RICHTER ADVISORY GROUP INC.**

Trustee

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**THIRD MOTION FOR AN EXTENSION OF  
DELAY TO FILE A PROPOSAL, AFFIDAVIT,  
NOTICE OF PRESENTATION AND LIST OF  
EXHIBITS**

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**COPY FOR:**

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

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Attorneys for Debtor/Petitioner  
Per: Me Hugo Babos-Marchand  
Dir 514 841 6535  
O/F 244605

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