

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

No: 500-11-

**IN THE MATTER OF THE APPOINTMENT OF
A RECEIVER TO THE ASSETS OF:**

4425529 CANADA INC., a legal person duly incorporated in virtue of the *Canada Business Corporations Act*, having its head office and principal place of business at 5300 Côte St. Luc Road, Suite 503 in the City and District of Montreal, Province of Quebec, H3X 0A3

Debtor/Respondent

-and-

1397225 ONTARIO LIMITED, a legal person duly incorporated in virtue of the *Business Corporations Act (Ontario)*, having its head office and principal place of business at 5650 Yonge Street, Suite 300 in the City of Toronto, Province of Ontario, M2M 4H5

Petitioner

-and-

RSM RICHTER INC., a legal person duly constituted having a place of business at 2 Place Alexis-Nihon, Suite 1800, in the City and District of Montreal, Province of Quebec, H3Z 3C2

Receiver

**MOTION FOR THE APPOINTMENT OF A RECEIVER
Section 243 of the *Bankruptcy and Insolvency Act* ("BIA")
and Rule 6(4) of the *Bankruptcy and Insolvency General Rules***

TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, OR TO THE REGISTRAR, SITTING IN THE COMMERCIAL DIVISION, IN AND FOR THE JUDICIAL DISTRICT OF MONTREAL, PROVINCE OF QUEBEC, 1397225 ONTARIO

LIMITED (HEREINAFTER THE "PETITIONER") RESPECTFULLY SUBMITS AS FOLLOWS:

INTRODUCTION

The Parties

1. The Debtor/Respondent, 4425529 CANADA INC. (hereinafter the "**Debtor**" or the "**Respondent**") is an insolvent legal person pursuant to the applicable provisions of the *BIA*.
2. The **Debtor** is the owner of a senior care facility located at 5300 Côte St. Luc Road, in the City and District of Montreal, sometimes referred to and operated under the brand name Vista (hereinafter "**Vista**"). The said building and the assets located therein are to the best of the **Petitioner's** knowledge the sole asset of the **Debtor**.
3. The **Debtor** is a corporate member and a related party of Group Melior Inc., one of Québec's largest group of related companies devoted to, *inter alia*, the ownership and management of senior care and housing facilities.
4. As at the present date the corporate chart of those corporations related to the **Petitioner** and owned directly or indirectly or controlled by its ultimate principal Jean Maynard through his trust, Fiducie Maynard (2004) are substantially as detailed in the attached corporate chart communicated in support hereof as **Exhibit R-1**.
5. The **Debtor**, which owns **Vista**, is in turn owned in the following manner: 80% by 6743307 Canada Inc., a corporation controlled directly or indirectly by Jean Maynard and 20% by 9102-6484 Québec Inc., a corporation unrelated to Jean Maynard and owned directly or indirectly by Kevin Robinson.
6. Your **Petitioner** provided a construction loan facility to the **Debtor** in respect of **Vista**. The **Petitioner** is a wholly owned subsidiary of a major Canadian pension fund.

Petitioner's Construction Loan Facility to the Debtor

7. To secure the payment of the sums borrowed and the performance of the obligations contracted by the **Debtor**, the immovable property of the **Debtor** was hypothecated in favour of your **Petitioner** by way of an immovable hypothec executed on October 25, 2007 before Notary Yves Émard, (hereinafter the "**Immovable Hypothec**") and the movable property was hypothecated by way of a movable hypothec (hereinafter the "**Movable Hypothec**"), the whole as appears more fully from a copy of the **Immovable Hypothec** and **Movable Hypothec** which **Immovable Hypothec** and **Movable Hypothec** have been duly registered according to law, the whole being communicated in support hereof *en liasse* as **Exhibit R-2**.

8. The **Petitioner** is a first ranking secured creditor of the **Debtor** pursuant to a loan secured by *inter alia*, The Immovable Hypothec and the Movable Hypothec. The **Immovable Hypothec** communicated as **Exhibit R-2** above is in the amount of \$41,800,000.00 (hereinafter the "**Loan**") and the outstanding amount owed to the **Petitioner** under the **Loan** as at July 26, 2010 and secured by the security granted to the **Petitioner** is in the amount of \$41,222,772.00 constituting capital, interest and costs. The amounts owing to the **Petitioner** appear from a statement communicated in support hereof as **Exhibit R-3**.

Appointment of Receivers to the assets of entities forming part of Group Melior Inc. and related to Jean Maynard and to his family Trust: Fiducie Maynard (2004)

9. On October 29, 2009, the Manufacturers Life Insurance Company (hereinafter "**Manulife**"), the first ranking secured creditor of an immoveable property owned by **9145-8794 Québec Inc.** and operating another senior care and housing facility forming, as well, an asset of Group Melior Inc. (hereinafter "**9145**"), filed with this Court a *Motion for the Appointment of an Interim Receiver* to the property of **9145** (hereinafter the "**First Motion**"), following various defaults under its Loan Agreement, the whole as appears more fully from a copy of the **First Motion** communicated in support hereof as **Exhibit R-4**.
10. On November 16, 2009, the Registrar for the Superior Court, Commercial Division, rendered an order appointing PricewaterhouseCoopers Inc. (hereinafter "**PwC**") as Interim Receiver, the whole as appears more fully from a copy of the said order communicated in support hereof as **Exhibit R-5** and from the Court record in file number 500-11-037810-096.
11. More particularly, the Court Order authorized **PwC**, *inter alia*, to take possession of all books and records of **9145** and to take control of its receipts and disbursements, the whole as appears more fully from **Exhibit R-5**.
12. On February 9, 2010, **Manulife** filed with the Superior Court a *Motion for the Appointment of a Receiver to the Property of the Debtor* (hereinafter the "**Second Motion**") pursuant to Section 243 of the *BIA* as appears more fully from a copy of such **Second Motion**, communicated herewith in support hereof as **Exhibit R-6**.
13. On February 11, 2010, the Registrar for the Superior Court, Commercial Division, rendered an order appointing **PwC** as Receiver, the whole as appears more fully from a copy of said order, communicated in support hereof as **Exhibit R-7** and the Court record's file number 500-11-037810-096.
14. On April 29, 2010, the powers of **PwC** as Receiver to the assets of **9145** were extended, the whole as appears more fully from a copy of an order dated April 29, 2010, communicated herewith in support hereof as **Exhibit R-8**.
15. On June 8, 2010, The Royal Bank of Canada filed a *Motion for the Appointment of a Receiver* to the Assets of 9178-2292 Québec Inc. (hereinafter "**9178**"), another entity related to the **Debtor** and forming part of Group Melior Inc. and

operating an elderly care facility, sometimes referred to as Phase 3 of the Domaine des Forges, the whole as appears more fully from a copy of the said Motion and from Superior Court file number 500-11-038703-100 communicated in support hereof as **Exhibit R-9**.

16. On June 9, 2010, the Registrar issued an Order granting The Royal Bank's *Motion for the Appointment of a Receiver* and named RSM Richter Inc. as receiver to the assets of **9178** which Order is communicated in support hereof as **Exhibit R-10**.
17. On June 9, 2010, the Canadian Imperial Bank of Commerce (CIBC) presented a *Motion for the Appointment of a Receiver* to the assets of **9157-7437 Québec Inc.** (hereinafter "**9157**"), another entity related to the **Debtor** and forming part of Group Melior Inc. and operating an elderly care facility at 271 Ste. Rose Boulevard in Laval, named as Domaine Des Forges Phase II, being to the best of **Petitioner's** knowledge, **9157's** sole asset, the whole as appears more fully from a copy of the said Motion and the Order naming Raymond Chabot Inc. as Receiver to the assets of **9157**, the whole which is being communicated in support hereof *en liasse* as **Exhibit R-11**.

Notice of Intention of members of Group Melior Inc.

18. On April 1, 2010, the following legal entities owned by or related to Group Melior Inc. deposited Notices of Intention in virtue of the *BIA*, naming Ernst & Young Inc. as Trustee:
 - a) the parent company of Group Melior Inc., 9143-1304 Québec Inc., (hereinafter "**9143**");
 - b) its subsidiary Group Melior Inc.;
 - c) 4349911 Canada Inc. (hereinafter "**4349911**");
 - d) 4352840 Canada Inc. (hereinafter "**4352840**");
 - e) 4425545 Canada Inc. (hereinafter "**4425545**");
 - f) 6743307 Canada Inc. (hereinafter "**6743307**");
 - g) 9145-8794 Québec Inc. (hereinafter "**9145**");
 - h) 9150-6493 Québec Inc. (hereinafter "**9150**");
 - i) 9157-7437 Québec Inc. (hereinafter "**9157**");
 - j) 9178-2292 Québec Inc. (hereinafter "**9178**");
 - k) Développement Melior Inc.

19. With respect to virtually each of the above mentioned entities, requisite motions were thereafter filed to extend the delays in order to deposit a proposal in virtue of the *BIA*, each expiring ultimately on July 12, 2010, the whole as appears more fully from the respective court records.
20. As at July 12, 2010, none of the above mentioned entities filed a proposal or a motion to extend the delay for so doing and on July 12, 2010, each entity was declared bankrupt as a result of a failure to file the requisite motion for extension, the whole as appears more fully from a copy of various extracts of the Bankruptcy and Insolvency File Register of the Office of the Superintendent of Bankruptcy, communicated herewith *en liasse* as **Exhibit R-12**.

The Debtor's defaults with respect to the Loan granted by your Petitioner

21. The **Debtor** is in default of its obligations to the **Petitioner** and Events of Default have occurred pursuant to the terms of the **Movable and Immovable Hypothecs** hereinabove communicated as **Exhibit R-3**;
 - a) in that it has failed to pay when due the immovable tax arrears owed to the City of Montreal in the amount of \$292,924.25, in capital, interest and costs, as at July 27, 2010, the whole as appears from a copy of the tax statement communicated herewith as **Exhibit R-13**;
 - b) in that it has failed to pay when due the school taxes owed to the Commission Scolaire de la Ville de Montréal in the amount of \$120,640.21, in capital, interest and costs, as at July 27, 2010, the whole as appears from a copy of the tax statement, communicated herewith as **Exhibit R-14**;
 - c) in that it has permitted a legal hypothec to be registered by the Ministère du Revenu du Québec on May 21, 2010, in the amount of \$111,385.59, in respect of unpaid Québec Taxes, the whole as appears from a copy of a Legal Hypothec prepared by the Ministère du Revenu du Québec and registered upon the property of the **Debtor**, communicated herewith as **Exhibit R-15**;
 - d) in that the **Debtor** has as well permitted Federal Goods and Services taxes to remain unpaid;
 - e) in that the Guarantors under the **Loan**, being Développement Melior Inc. and 9143-1304 Québec Inc. (hereinafter the "**Guarantors**") are now bankrupt, the whole as appears more fully from extracts of the Bankruptcy and Insolvency File Register of the Office of the Superintendent of Bankruptcy, communicated herewith as **Exhibit R-16**.
22. Each senior care home owned and formerly operated by Group Melior Inc. were incorporated under single purpose corporations which are presently bankrupt.

23. It is clear in virtue of the facts alleged above that the Group Melior Inc., its related entities including the **Guarantors** and the **Debtor** in particular, are hopelessly insolvent and are unable to meet their obligations as they become due.
24. The **Debtor**, through its representative Jean Maynard, has admitted that it is hopelessly insolvent and is unable to reimburse the amount of \$41,222,772.00 which is presently due to your **Petitioner** as a result of the **Loan** and secured by the **Movable and Immovable Hypothecs** hereinabove produced as **Exhibit R-3**.
25. Additionally, the **Vista** property owned by the **Debtor** is presently leased at only approximately forty percent (40%) of capacity, generating an insufficient cash flow to service the debt which to date has been paid from the undisbursed proceeds of the **Loan** which amount to \$577,228.00. Monthly debt service is in the amount of \$120,233.00.
26. Accordingly, insufficient funds remain available in virtue of the **Loan** facility to cover the operating expenses and service the debt.
27. Clearly the Group Melior Inc., the **Guarantors** and the **Debtor** in particular, are not capable of making further capital injections or cash advances to the **Debtor** to satisfy the deficiency in liquidity, or to meet the **Debtor's** obligations as they become due.
28. Such a situation is clearly detrimental to the property and to the **Petitioner**.

Management Agreement between Group Melior Inc. and Cogir

29. On March 21, 2010, Group Melior Inc. and Société de Gestion Cogir s.e.n.c. (hereinafter "**Cogir**") entered into an agreement entitled "*Cession d'entente de gestion*" whereby Group Melior Inc. agreed to transfer to Cogir its right, title and interest in the management and/or any management contract concerning, amongst other properties, the **Vista** property owned by the **Debtor** (hereinafter the "**Agreement**"), the whole as appears from a copy of the **Agreement** communicated in support hereof as **Exhibit R-17**.
30. Notwithstanding the **Agreement**, **Cogir** has no independent capacity to fund the operations of the **Debtor**, the operating expenses and debt service, apart from that which might be provided by the **Debtor** and/or its related companies which companies as can be seen from the facts hereinabove alleged are insolvent and bankrupt.

Request for the appointment of a Receiver

31. Based on the foregoing, it is necessary for the protection of the **Debtor's** estate and the protection of the **Petitioner's** interests that a licensed Trustee be appointed as **Receiver** and that the **Receiver** be granted the powers requested in the conclusions of this motion as the **Debtor** is clearly in default towards the **Petitioner** and the latter has objective reasons to fear that the rents and all of the

revenues to be collected might be further dilapidated and not satisfy the obligations of the **Debtor** to the **Petitioner**.

32. The **Petitioner** has no other alternative given the fact that the various related entities of Group Melior Inc. are presently bankrupt and that others are the subject of a receivership, the **Petitioner** must obtain the order sought herein so as to protect, secure and maximize the value of the **Vista** property.
33. **6743307**, the 80% shareholder of the **Debtor**, is presently bankrupt and Ernst & Young Inc. has been appointed as Trustee, making the **Debtors** management uncertain and confirming its incapacity to deal with the **Debtor's** affairs.
34. Moreover, a **Receiver** is necessary to supervise an orderly process to protect, secure and maximize the value of the **Vista** property, to control receipts and disbursements, to ensure the safety of the residents, to conduct an orderly sale process under the supervision of this Honourable Court, to file an assignment in bankruptcy and to protect the interests of creditors.
35. The urgency is such that the **Petitioner** ought to be exempted from filing the notice provided by s. 244 of the *BIA*.
36. For the same reasons and given the nature of the appointment of a **Receiver**, it is necessary that this Honourable Court grant provisional execution of the judgment to be rendered herein.
37. Since the rents for the month of August 2010 are due on August 1, 2010, and given the risks that the rents and all other revenues to be collected could be diverted and/or dilapidated and used for purposes other than the maintenance of the property or subject to seizure by creditors and in particular the Governments of Québec and Canada with respect to unpaid QST and GST and for the additional reasons referred to above, it is necessary and urgent that this Honourable Court waive and shorten the delays for service and filing of presentation of the present motion and grant this motion in accordance with the conclusions as set forth below.
38. The present Motion is well-founded in fact and in law.

WHEREFORE, YOUR PETITIONER PRAYS THIS HONOURABLE COURT TO:

- [A] **GRANT** the present *Motion for the Appointment of a Receiver* (the "**Motion**");
- [B] **SHORTEN** and **WAIVE** the delays for service, filing and presentation of the **Motion** and permit same to be made *ex parte*;
- [C] **EXEMPT** the **Petitioner** from the need to serve a Notice upon the **Respondent** in virtue of section 244 of the *Bankruptcy and Insolvency Act*;

- [D] **APPOINT** RSM Richter Inc., through its representatives, Yves Vincent and Eric Rodier, to act as receiver (the "**Receiver**") to the property of the **Debtor/Respondent, 4425529 Canada Inc.** (the "**Debtor**"), pursuant to Section 243 of the *Bankruptcy and Insolvency Act*;
- [E] **AUTHORIZE** the **Receiver**, at the **Receiver's** discretion, to take possession of all of the **Debtor's** assets and exercise upon them, as well as on the **Debtor's** business, complete control and, without restricting the generality of the foregoing, **GRANT** to the **Receiver** the following powers which, at the **Receiver's** discretion, may be utilized as follows:
- (a) All the necessary powers to collect the accounts receivable of the **Debtor**;
 - (b) All the powers necessary for the control of the receipts and disbursements of the **Debtor**;
 - (c) All powers necessary to negotiate, enter into, terminate, or continue any agreement or contract with respect to the **Debtor's** operations, business, assets and property, with the consent of the **Petitioner**;
 - (d) All the powers necessary to operate, on behalf of the **Debtor**, its business, including without limitation, the powers to hire employees, to purchase goods and services and to lease rooms/apartments and more generally, to do anything required or useful to continue the operations of the **Debtor**;
 - (e) All the powers necessary to hire, on behalf of the **Debtor**, any qualified nurse or other professional required, in its sole opinion, to operate the **Debtor's** business;
 - (f) All of the powers to sign and issue cheques of behalf of the **Debtor**;
 - (g) All the powers necessary to protect the interests of the **Petitioner**;
 - (h) All the powers necessary to take safeguard measures in order to prevent that the **Debtor** squanders its assets and/or erodes the value of the security of the **Petitioner**;
 - (i) Any other power necessary to the taking of safeguard measures regarding all of the **Debtor's** assets and operations;
 - (j) The power to open any required bank account on behalf of the **Debtor** according to terms and conditions that it will, in its sole discretion, consider appropriate, with any Canadian chartered bank, or any other acceptable financial institution, in order to deposit any sum payable to the **Debtor**, or to its benefit, and make any payment that, in its opinion, is necessary, to the **Petitioner** or to the fulfilling of the **Receiver's** duties;

- (k) The power to contract any loan or other form of credit on behalf of the **Debtor** up to a capital amount of \$500,000.00 in order to allow the continuation of the **Debtor's** operations and to cover any cash shortfall thereto or to pay any unpaid fees to the **Receiver** or to counsel, and the charge or hypothec on any such debt or loan (plus the additional hypothec of 20%) will be ranked in preference and priority to any other existing guarantee or security, of any nature whatsoever, and will be paid in preference and priority by the **Receiver**;
- [F] **AUTHORIZE** the **Receiver** to conduct and supervise a sale process of the **Debtor's** assets and business with the consent of the **Petitioner**;
- [G] **AUTHORIZE** the **Receiver** to solicit privately or through public call for tenders or through any other means, offers or bids regarding the **Debtor's** assets and business;
- [H] **DECLARE** that the **Receiver** has all the powers necessary, required or appropriate in order to:
- (a) Solicit bids for the **Debtor** and, more generally, to manage the call for tender process or any other sale process;
 - (b) Determine the means to contact potential buyers, through private mailings, publication in newspapers or otherwise, and proceed accordingly;
 - (c) Determine the means of commercializing the **Vista** property, and/or, amongst others, the groups of assets or the grouping of assets of the **Debtor**;
 - (d) Allow any potential buyer or any person having demonstrated or demonstrating an interest in the **Debtor**, to proceed to a due diligence or to any other analysis of the **Debtor**;
 - (e) Conclude any agreement, of any nature whatsoever, on behalf of the **Debtor**, with any person, in furtherance of a sale of the undertaking of the **Debtor**;
 - (f) Address this Honourable Court to obtain an order to vest the assets in the **Receiver** for the purposes of a sale on terms and conditions that this Honourable Court shall determine;
- [I] **DECLARE** that:
- (a) The **Receiver** shall be entitled to institute appropriate proceedings, as the case may be and retain the services of legal advisors for the purposes of these proceedings or for any other need. Moreover, such **Receiver** shall be entitled to file any motion for directions within the meaning of section

34 of the *BIA* as if it were a trustee and if necessary to execute any necessary document to place the **Debtor** into bankruptcy;

- (b) The **Receiver** has the power and authority to act on behalf of the **Debtor** to place the **Debtor** in bankruptcy, by executing any necessary document or in filing an assignment in Bankruptcy pursuant to section 49 and following of the *BIA*;
- (c) Subject to its discretion, the **Receiver** shall not be liable for any debt that came into existence prior to the service of the judgment to be rendered herein;

[J] **DECLARE** that:

- (a) The **Receiver** shall not be considered the employer, for all intents and purposes, and shall not incur any liability whatsoever regarding third parties, the **Receiver** acting for and on behalf of the **Debtor**, among others, as if it were a taking of possession for purposes of administration within the meaning of articles 2773 of the *Civil Code of Québec* and seq., or a sale by the creditor within the meaning of article 2786 of the *Civil Code of Québec*;
- (b) The **Receiver** shall not be considered as operating or continuing the enterprise of the **Debtor**, for any purposes whatsoever;
- (c) The **Receiver** shall not incur any liability whatsoever regarding third parties or the **Debtor** for any act done under the judgment to be rendered herein;
- (d) All the powers, obligations and duties of the **Receiver** shall be exercised in its sole discretion and according to the judgment to be rendered herein;
- (e) The **Receiver** shall benefit from the protection of sections 14.06 of the *BIA* and more particularly the **Receiver** shall not, as a result of the judgment to be rendered herein or anything done in pursuance of the **Receiver's** duties and powers under the judgment to be rendered herein, be deemed to be in possession of any of the property of the **Debtor** within the meaning of any federal, provincial or other legislation, statute, regulation or rule of law or equity respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination and regulations thereunder;

[K] **ORDER** the **Debtor** and its representatives and employees to surrender all of those assets the **Receiver** requires to implement the order to be rendered herein, upon service of said order;

- [L] **ORDER** the **Debtor** and its representatives and employees to fully collaborate and cooperate with the **Receiver** and help and assist the **Receiver** in the fulfilling of its duties;
- [M] **ORDER** the **Debtor** and its representatives and employees to grant access to and to surrender to the **Receiver** all of its accounting records, books and other accounting or financial documents of any nature whatsoever, notwithstanding their medium, and fully assist and help the **Receiver** in accomplishing its duties and in analyzing such documents;
- [N] **AUTHORIZE** the **Receiver**, on behalf of the **Debtor**, to retain or to terminate the services of any person or enterprise, including nurses or doctors, in order to effectively fulfill its duties and to delegate whenever suitable to the **Receiver**, such powers to any person or enterprise and appoint any agent or other representative;
- [O] **AUTHORIZE** the **Receiver** to pay out any advance regarding its fees and disbursements, on terms and conditions agreeable to the **Petitioner**, the whole subject to taxation in conformity with the Law;
- [P] **ORDER** that these proceedings shall have full force and effect in all of the provinces and territories in Canada;
- [Q] **ORDER** that the judgment to be rendered herein be executory, notwithstanding appeal and without any need to give security;
- [R] **RENDER** any other remedy appropriate in the circumstances;
- [S] **THE WHOLE** without costs, save in case of contestation.

MONTREAL, August 3rd, 2010

(s) De Grandpré Chait

DE GRANDPRÉ CHAIT *S.E.N.C.R.L./LLP*

Attorneys for the Petitioner, 1397225 Ontario
Limited

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

No: 500-11-

**IN THE MATTER OF THE
APPOINTMENT OF A RECEIVER TO
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4425529 CANADA INC.

Debtor/Respondent

-and-

1397225 ONTARIO LIMITED

Petitioner

-and-

RSM RICHTER INC

Receiver

LIST OF EXHIBITS

Exhibit R-1 Corporate Chart of Group Melior Inc.;

Exhibit R-2 Information Statement from Peoples Trust dated July 29, 2010 stating outstanding balance owing to the Petitioner;

Exhibit R-3 Deed of Immovable Hypothec executed on October 25, 2007 registered with the Land Registry Office of Montreal under number 14 725 905 and printout of the Register of Personal and Movable Real Rights;

Exhibit R-4 Manulife's *Motion for the Appointment of an Interim Receiver* dated October 29, 2009;

Exhibit R-5 Order rendered by Me Pierre Pellerin, Registrar for the Superior Court, Commercial Division, on November 16, 2009, appointing PricewaterhouseCoopers Inc. as Interim Receiver;

Exhibit R-6 Manulife's *Second Motion for the appointment of a Receiver* dated February 9, 2010;

Exhibit R-7	Order rendered by Me Pierre Pellerin, Registrar for the Superior Court, Commercial Division, on February 11, 2009 appointing PricewaterhouseCoopers Inc. as Receiver;
Exhibit R-8	Order rendered by Me Chantal Flamand, Registrar for the Superior Court, Commercial Division, on April 29, 2010, appointing PricewaterhouseCoopers Inc. as Receiver;
Exhibit R-9	The Royal Bank of Canada's <i>Motion for the Appointment of a Receiver</i> dated June 8, 2010;
Exhibit R-10	Order rendered by Me Chantal Flamand, Registrar for the Superior Court, Commercial Division, on June 9, 2010, appointing RSM Richter Inc. as Receiver;
Exhibit R-11	The Canadian Imperial Bank of Commerce's <i>Motion for the Appointment of a Receiver</i> dated June 8, 2010, and the Order rendered by Me Chantal Flamand, Registrar for the Superior Court, Commercial Division, on June 9, 2010, appointing Raymond Chabot as Receiver;
Exhibit R-12	Printouts of the Bankruptcy and Insolvency File Register of the Office of the Superintendent of Bankruptcy Canada;
Exhibit R-13	Municipal Tax Statement dated July 27, 2010;
Exhibit R-14	School Tax Statement dated July 27, 2010;
Exhibit R-15	The Ministère du Revenu du Québec's Legal Hypothec for unpaid GST registered under number 17 194 650;
Exhibit R-16	Extracts of the Bankruptcy and Insolvency File Register of the Office of the Superintendent of Bankruptcy
Exhibit R-17	March 21, 2010, Group Melior Inc. and Société de Gestion Cogir s.e.n.c. (hereinafter " Cogir ") entered into an agreement entitled " <i>Cession d'entente de gestion</i> "

MONTREAL, August 3rd, 2010

(s) De Grandpré Chait

DE GRANDPRÉ CHAIT *S.E.N.C.R.L./LLP*

Attorneys for the Petitioner, 1397225 Ontario
Limited

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PROVINCE OF QUEBEC
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RSM RICHTER INC

Receiver

NOTICE OF PRESENTATION

TO: Me Alain Tardif
McCarthy Tétrault LLP
1000 de la Gauchetière Street West, Suite 2500
Montréal QC H3B 0A2

Mr. Martin Rosenthal
Ernst & Young LLP
1 Place Ville Marie, Suite 2400
Montréal QC H3B 3M9

4425529 Canada Inc.
5300 Côte St. Luc Road
Montreal QC H3X 0A3

TAKE NOTICE that the present *Motion for the Appointment of a Receiver* will be presented for adjudication before one of the Judges of the Superior Court, sitting in the Commercial Division, or the Registrar, in and for the judicial district of Montreal at the Montreal Courthouse in Room 16.10, on August 4, 2010 at 9:00 a.m. or so soon thereafter as counsel may be heard.

DO GOVERN YOURSELVES ACCORDINGLY.

MONTREAL, August 3rd, 2010

(s) De Grandpré Chait

DE GRANDPRÉ CHAIT *S.E.N.C.R.L./LLP*

Attorneys for the Petitioner, 1397225 Ontario Limited

