

CANADA  
Province of Quebec  
District of: Quebec  
Division No.: 01-Montréal  
Court No.: 500-11-039459-108  
Estate No.: 41-1393389

**SUPERIOR COURT  
In Bankruptcy and Insolvency  
(Commercial Division)**

In the matter of the Proposal of:

**BATTERIE UNIVERSELLE LTÉE,**  
a corporation duly incorporated having its  
head office at 6290 des Grandes Prairies,  
St-Leonard, Quebec H1P 1A2

**Debtor**

- and -

**RSM Richter Inc.**

**Trustee**

---

**REPORT OF THE TRUSTEE ON THE FINANCIAL SITUATION OF THE DEBTOR AND ON THE PROPOSAL  
(Sections 50(10)(b) and 50(5) of the *Bankruptcy and Insolvency Act*)**

*Please refer to our website [www.rsmrichter.com](http://www.rsmrichter.com) for a French version of this report*

The purpose of the Meeting of Creditors is to consider the Proposal filed on December 3, 2010 (hereinafter referred to as "the Proposal") by Batterie Universelle Ltée (the "Debtor" or the "Company").

Pursuant to Sections 50(10)(b) and 50(5) of the *Bankruptcy and Insolvency Act* (hereinafter referred to as the "Act" or "BIA"), and to assist the creditors in considering the Proposal, the Trustee is submitting its report on the financial situation of the Debtor and on the Proposal.

**We caution the reader that we have neither conducted an audit nor a verification of the books and records of the Debtor. Consequently, we cannot render an opinion as to the accuracy of the information contained therein. The information discussed herein emanates from the books and records of the Debtor as well as from our discussions with the Management of the Debtor.**

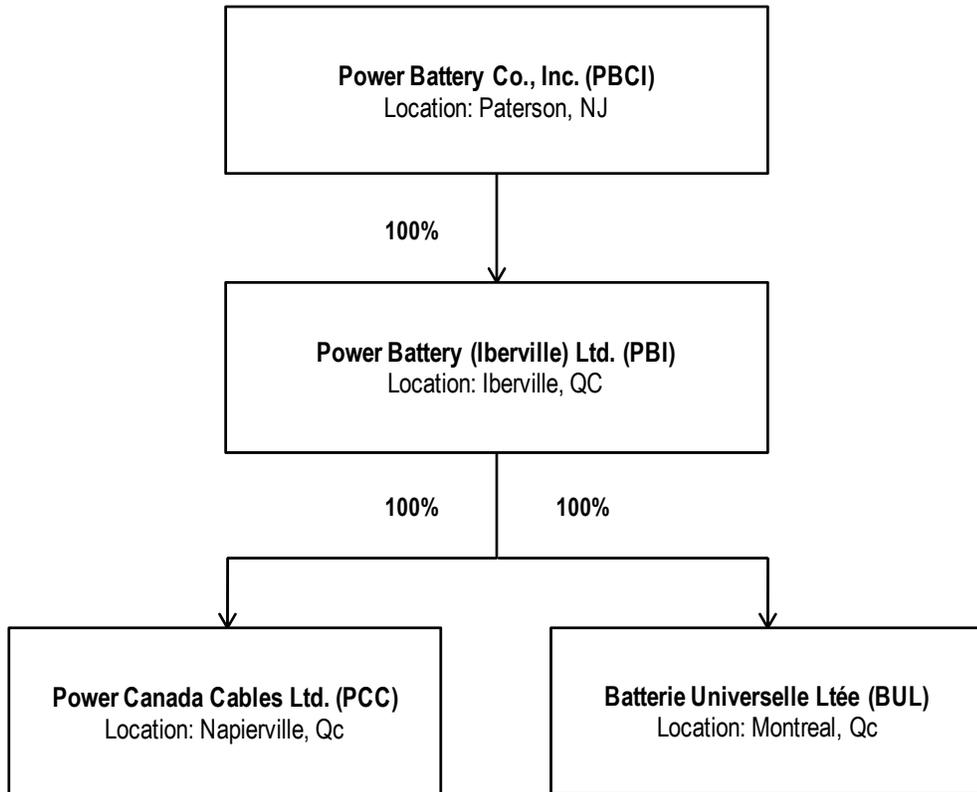
## I. INTRODUCTION

On August 12, 2010, the Debtor filed a Notice of Intention to Make a Proposal ("NOI") in accordance with the *Bankruptcy and Insolvency Act*, to its creditors and RSM Richter Inc. ("Richter") was appointed as Trustee under the NOI ("Trustee").

On December 3, 2010, the Debtor filed a Proposal to its creditors. We have enclosed herewith the Proposal made by the Debtor to its creditors, a proof of claim form, a voting form, a proxy, a notice indicating the place and time of the Meeting of the Creditors to consider the Proposal and a Notice of hearing of application for Court approval of the Proposal in the event that the Proposal is accepted by the statutory majority of creditors.

This report summarizes the relevant information and key elements that may assist the creditors in analysing the Debtor's affairs and the terms of the Proposal.

## II. ORGANIZATIONAL CHART



## III. BACKGROUND AND OPERATIONS OF THE DEBTOR

The Debtor forms part of a corporate group including its parent, Power Battery (Iberville) Ltd. ("PBI"), PBI's parent, Power Battery Co., Inc. ("PBCI" - a New Jersey corporation), and an affiliated company, Power Canada Cables Ltd. ("PCC") (collectively, the "Group"). There have historically been a significant number of intercompany transactions and balances owing between the various entities which comprise the Group.

Given the interrelationship between the legal entities within the Group, PCC and PBI have also filed a Proposal with Richter acting as Trustee there under. The Company, PCC and PBI are collectively referred to as the "Canadian Companies".

The Debtor's business activities consist of operating a battery retail and service outlet. The Company employs 9 people and operates out of a leased 15,000 square foot facility located in St-Leonard, Quebec. The Company's operations are part of the Group's battery related business unit (the "Battery Segment").

#### **IV. CAUSES OF INSOLVENCY AND RESTRUCTURING MEASURES**

The Company has incurred operating losses in the past two fiscal years (ending March 31, 2009 and 2010) due to a combination of extraordinary factors such as absentee management due to illness and a downturn in the global economy. All of the Company's assets are pledged as security to PBI's principal secured creditor, the National Bank of Canada ("NBC") who is owed in excess of \$15MM and is estimated to suffer a shortfall on its advances.

Richter has been actively involved with the Group's management in analyzing its financial situation and performance and their restructuring alternatives. In August 2010, PBI hired a new President and Chief Executive Officer ("CEO"). His mandate is to implement restructuring measures to return the Company to profitability.

To date, several restructuring measures to rationalize PBI's operations and improve its financial situation have been implemented. Aside from the proceedings undertaken under the BIA, the reorganization measures implemented include the following:

- Replacing senior management with an interim management team ("Management");
- Centralize all battery manufacturing operations to Iberville and shut-down the battery manufacturing operations in Paterson, NJ;
- Re-engineering of the production process in Iberville;
- Reassignment of the work force and headcount reductions;
- Filling of certain previously vacant positions;
- Analysis of product line profitability;
- Optimization of salespersons' compensation programs;
- Renegotiation of the collective bargaining agreement; and
- Planning the transfer of cabinet assembly: at this time, cabinet assembly remains in Paterson on a temporary basis until the Company secures the necessary infrastructure to assemble all cabinets.

The only manner by which the Group can complete its restructuring, finance its on-going operations and survive financially is to receive a capital injection. It was determined that the best way to maximize value for the creditors was to seek potential purchasers that would either buy the assets of the Group on a going-concern basis or invest in the Group as part of a financial restructuring. On August 12, 2010, the Group has retained the services of Richter to assist in the implementation of a formal process to sell the business units whether by a sale of assets or by way of an investment in the Group ("Sale Process").

#### **V. PLAN OF ACTION**

##### **a) Sale Process**

As part of its mandate, Richter has assisted the Company in preparing a virtual data room ("Data Room") to assist interested parties in making an investment decision. The Data Room included the following information:

- Corporate background and history;
- Organizational chart;
- Historical financial information;
- Financial projections for the next two fiscal years and a summary of Management's assumptions;
- A description and listing of the assets at the various locations; and
- Key contractual agreements.

The following documents related to the search for potential investors or purchasers (collectively "Potential Purchasers") for each of the business segments have been prepared by Richter ("Information Package"):

- Letter of solicitation;
- Summary information ("Teaser"); and
- Confidentiality Agreement ("CA").

Richter has performed a thorough research in order to identify parties that may have interest in the Battery Segment opportunity. On October 5, 2010 the Information Package was sent to approximately 375 Potential Purchasers (both strategic and investment funds).

Following the mailing of the Information Package, Richter contacted the Potential Purchasers to follow up on their level of interest. These efforts resulted in the receipt of 22 signed CA's from Potential Purchasers for the Battery Segment. All parties who have signed a CA were given access to the Data Room.

In order to accelerate the process, Richter contacted the Potential Purchasers in order to provide them with additional information and schedule conference calls with Management, all with the view of providing the potential buyers or investors with the opportunity to thoroughly evaluate an acquisition or investment transaction on a timely basis.

A number of teleconferences were organized by Richter and attended by several Potential Purchasers and Management and many Potential Purchasers met with Management.

Richter requested that offers be received by November 23, 2010.

On November 23, 2010, one (1) offer and three (3) letters of intent ("LOI") were received. The offer was for the purchase of certain of the Group's assets. Of the three (3) LOI's, two (2) were for the purchase of the Group's assets as a whole. The third LOI was received from a group of investors ("Investor Group") that contemplated an investment in the Company as part of a global financial restructuring.

The Board of Directors of PBI approved the filing of a Proposal which provides for an investment of \$1MM in PBI by the Investor Group under certain conditions (the "Investor Group Transaction"), considering that this transaction allowed for the best return for all stakeholders particularly the Group's creditors.

**b) Description of the investment and timetable**

The Investor Group Transaction provided in PBI's Proposal contemplates an investment in PBI by way of equity of \$1MM. We understand from different correspondence that the Investor Group would advance another \$1MM to PBI in the form of subordinated debt. The Investor Group Transaction is conditional on the following:

- The approval of a Proposal by the Unsecured Creditors of each of the Canadian Companies and the Court; and
- A successful restructuring of the PBI's indebtedness owing to its secured creditors.

The closing of the transaction is expected to take place as soon as the above conditions are met.

The sequence of events that is contemplated is that upon acceptance of the Proposal by the Creditors, the Company will seek shortly thereafter the Court's approval of the Proposal. Therefore, the Investor Group Transaction could be concluded in December 2010.

The above assumes that the Investor Group will be successful in its negotiations with PBI's secured creditors. Before the Meeting of Creditors, the Investor Group will inform the Trustee whether or not they successfully entered into agreements with PBI's secured creditors and the Trustee will inform the Creditors at the Meeting of Creditors.

## **VI. PROPOSAL**

### **Summary**

The Proposal provides for the Debtor to remit to the Trustee no later than 60 days following the Approval an amount of \$20,000 for distribution to Ordinary Creditors in full and final payment of their unsecured claim, without interest or penalty.

The Proposal provides that at any time within (but not after) 15 days following Approval, any Ordinary Creditor may elect to receive the lesser of \$200 or the amount of its Ordinary Claim and that any such Ordinary Claim in excess of \$200 shall be deemed to be irrevocably and unconditionally reduced to \$200 (defined as an Electing Creditor). Electing Creditors will receive a one-time payment to a maximum of \$200 from the funds to be remitted by the Company to the Trustee. Thereafter, Electing Creditors shall not receive any further dividends.

**Creditors are advised to read the Proposal for complete details of the terms of the Proposal.**

### **Amounts to be paid as a priority**

According to the terms of the Proposal, the following amounts must be paid in priority:

- All Secured Claims shall be paid in accordance with existing agreements or as may be otherwise arranged with each of the Secured Creditors. For greater certainty, the Debtor acknowledges that the Proposal is not addressed to and shall have no effect on the rights of the holders of secured claims;
- All Crown Claims, to the extent not already paid by the Debtor in the ordinary course of the Debtor's business, shall be paid in full, within 6 months after Approval of the Proposal or as may otherwise be arranged with the Crown;
- The Employee Claims relating to employees who are continuing in employment with the Debtor shall be paid in the normal course of business. Amounts owing to employees who are not currently employed by the Debtor and that they would have been entitled to receive under Section 136(1)(d) of the Act if their employer had been declared bankrupt on the date of the Approval of the Proposal, shall be paid in their entirety on the latest of the following dates:
  - 5 days after acceptance of a valid proof of claim from such employee or the Court's definitively determining such proof of claim to be valid;
  - the date of Approval of the Proposal by both the creditors and the Court; or
  - the date of receipt of the relevant certificates required in virtue of Section 46 of the Employment Insurance Act, of Canada;
- The Preferred Claims, without interest or penalty, shall be paid in their entirety in priority to unsecured claims, within thirty (30) days of the Approval of the Proposal;
- The Proposal costs shall be paid in priority to all priority claims and all unsecured claims; and
- Post-filing obligations shall be paid in full in the ordinary course of business and according to usual commercial terms or according to agreements between the Debtor and suppliers.

### **Other**

- The Proposal provides that the statutory terms of Sections 95 to 101 of the Act, and similar Civil Code of Quebec provisions, shall not apply as permitted by Section 101.1 of the Act;
- The Proposal will constitute a compromise of all claims against directors and will operate as a full and complete discharge in favor of such directors with respect to such claims;
- Upon acceptance of the Proposal, the related companies and/or individuals that are creditors agree as follows in respect of funds owing to them (the "Postponed Claims"):

- the Postponed Claims shall be subordinated and postponed and shall not be entitled to receive payment from the Debtor of any principal or interest unless and until all of the dividends shall have been fully paid to Ordinary Creditors under the Proposal; and
- The Postponing Creditors waive and renounce to any right to prove the whole or any portion of any Postponed Claim as an ordinary claim under the Proposal.

**Creditor Committee**

The Debtor consents to the creation of a committee which shall be comprised of up to five (5) individuals (the "Committee") designated by the creditors at the meeting of creditors to consider the Proposal. The Committee shall have the power to advise the Trustee in connection with the Trustee's actions under the Proposal:

- to advise the Trustee in connection with the Trustee's actions under the Proposal;
- to postpone or suspend the Approval of the Proposal;
- to advise the Trustee in connection with any dispute as to the validity or valuation of any proof of claim under the Proposal; and
- to authorize the deferment of any payment of any of the dividends to ordinary creditors provided for in the Proposal.

**VII. FINANCIAL INFORMATION**

The following financial data was extracted either from the Statement of Affairs dated December 2, 2010, the books and records of the Debtor, the audited financial statements or from discussions held with Management. This information is submitted solely to assist the reader in assessing the current financial position of the Debtor.

The Trustee makes no representations or warranty as to the accuracy of said financial information.

**c) Non-Consolidated Statement of Operations and Retained Earnings**

<b>Batterie Universelle Ltée</b>			
<b>Summary Income Statement and Retained Earnings</b>			
<b>(In 000's)</b>	<b>F2010</b>	<b>F2009</b>	<b>F2008</b>
	<b>Unaudited</b>	<b>Unaudited</b>	<b>Unaudited</b>
Net Sales	\$ 1,926	\$ 2,251	\$ 1,912
Cost of Sales	<u>1,655</u>	<u>1,925</u>	<u>1,596</u>
Gross Profit	271	326	316
	14%	14%	17%
Selling Expenses	131	186	204
Administrative and General Expenses	191	177	184
Financial Expenses	10	72	39
Income Taxes	<u>-</u>	<u>-</u>	<u>67</u>
	<u>332</u>	<u>436</u>	<u>494</u>
Net Earnings (Loss)	(61)	(109)	(178)
Retained Earnings, Beginning	(284)	(257)	(80)
Accounting Changes	<u>-</u>	<u>82</u>	<u>-</u>
Retained Earnings, Ending	<u>\$ (345)</u>	<u>\$ (284)</u>	<u>\$ (257)</u>

d) **Non-Consolidated Balance Sheet:**

<b>Batterie Universelle Ltée</b>	
<b>Balance Sheet</b>	
<b>(In 000's)</b>	<b>As of August 31, 2010</b>
	<b>Unaudited</b>
<b>Assets</b>	
Cash	\$ 26
Accounts Receivable	317
Inventory	310
	<u>653</u>
Capital Assets (as net book value)	131
	<u><b>\$ 784</b></u>
<b>Liabilities</b>	
Accounts Payables	\$ 197
Accrued Liabilities	39
Payables from Related Parties	859
	<u>1,096</u>
Long Term Debt	26
<b>Shareholder's Equity</b>	
Capital Stock	40
Retained Earnings	(377)
	<u>(337)</u>
	<u><b>\$ 784</b></u>

- i. **Accounts receivable** – Accounts receivable are net of a provision of approximately \$15,000 (estimated book value as at the date of this report \$275,000).
- ii. **Inventory** – Inventory is comprised of finished goods and is reflected net of a provision of approximately \$28,000 for slow-moving and obsolete items. Based on the Company's perpetual inventory system as at October 31, 2010, the net book value of inventory amounts to approximately \$330,000.
- iii. **Other Current Assets and Prepaid Expenses** – These are mainly comprised of various prepayments and deposits (insurance, security deposits etc.) related to the Company's operations.
- iv. **Capital Assets** – These are presented at their depreciated cost and do not reflect any write downs to their liquidation value. The balance is comprised of the net book value of the Company's rolling stock and furniture and fixtures. All of the Company's capital assets have been pledged in favor of PBI's secured creditor and it appears that there would be no recovery for the ordinary creditors of the Company.

## **VIII. LIABILITIES**

The Debtor has provided us with a list of its creditors. Notices have been sent to the known creditors and, to date, we are unable to determine if the Debtor's records agree with those of its creditors. As Proofs of Claim are received, we shall record the specific amounts claimed by the creditors and, prior to paying any dividend, we shall perform a variance analysis.

Liabilities indicated below are based on the books and records of the Debtor, the Statement of Affairs as well as Management's representations, estimated as follows:

### **i. Secured Creditors**

All assets of the Debtor are encumbered in favour of NBC as security for PBI's obligations which are in excess of \$15MM. The Trustee has retained the services of Me. Michel LaRoche from LaRoche Rouleau & Associés to provide an independent legal opinion on the validity of the security of the NBC prior to the Meeting of Creditors to consider the Proposal. As per the Statement of Affairs, \$15.96MM of secured claims are entirely due to the NBC.

### **ii. Unsecured Creditors**

According to the unaudited books and records of the Debtor, as of August 12, 2010, the total amount of estimated pre-filing unsecured payables is \$1.034MM (including \$867,000 of related party payables). We caution that these amounts may change as proofs of claim are received, in particular pertaining to any unsecured portion (shortfall) of the secured creditor's claim.

## **IX. VOTING ON THE PROPOSAL**

The Proposal shall be deemed to be accepted by the creditors if, and only if, the unsecured creditors vote for the acceptance of the Proposal by a majority in number and two-thirds in value of the unsecured creditors present, personally or by proxy, at the meeting and voting on the resolution.

## **X. ESTIMATE AS TO DISTRIBUTION TO CREDITORS**

In the event that the creditors reject the Proposal, the Debtor will automatically be bankrupt and the net proceeds of the sale of assets after the payment of the Trustee's fees and expenses will be distributed to the creditors in the order provided for under the Act. The following information is to inform the creditors on the estimate as to the distribution to creditors under the Proposal in comparison to the estimated distribution under a bankruptcy scenario.

**a) Proposal**

We estimate that the distribution to ordinary unsecured creditors identified in the Debtor's Statement of Affairs could correspond to the following:

<b>Batterie Universelle Ltée Proposal Estimated Distribution As of December 2, 2010</b>			
(000's)	<b>Amount</b>		
Dividend to be paid		<u>\$ 20</u>	
	<u>Claim Amount <sup>1</sup></u>	<u>Distribution</u>	
Secured Claims	\$ 15,956	N/A	
Preferred Claims <sup>2</sup>	-	-	
Unsecured Claims <sup>3</sup>	167	<u>\$ 20</u>	12%
		<u>\$ 20</u>	
<p><sup>1</sup> Claim amounts are based on the liabilities included in the Statement of Affairs dated December 2, 2010.</p> <p><sup>2</sup> At the time of the preparation of this report, no preferred claims existed as all unpaid salaries and vacation pay were paid by the Debtor in the normal course of business since the filing of the Notice of Intention. Management of Batterie Universelle Ltée. does not know of nor expect any preferred claims.</p> <p><sup>3</sup> Excluding unsecured claims from related parties totalling \$867,000 who will forego their dividend in the Proposal.</p>			

**b) Bankruptcy Scenario**

In a bankruptcy scenario, based on the value of the assets and liabilities as reflected in the Statement of Affairs dated December 2, 2010, we estimate that the distribution would be as follows:

<b>Batterie Universelle Ltée Bankruptcy Estimated Distribution As of December 2, 2010</b>		
(000's)	Book Value	Estimated Value <sup>1</sup>
Accounts receivable	\$ 275	\$ 150
Inventory	330	150
Capital Assets	130	50
	<u>\$ 735</u>	<u>350</u>
Priority Claims - WEPPA		(18)
Professional fees and realization costs		(50)
Estimated net proceeds available for distribution		<u>282</u>
Secured Claims <sup>2</sup>		<u>15,956</u>
<b>Estimated Shortfall on Secured Claims</b>		<b><u>\$ (15,674)</u></b>
Ordinary Creditors		\$ 1,034
Estimated Shortfall on Secured Claims		15,674
Total unsecured claims		<u>\$ 16,708</u>
% Distribution		0%
<sup>1</sup> Estimated values are as per the Statement of Affairs dated December 2, 2010.		
<sup>2</sup> As per the Statement of Affairs dated December 2, 2010.		

**c) Other Considerations**

The following are additional elements to be considered in the event of a bankruptcy:

**i. Inopposability of some transactions**

By the Approval of the Proposal, all the creditors waive their remedies provided by sections 91 to 101 of the Act. These remedies relate to the recovery of certain amounts under reviewable transactions, preferential treatments and asset disposals.

Since these remedies would be available in the event of a bankruptcy of the Debtor, we have performed a summary analysis of various transactions involving the Debtor and non-related third parties and related parties over the 3 months and 12 months respectively prior to the filing of the NOI.

- **Non-related Third Parties**

Based on our review of the amounts payable to third parties (suppliers) between three months prior to the filing of the NOI and the date of NOI, we do not note any creditor who appears to have received a preferential payment.

- **Related Parties**

Based on our review of payments made to related parties, between twelve months prior to the filing of the NOI and the date of the NOI, we did not note any payments made which appear to have been in the nature of a preference or which would be a reviewable transaction under the Act.

ii. **Ongoing Operations**

Acceptance of the Proposal will avoid a bankruptcy and will be of benefit to the following constituents:

Approximately 9 employees will have continued employment at the Company's facility; and Merchandise suppliers and service providers will have a going concern entity with which to continue doing business.

**XI. CONCLUSION**

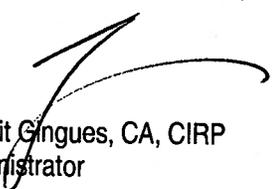
After having estimated the amount that may be available for the creditors in the context of a bankruptcy, we are of the opinion that the present Proposal is more advantageous to the creditors.

It is estimated that the Proposal would provide the creditors with a dividend of approximately \$0.10 on the dollar to the Ordinary Creditors as presented in the Statement of Affairs, compared to an estimated dividend of nil in the event of a bankruptcy.

For these reasons, the Trustee recommends the approval of the Proposal.

Dated at Montréal, this 3rd day of December 2010.

**RSM Richter Inc.**  
Trustee

  
Benoit Gingues, CA, CIRP  
Administrator