

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:**

EAUX VIVES HARRICANA INC., legal person, duly constituted under the laws of Quebec, having its head office at 11 Chemin des Sablières, St-Mathieu-d'Harricana, Province of Quebec, District of Abitibi, JOY 1M0;

-and-

EVH U.S.A. INC., legal person, duly constituted under the laws of Delaware, U.S.A., having a place of business at 17821, East 17th Street, suite 193, Tustin, California, 92780, U.S.A.;

-and-

LES SOURCES PERIGNY INC., legal person, duly constituted under the laws of Quebec, having a place of business at 11 Chemin des Sablières, St-Mathieu-D'Harricana, Province of Quebec, District of Abitibi, JOY 1M0

Petitioners

-and-

RMS RICHTER INC., a body politic and corporate, duly incorporated according to law, having a place of business at 2 Place Alexis-Nihon, 3500 de Maisonneuve West, 22nd Floor, in the City of Montreal, Province of Quebec, H3Z 3C2

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, EAUX VIVES HARRICANA INC. AND EVH U.S.A. INC.,
RESPECTFULLY SUBMIT THAT:

INTRODUCTION

1. Petitioners are seeking an extension of the Initial Order (as defined below) for a period of ninety (90) days, expiring on Tuesday, August 31, 2004 (the "**Extended Period**") in order, *inter alia*, to present a plan of arrangement and set up a claim determination process;

Eaux Vives Harricana Inc.

2. 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. Inc.

4. 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 present joint filing;

Les Sources Périgny Inc.

7. 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 and its assets and liabilities cannot be dissociated from EVH INC.'s assets and liabilities, which explains the present joint filing;
10. Petitioners therefore hereby request this Court to grant Source Périgny the same reliefs granted to EVH INC. and EVH USA by virtue of the Initial Order (as defined below), as extended, renewed and amended;

THE CCAA PROCEEDINGS

11. EVH INC. and EVH U.S.A. (collectively, "**EVH**", which may from time to time refer to EVH INC. and/or EVH U.S.A. and/or Sources Périgny) are currently unable to meet their liabilities generally as they become due and have sought the issuance of an initial order under the CCAA, as more fully appears from the Court record;

12. Indeed, on March 19, 2004, EVH filed a Motion for the Issuance of an Initial Order (the "**Initial Motion**"), the whole as more fully appears from the Court record;
13. As per the terms of the order rendered by Mr. Justice François Rolland, dated March 19, 2004 (the "**Initial Order**"), the remedies provided for by the CCAA are applicable to EVH;
14. 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 Richter & Associés Inc. as Monitor and granted other reliefs, as more fully appears from the Court record;
15. Within ten (10) days from the Initial Order and in accordance with same, the Monitor sent a copy of it to every known creditor of EVH;
16. On April 15, 2004, pursuant to a Motion for Extension of Time for the Filing of the Plan of Arrangement (the "**Motion for Extension**"), Mr. Justice François Rolland rendered an order extending and amending the Initial Order until Tuesday, June 2, 2004 (the "**First Extension Order**")
17. EVH hereby reiterates any and all of the allegations of the Initial Motion and the Motion for Extension;
18. EVH is now seeking a further extension of the Initial Order for a period of ninety (90) days, expiring on Tuesday, August 31, 2004 (the "**Extended Period**") in order, *inter alia*, to present a plan of arrangement and set up a claim determination process;

THE OPERATIONS SINCE THE INITIAL ORDER

19. Since the rendering of the Initial Order, EVH maintained the operations it then had and took all the necessary steps in order to continue such operations;
20. All of EVH's employees at the time of the Initial Order are still being employed, other than seven (7) additional lay-offs of employees which took place since the Initial Order. Said lay-offs are in accordance with the forecasts;
21. EVH's inventory continued to be sold, and receivables to be collected;
22. The sale of the remaining inventory is now substantially completed and should be finalized within the coming weeks;
23. In addition, efforts to find a buyer and obtain DIP Financing have continued, as explained further below;
24. The employees of EVH that worked during that period have been fully paid;

25. EVH has paid its suppliers, or made arrangements, for services rendered or goods provided after the rendering of the Initial Order;
26. As of today, all payments to the Crown (as defined in the Initial Motion) are current;
27. Since the rendering of the Initial Order, EVH has honoured its ongoing obligations, except for professional fees and expenses owed to the Monitor and professionals retained by the Monitor and EVH, which fees and expenses are covered by the Administration Charge (as defined in the Initial Order);
28. EVH has taken, and will continue to take, all the available measures and steps required in order to maximize the payment to its creditors;
29. EVH has already filed its internal financial statement in support of the Initial Motion;
30. EVH files in support thereto, as **Exhibit R-1**, its latest cash flow forecast;
31. EVH has prepared Exhibit R-1 to the best of its knowledge, given the information available;

FINANCIAL SITUATION SINCE THE INITIAL ORDER

32. As stated earlier, the employees, the suppliers and the others creditors with claim that arose after the Initial Order have been paid. In addition, the Crown's claims are current.
33. EVH is not in breach of any of its obligations towards any third party for the period beginning after the Initial Order;
34. The sale of the inventory of EVH has been substantially completed and will be finalized within the coming weeks;
35. EVH has collected the most significant part of its account receivables and is collecting the remaining ones;

SALE OF EVH OR ITS ASSETS

36. As stated in the Initial Motion, EVH had to conclude that it was in the best interest of its creditors to terminate its operations and to sell all of its assets;
37. Thus, and again, as stated in the Initial Motion, Scotia Capital Inc. ("**Scotia**") has been retained to find a buyer;
38. Scotia has prepared a memorandum (the "**Memorandum of Sale**") which was sent to over fifty (50) parties that may be interested in concluding a transaction. Copy of the memorandum is attached hereto as **Exhibit R-2**;

39. There has been serious interest shown to date, in excess of ten (10) confidentiality agreements have been signed by interested parties. Several other parties have indicated a potential interest;
40. Scotia has informed EVH it is of the opinion that the public disclosure of the identity of these interested parties would jeopardize the possibility to conclude a transaction. The Monitor has informed EVH that it agrees with Scotia's assessment;
41. A Data Room has been set up by EVH, and due diligence is being conducted by those parties;
42. On or about May 14, EVH and Scotia sent the bid instruction letter to interested parties, asking for their submission of expression of interest to acquire the EVH assets by June 4th;
43. Scotia will continue its efforts towards concluding a transaction;
44. EVH, Scotia and Monitor are optimistic that this call for tender will generate interesting offers for EVH assets;
45. Scotia has informed EVH it is confident that a transaction will be completed;
46. The purchase price from that transaction will be distributed in accordance with the plan of arrangement to be filed;

DEBTOR IN POSSESSION FINANCING

47. Given the limited revenues generated from the sale of the remaining inventory and the collection of the residual accounts receivables, and the fact that EVH INC. has ceased to operate, additional funds are necessary;
48. Since the rendering of the Initial Order, EVH and its representatives together have undertaken discussions in order to obtain DIP Financing;
49. Discussions are ongoing and EVH expects that said financing will be available in the coming weeks;
50. Indeed, potential lenders have been contacted and some serious discussions are currently taking place;
51. More particularly, a Letter Agreement has already been signed with a leading financial institution in relation with a contemplated DIP Financing and a Term Sheet proposal has been received by another one. Discussion with both financial institutions are ongoing;
52. The Monitor assists EVH in its discussions and steps to obtain DIP Financing. The Monitor has informed EVH it is confident that a DIP Financing transaction will be completed;

53. Thus, this Court should allow EVH to enter into a DIP financing agreement with any party ready to advance such funds, on such terms and conditions as the Court will soon approve;
54. In parallel to the DIP Financing discussions, Parmalat Canada Limited ("**Parmalat**") has accepted to pay on behalf of EVH some of the fees and expenses covered by the Administration Charge (as defined in the Initial Order). Petitioners respectfully submit that Parmalat shall be subrogated for any such amount paid and that Parmalat's claim in relation with these payments shall be guaranteed by the Administration Charge, said subrogation being subordinated to any future payment to be owed by EVH;

EXTENSION OF THE ORDER ISSUED UNDER THE CCAA

55. 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;
56. EVH is confident that a transaction will be concluded and that it will file a plan of arrangement within the next ninety (90) days;
57. EVH and the Monitor intend to call a Meeting of all EVH's creditors to approve the plan to be filed;
58. In parallel with the present Motion, EVH is filing a Motion to establish a Claims Determination Process;
59. Given the above, EVH hereby seeks 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 maintain the stay of proceedings and the various orders rendered, the whole for the length of the Extended Period;

THE MONITOR

60. 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 in conformity with the provisions of the CCAA and the order to be rendered herein;
61. On May 18, 2004, Richter & Associés Inc. changed its name to become RSM Richter Inc. RSM Richter Inc. is the same corporate entity than Richter & Associés Inc. The Initial Order and any Order or Proceedings should be amended accordingly;
62. In addition to any power or obligation provided for by the CCAA, EVH hereby requests this Honourable Court to grant the same powers and impose the same obligations upon the Monitor as in the Initial Order;

CONCLUSIONS SOUGHT

63. 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, Petitioner respectfully submits that this petition should be granted as per its conclusions;
64. Indeed, an extension of the Initial Order during the Extended Period would be appropriate and for the best interest of EVH and its creditors;
65. It is in the best interests of EVH's employees, creditors and customers that the present Motion be granted as per its conclusions. Should the present Motion be granted as per its conclusions, EVH's creditors shall suffer no prejudice;
66. 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. 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;
67. 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 granted to EVH INC. and EVH U.S.A. in the Initial Order rendered by Mr. Justice François Rolland on March 19, 2004, as extended and amended on April 15, 2004, to Les Sources Périgny Inc. ("**Sources Périgny**"), with retroactive effect;

GRANT the remedies and relief sought by Petitioners, Eaux Vives Harricana Inc. ("**EVH INC.**"), EVH U.S.A., Inc. ("**EVH U.S.A.**") and 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 reliefs sought by EVH;

EXTEND the Initial Order rendered on March 19, 2004 by Mr. Justice François Rolland, as amended and extended, and the stay of proceedings included therein until **Tuesday, August 31, 2004**;

ORDER that the Monitor shall in the future be designated as RSM Richter Inc. and that any order rendered previously, and any undertaking or obligation be amended and modified so as to designate the Monitor as RSM Richter Inc.;

ORDER that Parmalat shall be subrogated to the rights of the relevant professionals and advisors for any amount paid on behalf of EVH in relation with the fees and expenses covered by the Administration Charge and further
ORDER that Parmalat's claim in relation with these payments shall be guaranteed by the Administration Charge, said claim being subordinated to any future payment to be owed by EVH;

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

THE WHOLE, without costs.

Montreal, May 28, 2004

(S) Davies Ward Phillips & Vineberg LLP

DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for Petitioners

DAVIES WARD PHILLIPS & VINEBERG

*Daniel Ward
Phillips & Vineberg*

COPIE CONFORME/TRUE COPY

CANADA

PROVINCE DE QUÉBEC
DISTRICT DE MONTREAL

No: 500-11-022700-047

COUR SUPÉRIEURE

DANS L'AFFAIRE DE
L'ARRANGEMENT DE:

EAUX VIVES HARRICANA INC.

-et-

EVH U.S.A. INC.

-et-

LES SOURCES PÉRIGNY INC.

Requérantes

-et-

RMS RICHTER INC.


Contrôleur

CERTIFICAT D'AUTHENTICITÉ

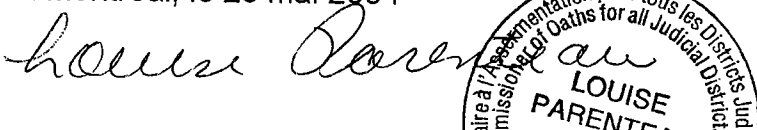
Je, soussigné, **Louis-Martin O'Neill**, avocat, pratiquant ma profession au cabinet de Davies Ward Phillips & Vineberg s.r.l., ayant sa place d'affaires au 1501 avenue McGill College, 26e étage, en la ville de Montréal, province de Québec, déclare solennellement ce qui suit :

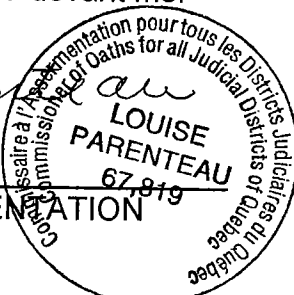
1. Le 28 mai 2004 à 12 :08 heures, Davies Ward Phillips & Vineberg s.r.l. a reçu un affidavit daté du 28 mai 2004 et signé par monsieur Mark Mangelsdorf;
2. La copie de l'affidavit jointe à la présente est une copie conforme de l'affidavit reçu de Mark Mangelsdorf, résidant et domicilié au 304 Loring Avenue, Pelham, State of New-York, 10803. Le numéro de télécopieur est le (973) 249-3828.
3. Tous les faits allégués aux présentes sont vrais.

ET J'AI SIGNÉ :

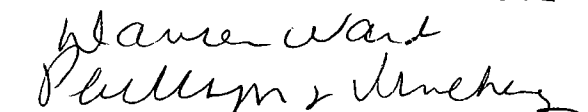

Louis-Martin O'Neill

DÉCLARÉ SOLENNELLEMENT devant moi
à Montréal, le 28 mai 2004


COMMISSAIRE À L'ASSERMENTATION



COPIE CONFORME/TRUE COPY

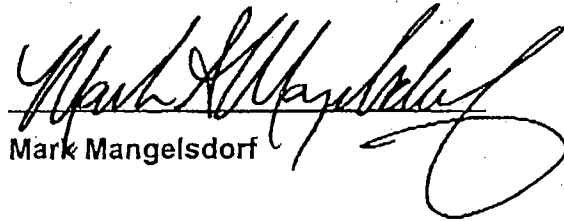

DAVIES WARD PHILLIPS & VINEBERG

AFFIDAVIT

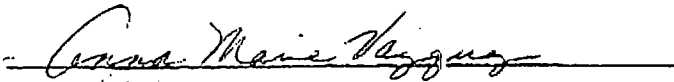
I, the undersigned, Mark Mangelsdorf, domiciled and residing at 304 Loring Avenue, Pelham, State of New-York, 10803 solemnly declare the following:

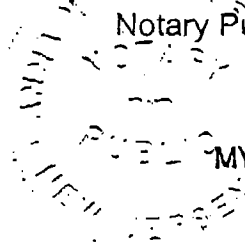
1. I am the Vice-President and General Manager of Eaux Vives Harricana Inc. and EVH U.S.A. Inc.;
2. I have taken cognizance of the present Motion for the extension of time for the filing of the plan of arrangement;
3. All the facts alleged in the present Motion are true.

AND I HAVE SIGNED


 Mark Mangelsdorf

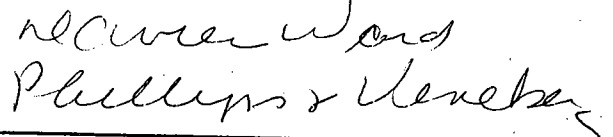
SWORN TO BEFORE ME AT Wallington, New-Jersey, U.S.A.
the 28th day of May 2004


 Notary Public



ANNA MARIE VAZQUEZ
 NOTARY PUBLIC OF NEW JERSEY
 MY COMMISSION EXPIRES AUG. 1, 2008
 Bergen County

COPIE CONFORME/TRUE COPY



DAVIES WARD PHILLIPS & VINEBERG

NOTICE OF PRESENTATION

RICHTER & ASSOCIÉS 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: **Me Christopher Besant**
CASSELS BROCK
2100 Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3C2

POULIOT MERCURE
c/o **Mr. Stéphane Hébert**
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

TAKE NOTICE that the present Motion for the extension of time for the filing of the plan of arrangement will be presented on **Tuesday, June 1st, 2004**, 9:00 a.m. or so soon thereafter as Counsel may be heard, at Montreal Courthouse located at 1 Notre-Dame Street East in Montreal, Room 13.12.

MONTREAL, May 28, 2004

(S) Davies Ward Phillips & Vineberg L L P

DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for Petitioners

COPIE CONFORME/TRUE COPY

*Davies Ward
Phillips & Vineberg*

DAVIES WARD PHILLIPS & VINEBERG

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:**

EAUX VIVES HARRICANA INC.

-and-

EVH U.S.A. INC.

-and-

LES SOURCES PERIGNY INC.

Petitioners

-and-

RMS RICHTER INC.

Monitor

LIST OF EXHIBITS

Motion for the Extension of Time
For the Filing of the Plan of arrangement

EXHIBIT R-1: Cash flow forecast;

EXHIBIT R-2: Memorandum of Sale.

MONTREAL, May 28, 2004


DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for Petitioners

TRUE COPY


DAVIES WARD PHILLIPS & VINEBERG LLP

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:

EAUX VIVES HARRICANA INC.

-and-

EVH U.S.A. INC.

-and-

LES SOURCES PÉRIGNY INC.

Petitioners

-and-

RMS RICHTER INC.

Monitor

LIST OF EXHIBITS

Motion For The Extension Of Time For The
Filing Of The Plan Of Arrangement

COPY

Me Louis-Martin O'Neill
Davies Ward Phillips & Vineberg LLP
1501 McGill College Avenue, 26th Floor
Montréal, Québec H3A 3N9
Tel. 514.841.6400 Fax 514.841.6499

BP-0181

O/F 88345-107428

EAUX VIVES HARRICANA INC., E.V.H. USA INC AND LES SOURCES PERIGNY INC

90 days cash flow estimates V.04

FOR PERIOD JUNE 3 TO AUGUST 29, 2004

	JUNE	JULY	AUGUST	TOTAL
OPENING BALANCE	10 085	4 013 803	3 514 098	10 085
INFLOWS				
From receivables USA	-	-	-	-
From receivables CND	-	-	-	-
From government	7 000	-	-	7 000
DIP financing	5 000 000	-	-	5 000 000
TOTAL INFLOWS	5 007 000			5 007 000
CASH OUTFLOWS				
Canada Outflows:				
Personnel Expenses				
Expense report	2 900	2 900	2 900	8 700
London Life retirement plan	11 259	3 080	2 861	17 200
Payroll (employees)	30 940	22 916	25 258	79 114
Payroll (social benefit)	21 670	16 040	17 675	55 385
Sun Life (group insurance)	9 539	500	350	10 389
Subtotal	76 308	45 436	49 044	170 788
Operating Expenses				
Bell	450	450	450	1 350
Dicom	86	86	86	259
EVH pick up rental	690	690	690	2 070
EVH Pick up maintenance	320	320	320	960
Fedex	25	25	25	75
Gaz métropolitain	1 500	1 500	1 500	4 500
House keeping (St-Mathieu)	550	440	440	1 430
Hydro-Québec (electricity)	72 000	72 000	36 000	180 000
Informatika	200	200	200	600
Livingston (FDA)	34 006	-	-	34 006
Maheu & Maheu extermination	190	190	190	570
Mirado (security agency)	17 000	17 000	17 000	51 000
OFFICE Supplies	200	200	200	600
Parmalat Dairy	23 267	-	-	23 267
Parmalat Canada (Umbrella Insurance Policy)	-	-	-	-
Télébec (telephone)	2 440	2 440	2 440	7 320
Subtotal	152 925	95 541	59 541	308 007
Professional Fees				
Davies, Ward Phillips & Vineberg	225 000	75 000	150 000	450 000
Richter	150 000	50 000	50 000	250 000
Dip financing costs and interests (Note 1)	TBD	-	-	TBD
Samson Belair Deloitte & Touche	140 069	30 000	30 000	200 069
Legal advisor to Monitor	-	-	20 000	20 000
Scotia Capital	60 000	20 000	20 000	100 000
Subtotal	575 069	175 000	270 000	1 020 069
Other Expenses				
Government Canada & Québec (capital tax)	32 254	32 254	32 254	96 762
Permits	5 000	2 000	1 000	8 000
Revenue Québec	5 000	5 000	-	10 000
School taxes	-	-	41 500	41 500
St-Mathieu taxes	49 003	43 563	43 563	136 129
Miscellaneous Can	4 000	4 000	4 000	12 000
Subtotal	95 257	86 817	122 317	304 391
Total Canada Outflows	899 559	402 794	500 902	1 803 256
USA Outflows (Canadian \$ @ \$1.31 exchange rate)				
Personnel Expenses				
USA (payroll & taxes)	49 780	46 505	46 112	142 397
USA Farmland	45 850	45 850	45 850	137 550
Subtotal	95 630	92 355	91 962	279 947
Operating Expenses				
USA Boothcrafter	426	426	352	1 204
USA National Testing Laboratory	200	200	1 000	1 400
USA Phone	393	-	-	393
Subtotal	1 019	626	1 352	2 997
Professional Fees				
USA CPA Bob berleson and Ass.	4 454	2 620	-	7 074
Subtotal	4 454	2 620	-	7 074
Other Expenses				
USA Miscellaneous	2 620	1 310	1 310	5 240
Subtotal	2 620	1 310	1 310	5 240
Total USA Outflows	103 723	96 911	94 624	295 258
TOTAL OUTFLOWS	1 003 282	499 705	595 526	2 098 513
CLOSING BALANCE	4 013 803	3 514 098	2 918 572	2 918 572

Note 1: For purposes of this analysis, the financing costs and interests charges relating to the DIP financing have not been determined. However, it is important to note that the DIP financing facility will be \$5 million and as much, the Company will have sufficient funds to cover its current needs including the DIP financing costs and interests.

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:**

EAUX VIVES HARRICANA INC.

-and-

EVH U.S.A. INC.

-and-

LES SOURCES PÉRIGNY INC.

Petitioners

-and-

RMS RICHTER INC.

Monitor

EXHIBIT R-1

**Motion For The Extension Of Time For The
Filing Of The Plan Of Arrangement**

COPY

Me Louis-Martin O'Neill
Davies Ward Phillips & Vineberg LLP
1501 McGill College Avenue, 26th Floor
Montréal, Québec H3A 3N9
Tel. 514.841.6400 Fax 514.841.6499

BP-0181

O/F 88345-107428

The following memorandum was prepared by Eaux Vives Harricana and Scotia Capital Inc. The information contained herein is not guaranteed as to its accuracy or completeness. This memorandum is being provided to you on a confidential basis and is not to be disclosed to any other person or used for any purpose other than considering the transaction referred to herein.

EAUX VIVES HARRICANA INC.

THE BOTTLER OF

esker

NATURAL SPRING WATER

Water as Nature Intended

"Purified by earth, perfected by time, untouched by man"

Rare and Pure Source of Natural Spring Water

- Located in Saint-Mathieu-d'Harricana in Abitibi, Quebec.
- To the best of our knowledge, this is the only water in the world to be drawn from an esker
- An esker is a rare geological formation which produces spring water of exceptional quality using a unique natural filtration system
- The water is completely treatment free and is perfectly PH balanced, equal to the human body
- Bottling facility is on site and the water is bottled at the source
- Rigorous testing is performed on the water to ensure the highest quality level

Replenishable Source

- Geological reports estimate the resource base to be continuously replenishable
 - The size of the esker is estimated to be seven miles in length and two miles in width
- The esker is located in a protected virgin territory
- Pumping flow rate while operating at full capacity is only 20% of permitted usage of the well
- The region has been declared a provincial park by the Government of Quebec protecting it from industrial, mining and gravel-pits exploitation

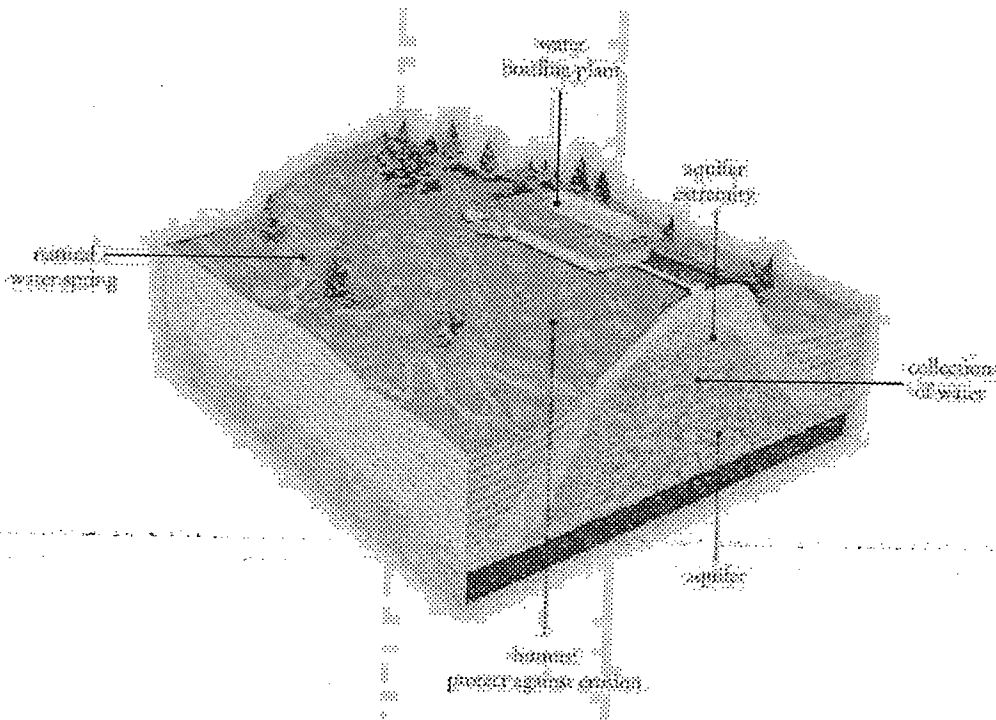
Rights to the Esker

- EVH has an agreement with the Government of Quebec regarding the extraction of water from the esker

State-of-the-Art Technology and Infrastructure

- Two fully integrated bottling lines in a recently built 180,000 sq. ft. facility
- 47,000 bottles per hour of fill capacity; annual production of 14 million cases
- The facility is fully automated and vertically integrated
- Space exists to add an additional bottling line and packaging line

Cross-Section of the esker



What is an esker?

- An esker is a rare geological formation left behind in the Ice age, which produces natural water of exceptional quality

How does it work?

- The esker is a unique natural filtration system made up of clay, sand and gravel layers
- The sand and gravel layers lie deep below the forest
 - The esker is located in 5000 acres of protected virgin forest
- The water is slowly filtered through the clay, sand and gravel layers
- The water filters through the layers until it reaches the pristine aquifer
- Upon reaching the aquifer, the water is pure, clean and perfectly balanced for the human body

How was it formed?

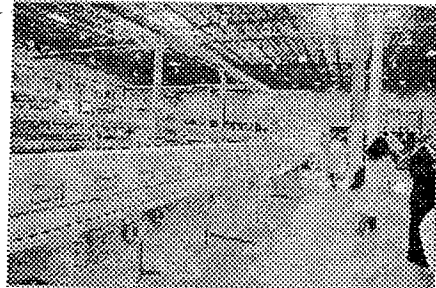
- During the Ice age, 8000 years ago, rivers of melting glacier created deposits of rock and sand
 - The heaviest boulders formed the base while finely crushed rocks and sand were layered above
 - Sealed by ancient clay deposits, this natural filter allows only pristine melting snow from above to flow deep underground through its core
- The water in the esker flows at 5 °C / 42°F

Production Facility

- The site is located northwest of Quebec City in the Abitibi region (Canada)
- The facility is located approximately three miles west of St-Mathieu d'Harricana village in the Figuery township
- A total of \$57.8 million has been invested in the facility
- The facility is an ultra modern, highly automated and vertically integrated water bottling plant
- The plant allows for both fabrication and filling of bottles in a contamination proof environment
- The facility is divided into four main departments representing the various processes
- The departments are separated from each other by concrete walls and tight self closing doors
- Bottles are transported between departments by way of conveyor belts

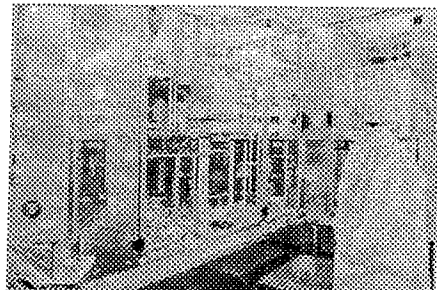
Bottling Lines

- The bottling lines include:
 - Two 109 ton resin silos
 - Two preform molding machines, with operating capacity of 8000/hour
 - Storage capacity for 10.3 million pieces of preform
 - Two integrated machines combining blowing, filling and capping functions
 - Fill capacity of 29,000 and 18,000 bottles/hour
 - Under laminar flow hood, in a pressurized separate filling room
 - Automated Cleaning In Place system
 - Two automated packaging lines, including bottle labeler, box former, shrinking apparatus, coding, palletizer, skid wrapping and labeling equipment
 - Two sets of bottle moulds
 - Proprietary Esker bottle
 - Straight-walled private label bottle



Other Information

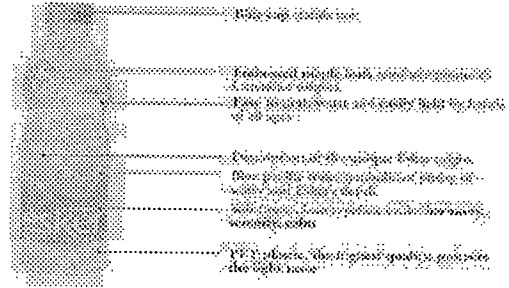
- The facility is 180,000 sq. ft. comprising of:
 - 20,000 sq. ft. of office space
 - 50,000 sq. ft. of shipping and packaging space
 - 12,000 sq. ft. of occupied by the bottling lines
 - 18,000 sq. ft. of finished goods storage facility
 - 19,000 sq. ft. of preforms manufacturing space
 - 41,000 sq. ft. of technical space (boilers, compressors, sanitization, mechanical room, spare parts storage)
 - 20,000 sq. ft. of waste water treatment & fire stations
 - Independent well and lines for service water
- Storage facilities are fully automated with 9 racking levels and capacity for 7,000 pallets
- The facility has 10 shipping bays
- Traceability, warehouse management and shipping orders maintained by software system



ESKER WATER

The Product

- EVH is the bottler of Esker Natural Spring Water
- Esker is sold in four bottle formats: 1.5L, 1L, 500ML and 330ML
- The brand name, Esker, is registered and trademarked internationally
- EVH has stocking arrangements with respect to Esker with some of the largest food retailers in North America



ESKER WATER

- Water filtration project began in 1993
- EVH was incorporated as a Canadian company in February 1997
- In August 2000, Parmalat Canada Limited acquired 60% of EVH
- In February 2001, construction of the plant began and the Esker brand name was trademarked internationally
- The facility began operations in September 2002
- Les Sources Perigny, the original site of EVH located within a mile of the facility holds a water extracting permit from the Government of Quebec
- EVH has gained formal regulatory approvals from 10 provinces in Canada, all U.S.A. states and in Singapore. EVH has certifications pending in Japan, China, Taiwan, and Hong Kong

CONTACT INFORMATION

SCOTIA CAPITAL INC.
Scotia Plaza, 66th Floor
40 King Street West
Box 4085, Station "A"
Toronto, ON M5W 2X6

Tel: (416) 863-7400
Fax: (416) 862-3010

James Vaux
Director
Mergers and Acquisitions
(416) 863-7208

Firas Kitmitto
Associate
Mergers and Acquisitions
(416) 945-4599

Robin Shah
Analyst
Mergers and Acquisitions
(416) 863-7207

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:

EAUX VIVES HARRICANA INC.

-and-

EVH U.S.A. INC.

-and-

LES SOURCES PÉRIGNY INC.

Petitioners

-and-

RMS RICHTER INC.

Monitor

EXHIBIT R-2

Motion For The Extension Of Time For The
Filing Of The Plan Of Arrangement

COPY

Me Louis-Martin O'Neill
Davies Ward Phillips & Vineberg LLP
1501 McGill College Avenue, 26th Floor
Montréal, Québec H3A 3N9
Tel. 514.841.6400 Fax 514.841.6499

BP-0181

O/F 88345-107428

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:

EAUX VIVES HARRICANA INC.

-and-

EVH U.S.A. INC.

-and-

LES SOURCES PÉRIGNY INC.

-and-

Petitioners

RMS RICHTER INC.

Monitor

MOTION FOR THE EXTENSION OF TIME
FOR THE FILING OF THE PLAN OF
ARRANGEMENT

Me Louis-Martin O'Neill
Davies Ward Phillips & Vineberg LLP
1501 McGill College Avenue, 26th Floor
Montréal, Québec H3A 3N9
Tel. 514.841.6400 Fax 514.841.6499

BP-0181

O/F 88345-107428