

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-022700-047

SUPERIOR COURT

(Sitting as tribunal designated under the
Companies' Creditors' Arrangement Act)

**IN THE MATTER OF THE
ARRANGEMENT OF:**

**9161-5849 QUÉBEC INC. (formerly
known as EAUX VIVES HARRICANA
INC.)**

-and-

**41902 DELAWARE INC. (formerly
known as EVH U.S.A. INC.),**

-and-

**9161-5286 QUÉBEC INC. (formerly
known as LES SOURCES PERIGNY
INC.)**

Petitioners

-and-

RSM RICHTER INC.

Monitor

**MOTION FOR THE EXTENSION OF TIME
FOR THE FILING OF THE PLAN OF ARRANGEMENT
(Article 11(4) of the *Companies' Creditors Arrangement Act*)**

TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL DIVISION, IN AND FOR THE DISTRICT OF MONTREAL, PETITIONERS RESPECTFULLY SUBMIT THAT:

INTRODUCTION

1. Petitioners are seeking an extension of the Initial Order (as defined below) for a period of seventy-three (73) days, expiring on February 28, 2006 (inclusively) (the “**Extended Period**”) in order, *inter alia*, to:
 - (a) call and hold a meeting of their creditors to vote upon a plan of arrangement; and
 - (b) seek the Court’s approval of said plan of arrangement;

BACKGROUND

EVH

2. 9161-5849 Québec Inc. (formerly known as Eaux Vives Harricana Inc.) (“**EVH Inc.**”), is a legal person, duly constituted under the laws of Quebec;
3. EVH Inc. is in the business of harnessing, bottling, distributing and marketing bottled water;

EVH U.S.A.

4. 41902 Delaware Inc. (formerly known as EVH U.S.A. Inc.) (“**EVH U.S.A.**”), is a legal person, duly constituted under the laws of Delaware, U.S.A.;
5. EVH U.S.A. solely acts as a marketing, sales and distributing agent for EVH Inc. and has no customers other than EVH Inc.;
6. As such, EVH U.S.A. is dependent upon EVH Inc., which explains the joint filing herein;

Sources Périgny

7. 9161-5286 Québec Inc. (formerly known as Les Sources Périgny Inc.) (“**Sources Périgny**”) is a legal person, duly constituted under the laws of Quebec;
8. Sources Périgny is a wholly-owned subsidiary of EVH INC.;

9. While Sources Périgny is a distinct legal entity from EVH INC., it has no cash other than EVH Inc.'s cash and its assets and liabilities cannot be disassociated from EVH INC.'s assets and liabilities, which explains the joint filing herein;

The CCAA Proceedings

10. EVH Inc., EVH U.S.A. and Sources Périgny (collectively, "EVH", and which may from time to time be referred to herein as EVH Inc. or EVH U.S.A. or Sources Périgny) are currently unable to meet their liabilities generally as they become due and have sought the issuance of an order under the CCAA, as more fully appears from the Court's record;
11. On March 19, 2004, EVH filed a Motion for the Issuance of an Initial Order (the "**Initial Motion**"), as more fully appears from the Court's record;
12. As per the terms of the order rendered by the Honourable Rolland C.J.S.C. dated March 19, 2004 (the "**Initial Order**"), the remedies provided for by the CCAA are applicable to EVH;
13. The Initial Order granted EVH, amongst other things, a stay of proceedings for thirty (30) days, allowed for the filing of a plan of arrangement, appointed RSM Richter Inc. as Monitor and granted other relief, as more fully appears from the Court's record;
14. Within ten (10) days from the Initial Order and in accordance with same, the Monitor sent a copy thereof to every known creditor of EVH;
15. The Initial Order was amended and extended on various occasions, as it appears from the Court's record;
16. On July 29, 2005, pursuant to another Motion for the Extension of Time for the Filing of the Plan of Arrangement (the "**Eighth Motion for Extension**") the Honourable Rolland C.J.S.C. rendered an Order further extending and amending the Initial Order until Friday, December 16, 2005 (inclusively), as appears from the Court's record;
17. Since the issuance of the Initial Order by this Honourable Court on March 19, 2004, EVH continues to act in good faith and with due diligence;
18. EVH respectfully refers this Court to the Initial Motion and to the Eighth Motion for Extension in the Court's record which provide the Court with the complete background of this matter;

Operations and Financial Situation since the Initial Order

19. After the rendering of the Initial Order, EVH's inventory continued to be sold, and receivables to be collected. As of now, the sale of the remaining inventory under EVH's control is now finalized and the recoverable receivables have been collected;
20. The employees of EVH who worked during that period have been fully paid;
21. EVH has paid its suppliers, or made arrangements, for services rendered or goods provided after the rendering of the Initial Order;
22. As of today, all payments to the Crown (as defined in the Initial Motion) are current;
23. Since the rendering of the Initial Order, EVH has honoured its ongoing obligations;
24. During this period, EVH obtained financing from Royal Bank Asset Based Finance (the "**DIP Loan**");
25. EVH has taken, and will continue to take, all the available measures and steps required in order to maximize the payment to its creditors;
26. EVH is not in breach of any of its obligations towards any third party for the period beginning after the Initial Order;
27. EVH has already filed its internal financial statements in support of the Initial Motion;
28. EVH files in support thereto, as **Exhibit R-1**, its latest cash flow forecast;
29. EVH has prepared Exhibit R-1 to the best of its knowledge, given the information available;

Sale of EVH's Assets

30. On July 15, 2005, EVH and Eaux Vives Water Bottling Corp., an entity affiliated with Morgan Stanley and selected by Morgan Stanley as its nominee for the transaction (the "**Purchaser**"), entered into an asset purchase agreement pursuant to which EVH agreed to sell all of its assets to the Purchaser, the whole on the terms and conditions more fully therein set forth (collectively with any amendments thereto agreed to between the parties, the "**Purchase Agreement**");

31. The contemplated transaction provides for a cash payment of \$18,000,000 (the "**Purchase Price**"). According to the books of the company, the amount that would be owed to the creditors is approximately \$100,000,000;
32. On July 29, 2005 the Court approved the transaction as contemplated in the Purchase Agreement (the "**Sale Order**"), as appears from the Court's record;
33. On August 25, 2005, further to the accomplishment of all the conditions contemplated in the Purchase Agreement, EVH and the Purchaser completed the purchase and sale transaction;
34. The entirety of the Purchase Price was received by counsel to EVH, to be disbursed to the Monitor upon the registration of all deeds and other instruments evidencing the said transaction;
35. On September 15, 2005 (the "**Closing Date**"), the entirety of the Purchase Price was transferred to the Monitor;
36. The Purchase Price received pursuant to the execution of the Purchase Agreement is substantially higher than any amount that would have been obtained through the forced liquidation of EVH assets on an individual basis;
37. Pursuant to the Sale Order, the Monitor was required to reimburse the DIP Loan, and as a result thereof, on September 16, 2005, Royal Bank Asset Based Finance was fully repaid, out of the Purchase Price, in principal, interest and fees in an aggregate amount of \$2,848,716.60;
38. Furthermore, as ordered by the Sale Order, the Monitor reimbursed the amount then covered by the Administration Charge (as defined in the Initial Order and/or any other order of the court in the present proceedings), as well as any and all outstanding municipal and school taxes due and unpaid for the period up to and including the Closing Date;
39. EVH has now resolved outstanding issues related to the filing of its plan of arrangement and is just about to do so;
40. EVH will be filing its plan of arrangement concomitantly with the present motion and said plan be sent to EVH's creditors in the upcoming week;

41. Together with the notice of convocation of the meeting, the Monitor proposes to send a notice substantially in the form of **Exhibit R-2** indicating to EVH's creditors that in the event the plan of arrangement is accepted by the required majority of creditors, EVH will apply to this Court to obtain an Order sanctioning its plan of arrangement;

EXTENSION OF THE ORDER ISSUED UNDER THE CCAA

42. EVH has, since the issuance of the Initial Order, acted in good faith towards its employees, creditors and customers and has done everything in its power in order to maximize the payment to its creditors;
43. EVH is now seeking a further extension of the Initial Order for a period of seventy-three (73) days, expiring on February 28, 2006 (inclusively) in order, *inter alia*, to:
- (a) call and hold a meeting of its creditors to approve said plan of arrangement; and
 - (b) seek the Court's approval for the plan of arrangement;
44. Given the above, EVH hereby respectfully requests that an order be rendered under the CCAA extending the time for the filing of plan of arrangement which will be submitted to all of its creditors and maintaining the stay of proceedings and the various orders rendered, the whole for the length of the Extended Period;

THE MONITOR

45. EVH asks this Court to confirm the appointment of RSM Richter Inc., (Mr. Yves Vincent, C.A., C.I.R.P. being the officer responsible for the administration), to act as Monitor and Interim Receiver in conformity with the provisions of the CCAA and the order to be rendered herein;
46. In addition to any power or obligation provided for by the CCAA, EVH hereby requests this Court to grant the same powers and impose the same obligations upon the Monitor as in the Initial Order (as amended and extended);
47. The Monitor agrees with the granting of an extension until February 28, 2006, as per this Motion;

CONCLUSIONS SOUGHT

48. Given the fact that, as described in this Motion, the circumstances are such that an order should be rendered, and given the fact that EVH has acted and is acting in good faith and with due diligence, Petitioners respectfully submit that this motion should be granted as per its conclusions;
49. Indeed, an extension of the Initial Order during the Extended Period would be appropriate and for the best interest of EVH and its creditors;
50. It is in the best interests of EVH's creditors that the present Motion be granted as per its conclusions;
51. Should the present Motion be granted as per its conclusions, EVH's creditors shall suffer no prejudice;
52. Considering the situation, EVH respectfully submits that the service of a notice of presentation of the present petition is not necessary and would not serve the interests of its creditors and/or of justice in general;
53. In addition, no purported creditors, other than Robbie Manufacturing Inc. and Goodgoll Curtis Inc., have asked to be served with this Motion, or any motion made by EVH;
54. The present Petition is well-founded in fact and in law;

THEREFORE, PETITIONERS PRAY THIS HONOURABLE COURT TO:

GRANT the present "Motion for the Extension of Time for the Filing of the Plan of Arrangement" (the "**Motion**");

GRANT the remedies and relief sought by Petitioners, 9161-5849 (formerly known as Eaux Vives Harricana Inc. ("**EVH Inc.**"), 41902 Delaware Inc. (formerly know as EVH U.S.A., Inc.) ("**EVH U.S.A.**"), and 9161-5286 Québec Inc., (formerly known as Les Sources Périgny Inc.) ("**Sources Périgny**") (collectively, "**EVH**" which may from time to time refer to EVH Inc. and/or EVH U.S.A. and/or Sources Périgny);

EXEMPT EVH from the service of this Motion and of any notice or delay of presentation;

DECLARE that EVH INC., EVH U.S.A., and Sources Périgny are debtor companies within the meaning of Section 2 of the *Companies Creditors Arrangement Act* ("CCAA") and that said Act applies to them, as affiliated debtor companies in accordance with Section 3 of the CCAA;

DECLARE that EVH INC., EVH U.S.A., and Sources Périgny have acted and are acting in good faith and with due diligence and that, as appears from the Motion, the circumstances are such that the Order sought herein should be rendered (the "Order");

DECLARE that the allegations of EVH, and the affidavit in support thereof, are sufficient at this stage to grant the relief sought by EVH;

EXTEND the Initial Order rendered on March 19, 2004 by the Honourable François Rolland J.S.C. (as he then was) as amended and extended, and the stay of proceedings included therein until February 28, 2006 (inclusively);

AUTHORIZE the Monitor to send, together with the notice of convocation of the meeting of creditors, a notice substantially in the form of Exhibit R-2 (the "Notice");

DECLARE that the Notice complies with the requirement of the CCAA and is a sufficient notice to apply for an Order sanctioning EVH's plan of arrangement in the circumstances;

ORDER provisional execution of the Order, notwithstanding any appeal and without the necessity of furnishing any security;

THE WHOLE, without costs except in case of contestation, and then, with costs against any opposing party(ies).

Montreal, 14 December 2005

(S) DAVIES WARD PHILLIPS & VINEBERG LLP

TRUE COPY

DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for Petitioners

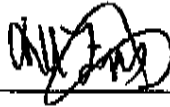

DAVIES WARD PHILLIPS & VINEBERG LLP

AFFIDAVIT

I, the undersigned, MARC A. FUST, having a place of business at 405 The West Mall, Suite 1000, Etobicoke, Ontario, M9C 5J1, solemnly declare the following:

1. I am the Secretary of 9161-5849 (formerly known as Eaux Vives Harricana Inc.) ("EVH Inc.") and 9161-5286 Québec Inc., (formerly known as Les Sources Périgny Inc.) ("Sources Périgny");
2. I have taken cognizance of the present Motion for the extension of time for the filing of the plan of arrangement;
3. All the facts alleged in the present Motion are true.

AND I HAVE SIGNED



Marc A. Fust

SWORN TO BEFORE ME in Etobicoke, Ontario
this 14th day of December 2005



Notary Public

TRUE COPY



DAVIES WARD PHILLIPS & VINEBERG LLP

CANADA

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL

No: 500-11-022700-047

C O U R S U P É R I E U R E
(Siégeant à titre de tribunal désigné en vertu
de la *Loi sur les arrangements avec les*
créanciers des compagnies)

**DANS L'AFFAIRE DE L'ARRANGEMENT
DE:**

**9161-5849 QUÉBEC INC. (anciennement
connue sous le nom de EAUX VIVES
HARRICANA INC.)**

-et-

**4190 DELAWARE INC. (anciennement
connue sous le nom de EVH U.S.A. INC.),**

-et-

**9161-5286 QUÉBEC INC. (anciennement
connue sous le nom de LES SOURCES
PERIGNY INC.)**

Requérantes

-et-

RSM RICHTER INC.

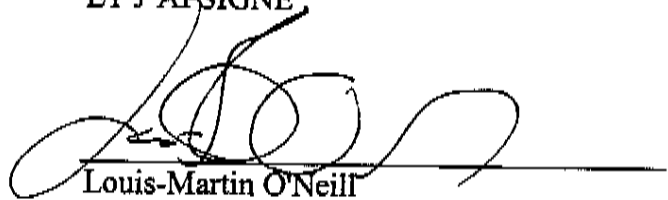
Contrôleur

ATTESTATION D'AUTHENTICITÉ

Je, soussigné, Louis-Martin O'Neill, avocat, pratiquant ma profession au cabinet de Davies Ward Phillips & Vineberg, ayant sa place d'affaires au 1501 avenue McGill College, 26e étage, en la ville de Montréal, province de Québec, déclare solennellement ce qui suit :

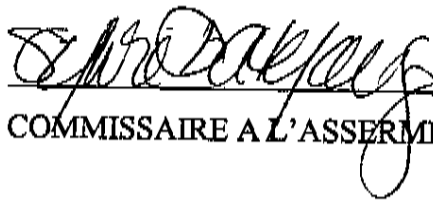
1. Le 14 décembre 2005, à 3:23 heures, Davies Ward Phillips & Vineberg a reçu un affidavit daté du 14 décembre 2005 et signé par monsieur Marc A. Fust;
2. L'affidavit atteste la vérité des faits allégués à la *Motion for the Extension of Time for the Filing of the Plan of Arrangement* dans le dossier portant le numéro 500-11-022700-047;
3. La copie de l'affidavit jointe à la présente est une copie conforme de l'affidavit reçu de Marc A. Fust, ayant une place d'affaires au 405 The West Mall, suite 1000, Etobicoke, Ontario, M9C 5J1. Le numéro de télécopieur est le 1-416-620-3118;
4. Tous les faits allégués aux présentes sont vrais.

ET J'AI SIGNÉ :



Louis-Martin O'Neill

DÉCLARÉ SOLENNELLEMENT devant
à Montréal, le 14 décembre 2005



COMMISSAIRE A L'ASSERMENTATION



TRUE COPY



DAVIES WARD PHILLIPS & VINEBERG LLP

NOTICE OF PRESENTATION

RSM RICHTER INC.
c/o **Mr. Yves Vincent**
2 Place Alexis-Nihon
3500, de Maisonneuve Blvd. West
22nd Floor
Montreal, Quebec H3Z 3C2

ROBBIE MANUFACTURING INC.
c/o **Mr. Christopher Besant**
CASSELS BROCK
2100 Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3C2

ROBBIE MANUFACTURING INC.
c/o **Me Stéphane Hébert**
MILLER THOMSON POULIOT
1155 René Lévesque blvd. W., 31 Floor
Montreal, Quebec H3B 3S6

GOODGOLL CURTIS INC.
c/o **Me Barry Landy**
SPIEGEL SOHMER
5 Place Ville Marie, suite 1203
Montreal, Quebec H3B 2G2

GOODGOLL CURTIS INC.
THE MEDIA DEPARTMENT
c/o **Me Barry Landy**
SPIEGEL SOHMER
5 Place Ville Marie, suite 1203
Montreal, Quebec H3B 2G2

TAKE NOTICE that the present Motion for the extension of time for the filing of the plan of arrangement will be presented at a date and in a room to be determined..

Montréal, December 14, 2005

(S) DAVIES WARD PHILLIPS & VINEBERG LLP

TRUE COPY
Ward
Phillips & Vineberg
DAVIES WARD PHILLIPS & VINEBERG LLP

DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for Petitioners

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-022700-047

SUPERIOR COURT

(Sitting as tribunal designated under the
Companies' Creditors' Arrangement Act)

**IN THE MATTER OF THE
ARRANGEMENT OF:**

**9161-5849 QUÉBEC INC. (formerly
known as EAUX VIVES HARRICANA
INC.)**

-and-

**4190 DELAWARE INC. (formerly known
as EVH U.S.A. INC.),**

-and-

**9161-5286 QUÉBEC INC. (formerly
known as LES SOURCES PERIGNY
INC.)**

Petitioners

-and-

RSM RICHTER INC.

Monitor

NOTICE OF DISCLOSURE OF EXHIBITS

- EXHIBIT R-1:** Cash flow statement;
EXHIBIT R-2: Notice in draft form.

MONTREAL, December 14, 2005

(S) DAVIES WARD PHILLIPS & VINEBERG LLP

DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for Petitioners

TRUE COPY

Dave Ward

Phillips & Vineberg

DAVIES WARD PHILLIPS & VINEBERG LLP

EAUX VIVES HARRICANA INC.
Cash flow projections

For the period December 14, 2005 to February 24, 2006

		CASH FLOW RANGE	
FUNDS ON DEPOSIT (OPENING BALANCE)		\$14,875,000	\$14,875,000
INFLOWS			
Interest revenue	(Note 1)	100,000	100,000
TOTAL INFLOWS		100,000	100,000
CASH OUTFLOWS			
		(Note 2)	
Professional Fees			
Davies, Ward Phillips & Vineberg		75,000	125,000
RSMRichter		75,000	125,000
Legal advisor to Monitor		10,000	20,000
Subtotal		160,000	270,000
Other Expenses			
Operations		Nil	Nil
Government Canada & Québec (capital tax)	(Note 3)	460,000	500,000
Subtotal		460,000	500,000
TOTAL OUTFLOWS		620,000	770,000
FUNDS ON DEPOSIT (CLOSING BALANCE)		\$14,355,000	\$14,205,000

Note 1: Interest

Interest revenue is calculated for the period ended February 24, 2006.

Note 2: Professional fees

Since EVH has no commercial activities nor any assets to secure, the only expenses to be incurred relate to the finalization of the Plan of Arrangement and the filing of tax returns.

Note 3: Government Canada & Québec (capital tax)

EVH must file corporate tax returns for 2004 and 2005.

DATED AT MONTREAL, this 14 day of December, 2005

RSM Richter Inc.
 Court-appointed Monitor


 Yves Vincent, FCA

No. 500-11-022700-047

S U P E R I O R C O U R T
District of Montreal

IN THE MATTER OF THE ARRANGEMENT OF :

9161-5849 QUÉBEC INC. (formerly known as
EAUX VIVES HARRICANA INC.)

-and-

41902 DELAWARE INC. (formerly known as **EVH**
U.S.A. INC.)

-and-

9161-5286 QUÉBEC INC. (formerly known as **LES**
SOURCES PERIGNY INC.)

-and-

RSM RICHTER INC.

Petitioners

Monitor

EXHIBIT R-1

Attorneys for Petitioners
Per: Me Denis Ferland
Dir 514 841 6423

O/F 107428

DAVIES

DAVIES WARD PHILLIPS & VINEBERG LLP

1501 McGill College Avenue
26^e Floor
Montréal Canada H3A 3N9

Tel 514 841 6400
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BP-0181

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-022700-047

SUPERIOR COURT

(Sitting as tribunal designated under the
Companies' Creditors' Arrangement Act)

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-and-

**9161-5286 QUÉBEC INC. (formerly
known as LES SOURCES PERIGNY
INC.)**

Petitioners

-and-

RSM RICHTER INC.

Monitor

NOTICE OF PRESENTATION – SANCTION HEARING

TAKE NOTICE that in the event the Plan of arrangement filed by Petitioners is accepted by the required majority of their creditors, Petitioners will file with the Court's record a *Motion for an Order sanctioning a Plan of Arrangement* (the "**Motion**"). The Motion will be presented on ■, in room ■, at ■ a.m. or so soon thereafter as Counsel may be heard, at Montreal Courthouse located at 1 Notre-Dame Street East in Montreal (or at any other time, date and location to be announced at the meeting of creditors).

A copy of the Motion will be served upon any creditor which requires it in writing to the Monitor.

Montréal, ■

DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for Petitioners

No. 500-11-022700-047

S U P E R I O R C O U R T
District of Montreal

IN THE MATTER OF THE ARRANGEMENT OF :

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**41902 DELAWARE INC. (formerly known as EVH
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-and-

**9161-5286 QUÉBEC INC. (formerly known as LES
SOURCES PERIGNY INC.)**

Petitioners

-and-

RSM RICHTER INC.

Monitor

EXHIBIT R-2

Attorneys for Petitioners

Per: Me Denis Ferland

Dir 514 841 6423

O/F 107428

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S U P E R I O R C O U R T
District of Montreal

IN THE MATTER OF THE ARRANGEMENT OF :

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-and-

41902 DELAWARE INC. (formerly known as EVH
U.S.A. INC.)

-and-

9161-5286 QUÉBEC INC. (formerly known as LES
SOURCES PERIGNY INC.)

-and-

RSM RICHTER INC.

Petitioners

Monitor

**MOTION FOR THE EXTENSION OF TIME
FOR THE FILING OF THE PLAN OF
ARRANGEMENT, AFFIDAVIT, NOTICE OF
PRESENTATION, AND LIST OF EXHIBITS**

**COPY FOR RSM RICHTER INC.
(Mr. Yves Vincent)**

Attorneys for Petitioners

Per: M^e Denis Ferland

Dir 514 841 6423

O/F 107428

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