

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC
DIVISION NO.: 01-MONTRÉAL
COURT NO.: 500-11-028119-069
ESTATE NO.: 41-336505

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF:

D & F FURNITURE LTD.

a body politic and corporate, duly incorporated according to law
and having its head office and its principal place of business at
8965 Pascal Gagnon, St-Léonard, Québec H1P 1Z4

Debtor

Notice of Proposal to Creditors
(Section 51 of the Act)

Take notice that D & F FURNITURE LTD. of the city of St-Léonard, in the Province of Québec, has lodged with us a proposal under the *Bankruptcy and Insolvency Act*.

A copy of the proposal, a condensed statement of the debtor's assets, and liabilities, and a list of the creditors affected by the proposal and whose claims amount to \$250 or more are enclosed.

A general meeting of the creditors will be held

at the: **Office of the Official Receiver**
5 Place Ville-Marie
8th Floor
Montréal, Québec

on the: **18th day of August 2006**

at the hour of: **2:00 p.m.**

The creditors or any class of creditors qualified to vote at the meeting may by resolution accept the proposal either as made or as altered or modified at the meeting. If so accepted and if approved by the court the proposal is binding on all the creditors or the class of creditors affected.

Creditors must prove their claims in this Proposal in order to share in any distribution provided within the present Proposal.

Proofs of claim, proxies and voting letters intended to be used at the meeting must be lodged with us prior to the commencement of the meeting.

Dated at Montreal, this 4th day of August 2006.

RSM Richter Inc.

Trustee

Philip Manel, CA, CPA
Administrator



(français – au recto)

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IN THE MATTER OF THE PROPOSAL OF D & F FURNITURE LTD., a body politic and corporate, duly incorporated according to law and having its head office and its principal place of business at 8965 Pascal Gagnon, St-Léonard, Québec H1P 1Z4

Debtor

PROPOSAL

We, **D & F FURNITURE LTD.**, the above-noted Debtor, hereby submit the following Proposal under the *Bankruptcy and Insolvency Act*.

1. For purposes hereof:

"ACT" means the *Bankruptcy and Insolvency Act*;

"COMMITTEE" means the committee comprising up to five (5) individuals to be named by the creditors at the General Meeting of Creditors called to consider the PROPOSAL;

"COMPANY" means **D & F FURNITURE LTD.**;

"DIRECTOR LIABILITIES" means all claims against any and all directors of the COMPANY that arose before the filing date and relate to the COMPANY's obligations where such directors are, by law, liable in their capacity as directors for payment of such obligations, other than and excluding claims against such directors that:

- (a) relate to contractual rights of one (1) or more creditors arising from contracts with one (1) or more directors; or,
- (b) are based on allegations of misrepresentation made by directors to creditors or of wrongful or oppressive conduct by directors;

"DIVIDEND(S)" means a pro rata distribution of the amounts referred to in paragraph 7 hereof to ordinary creditors of their respective ordinary claims;

"INTERIM RECEIVER" means **RSM RICHTER INC.** in its capacity as Interim Receiver with respect to the COMPANY, having been so named on May 23, 2006;

"LIQUIDATION PROCEEDS" means the net proceeds from the liquidation of the assets of the COMPANY being performed by Century Services Inc. and the management of the COMPANY, in consultation with the INTERIM RECEIVER/TRUSTEE. Without limiting the foregoing, the LIQUIDATION PROCEEDS will be net of the following, namely:

- (a) amounts paid in reduction of the SECURED CLAIM;
- (b) amounts to be paid as contemplated in paragraphs 3, 4, 5 and 6 hereof; and
- (c) amounts to be paid to or retained by Century Services Inc. in the context of the liquidation of the COMPANY's assets.



"ORDINARY CREDITORS" means the ordinary unsecured creditors of the COMPANY;

"ORDINARY CLAIMS" means claims of the ORDINARY CREDITORS including claims of every nature and kind whatsoever, known or unknown, whether due or not due for payment as of the date of the filing of the NOTICE OF INTENTION of the COMPANY including contingent or unliquidated claims arising out of any transaction entered into by the COMPANY prior to the date thereof;

"NOTICE OF INTENTION" means the Notice of Intention to File a Proposal under the ACT filed on May 17, 2006;

PARENT COMPANY means 122753 Canada Ltd;

"PREFERRED CLAIMS" means all claims directed by the Act to be paid in priority to all other claims in the distribution of the property of an insolvent party;

"PROPERTY" means the building located at 8925 – 8965 Pascal Gagnon in St. Leonard, Quebec, owned by RELATED COMPANY;

"PROPOSAL" means the present Proposal;

"RATIFICATION" means approval of the present PROPOSAL by the Court in the manner contemplated by the ACT;

"RELATED COMPANY" means 9033-6868 Quebec Inc.;

"SECURED CREDITOR" means the HSBC Bank;

"SECURED CLAIM" means claims of the SECURED CREDITOR within the meaning of the ACT;

"SETTLEMENTS AND PREFERENCES" means those items of a reviewable nature referred to in Sections 91 to 101 of the ACT;

"TERMINATION DATE" means December 15, 2006 providing the DIVIDEND is paid prior to December 15, 2006, failing which the TERMINATION DATE shall be the earlier of the date on which RELATED COMPANY remits the \$400,000 for distribution as a DIVIDEND or December 15, 2007;

"TRUSTEE" means **RSM RICHTER INC.**

2. The SECURED CLAIM shall be paid in accordance with arrangements existing between the COMPANY and the holder of the SECURED CLAIM or as may be arranged between the COMPANY and the holder of SECURED CLAIM. The COMPANY declares that this PROPOSAL is not made in respect of the SECURED CLAIM or the security of the SECURED CREDITOR.
3. Debts arising in respect of goods supplied, services rendered or other consideration given as and from the date of filing of the NOTICE OF INTENTION shall be paid in full in the ordinary course of business and on regular trade terms or as may be arranged by the COMPANY.
4. Amounts:
 - (a) owing to Her Majesty in right of Canada or a Province as enumerated in Section 60(1.1) of the ACT, shall be paid in full within six (6) months after RATIFICATION of the PROPOSAL;
 - (b) owing to employees and former employees, that they would have been entitled to receive under Paragraph 136(1)(d) of the ACT if the employer became bankrupt on the date of the filing of the NOTICE OF INTENTION, as well as wages, salaries, commissions or compensation for services rendered after that date and before the RATIFICATION of the PROPOSAL, shall be paid in full immediately after RATIFICATION of the PROPOSAL.



5. All proper fees, expenses, liabilities and obligations of the INTERIM RECEIVER/TRUSTEE and all legal fees, and accounting fees on and incidental to the proceedings arising out of the NOTICE OF INTENTION and of the PROPOSAL including, without limitation, advice to the COMPANY and/or the INTERIM RECEIVER/TRUSTEE in connection therewith, will be paid by the COMPANY prior to all PREFERRED CLAIMS and claims of ORDINARY CREDITORS.
6. PREFERRED CLAIMS without interest, will be paid in full in priority to all claims of ORDINARY CREDITORS;
7. The COMPANY will, in full and final satisfaction of all amounts due to the ORDINARY CREDITORS, pay DIVIDENDS as follows, subject to the availability of LIQUIDATION PROCEEDS:
 - (a) On December 15, 2006 to each of the ORDINARY CREDITORS, an amount equal to the LIQUIDATION PROCEEDS available at that time, if any;
 - (b) An amount of \$400,000 to be paid by the RELATED COMPANY within ten (10) days from its receipt of the final net proceeds of sale of the PROPERTY, and in any event no later than December 15, 2007.
 - (c) To the extent the amount of \$400,000 is not paid by the RELATED COMPANY on or before December 15, 2006, such additional LIQUIDATION PROCEEDS, if any, available to TERMINATION DATE .
8. Any debt forgiveness relating to the PREFERRED CLAIMS or the ORDINARY CLAIMS will only occur upon the TERMINATION DATE.
9. In the event of a dispute with one or more ORDINARY CREDITORS as to the value of their claims provable having the effect of preventing the establishment of a definitive total amount of all the provable and proven claims, the TRUSTEE and the COMPANY reserve unto themselves the right to proceed by way of an interim dividend to ORDINARY CREDITORS whose claims will have been admitted, settled or proven, and also, to establish a reserve which the TRUSTEE and the COMPANY shall deem sufficient to cover the possible dividend payable on the disputed claims.
10. All DIRECTOR LIABILITIES in respect of all PREFERRED CLAIMS and/or ORDINARY CLAIMS shall be compromised as follows:
 - (a) the holders of PREFERRED CLAIMS and/or ORDINARY CLAIMS shall be entitled to receive the payments provided under Clauses 6 and 7 respectively hereof with no further amounts whatsoever in respect of any DIRECTOR LIABILITIES;
 - (b) subject to and upon occurrence of the payments to the holders of the PREFERRED CLAIMS and/or ORDINARY CLAIMS provided under Clauses 6 and 7 respectively hereof, the holders of all PREFERRED CLAIMS and ORDINARY CLAIMS shall be deemed to have irrevocably renounced to and released all DIRECTOR LIABILITIES in respect thereof and shall have absolutely no claims for DIRECTOR LIABILITIES in respect thereof.
11. RELATED COMPANY and PARENT COMPANY hereby agree to waive their rights and defer receipt of any dividend distribution until all creditors receive their DIVIDENDS under the terms of this PROPOSAL providing this PROPOSAL is accepted by the ORDINARY CREDITORS and receives RATIFICATION. However, RELATED COMPANY and PARENT COMPANY would be entitled to receive their respective claims if any further proceeds are received after TERMINATION DATE in excess of the amounts distributed, as defined.
12. Provided that the DEBTOR always fulfills the PROPOSAL and all payments required to be made are made as and when required hereunder, subject to the availability of LIQUIDATION PROCEEDS, Sections 91 through 101 of the ACT and articles 1631 to 1636 of the Civil Code of Quebec shall not apply to the present PROPOSAL and neither the TRUSTEE nor any creditors affected by the PROPOSAL shall have or be entitled to exercise any of the rights or recourses provided for therein.



In the event of the PROPOSAL being unfulfilled in general or the payments provided for herein not being made as and when required hereunder, subject to the availability of LIQUIDATION PROCEEDS, then Sections 91 through 101 of the ACT and articles 1631 to 1636 of the *Civil Code of Quebec* shall be and remain applicable and the TRUSTEE and/or any creditors affected by the PROPOSAL shall have and continue to have and be and remain entitled to exercise all of the rights or recourses provided therein.

13. The COMPANY agrees to the formation of the COMMITTEE.
14. The COMMITTEE shall have the power to:
 - (a) Advise the TRUSTEE on matters relating to the administration of the PROPOSAL;
 - (b) Postpone the payment of any DIVIDEND to ORDINARY CREDITORS herein provided;
15. RSM RICHTER INC. licensed Trustee, will be the TRUSTEE under the PROPOSAL and all monies payable under the PROPOSAL will be paid over to the TRUSTEE which will remit the DIVIDENDS in accordance with the terms of the PROPOSAL.

IN THE EVENT OF ANY DISCREPANCY BETWEEN THE ENGLISH AND THE FRENCH VERSION OF THIS PROPOSAL, THE ENGLISH VERSION WILL TAKE PRECEDENCE

DATED AT MONTREAL, this 28th day of July 2006.

D & F FURNITURE LTD.



Witness

Per: 

Armando Dinucci
Duly Authorized

D & F Furniture Ltd.
Condensed Statement of Affairs
As at July 28, 2006
(As declared and estimated by the Debtor Company)

LIABILITIES

Secured Creditors	\$2,141,304.00
Preferred Creditors	360,349.91
Ordinary Creditors	<u>3,581,838.50</u>
	<u>6,083,492.41</u>

ASSETS
(encumbered)

Net cash held in Bank	1,341,431.00
Accounts Receivable	<u>500,000.00</u>
	<u>1,841,431.00</u>
DEFICIENCY	<u>\$4,242,061.41</u>

I, Armando Dinucci, of D & F Furniture Ltd., do swear that this statement is to the best of my knowledge a full, true and complete statement of its affairs on July 28, 2006 and fully disclose all property of every description that is in its possession and or that may devolve on it in accordance with Section 67 of the Act.

(signed) Armando Dinucci _____

SWORN before me in the City of
Montréal, in the Province of Québec,
this 28th day of July 2006.

(signed) R. Rudnicki _____

(français – au recto)

DANS L'AFFAIRE DE LA PROPOSITION DE LES MEUBLES D & F LTÉE, personne morale légalement constituée et dûment incorporée ayant son siège social et son principal établissement commercial au 8965 Pascal Gagnon, St-Léonard, Québec H1P 1Z4.

IN THE MATTER OF THE PROPOSAL OF D & F FURNITURE LTD., a body politic and corporate, duly incorporated according to law and having its head office and its principal place of business at 8965 Pascal Gagnon, St-Léonard, Québec H1P 1Z4.

La liste suivante des créanciers a été préparée à partir des documents remis au syndic et ne constitue pas l'acceptation d'une réclamation ou de réclamations.

The following list of creditors has been prepared from documents submitted to the Trustee and does not constitute acceptance of any claim or claims.

CRÉANCIERS GARANTIS

Voir liste ci-jointe
See list attached

SECURED CREDITORS

\$2,141,304.00

CRÉANCIERS PRIVILÉGIÉS

Voir liste ci-jointe
See list attached

PREFERRED CREDITORS

\$ 360,349.91

CRÉANCIERS ORDINAIRES

Voir liste ci-jointe
See list attached

ORDINARY CREDITORS

\$3,581,838.50

LISTE SUPPLÉMENTAIRE /SUPPLEMENTARY LIST

1. Monsieur Mark Winkler (séquestre officiel)
2. Ministère du Revenu du Québec (TPS)
3. Ministère du Revenu du Québec (TVQ)
4. Ministère du Revenu du Québec (DAS)
5. Ministère du Revenu du Québec (Immeuble)
6. Agence des douanes et du revenu du Canada - Impôt
7. Agence des douanes et du revenu du Canada (DAS)
8. Agence des douanes et du revenu du Canada (Section faillite et insolvabilité)
9. Commission de la santé et de la sécurité du travail
10. Commission des normes du travail
11. Dun & Bradstreet du Canada ltée
12. Equifax Canada Inc., Montréal
13. Equifax Canada Inc., Toronto
14. EULER-ACI, M. Tony Sullo, vice-président régional
15. Mr. Armando Dinucci
16. Mr. Giacomo D. Di Sivestro
17. Mr. Stephen Wayland, HSBC Bank Canada
18. Me Martin Desrosiers, Osler Hoskin & Harcourt
19. Me Frank Calandriello, Cucciniello Calandriello
20. Me Ciro Cucciniello, Cucciniello Calandriello
21. Me Gerald Kandestin, Kugler Kandestin
22. Me Alain Gaul, Davies Ward Phillips & Vineberg
23. Me Mark Schrager, Davies Ward Phillips & Vineberg
24. Me Robert Pancer, Phillips Friedman Kotler

RSM Richter Inc.
Liste des créanciers / Creditors List
Dans l'affaire de la proposition de / In the matter of the Proposal of:
Les Meubles D & F / D & F Furniture Ltd.

Nom / Name	Adresse / Address	Montant / Amount
Créanciers garantis / Secured Creditors		
AIG CREDIT CORP OF CANADA	2000 MCGILL COLLEGE AVENUE, SUITE 1200 MONTREAL QC H3A 3H3	Unknown
AXA ASSURANCES INC	2020 UNIVERSITY, BUREAU 700 MONTREAL QC H3A 2A5	Unknown
BMW FINANCIAL SERVICE CANADA	920 CHAMPLAIN COURT WHITBY ON L1N 6K9	Unknown
CANON CANADA INC	P O BIX 5300 MARKHAM INDUSTRIAL PARK ON L3R 0R4	Unknown
CHRYSLER CREDIT CANADA LTD	3100 COTE VERTU, SUITE 400 VILLE ST-LAURENT QC H4L 4Y3	Unknown
CITICAPITAL FINANCEMENT LTEE	1600, BOUL RENE-LEVESQUE OUEST MONTREAL QC H3H 1P9	Unknown
HSBC BANK CANADA	2001 MCGILL COLLEGE AVENUE 3RD FLOOR MONTREAL QC H3A 1G1	2,141,304.00
ING DU CANADA	2450, RUE GIROUARD OUEST SAINT HYACINTHE QC J2S 3B3	Unknown
MAZDA CANADA CREDIT	P O BOX 6100, POSTAL STATION F TORONTO ON M4Y 2Z2	Unknown
NISSAN CANADA FINANCE INC	5290 ORBITOR DRIVE MISSISSAUGA ON L4W 4Z5	Unknown
TOYOTA CREDIT CANADA	80 MICRO COURT, SUITE 200 MARKHAM ON L3R 9Z5	Unknown
VOLVO FINANCIAL SERVICE	P O BOX 8214 OTAWA ON K1G 3H7	Unknown
XEROX CANADA LTEE	C P 939, SUCCURSALE A MONTREAL QC H3C 2W3	Unknown
Créanciers garantis / Secured Creditors		2,141,304.00
Créanciers privilégiés / preferred creditors		
9033-6868 QUEBEC INC.	8965 Pascal Gagnon St-Léonard QC H1P 1Z4	360,349.91
AF DORVAL MANAGEMENT	2550 BATES ROAD SUITE 407 MONTREAL QC H3S 1A7	Unknown
EMPLOYEES AND VACATION PAYABLE		Unknown
MONSIEUR MAURICE VEILLEUX	1685 CHEMIN DE LA RIVIERE A SIMON SAINTE-ADELE QC J8B 2J7	Unknown
MR. GIUSEPPINA GAVA	11958 BOIS DE BOULOGNE MONTRÉAL QC H3M 2X6	Unknown
NAVAHO PLASTICS INC.	8335 CHAMP D'EAU ST-LEONARD QC H1P 1Y1	Unknown
Créanciers privilégiés / preferred creditors		360,349.91
Créanciers ordinaires / Ordinary Creditors		
122753 CANADA INC	8965 PASCAL GAGNON ST-LEONARD QC H1P 1Z4	130,000.00
A N DERINGER*	64 NORTH MAIN ST ST. ALBANS VT 05478	Unknown
ACCRUED PAYABLE		220,000.00
ACIER OMEGA	7882 FLEURICOURT ST-LEONARD QC H1R 2L3	372.68
ADHESIFS ADICHEM INC.	C P 11392, SUCC. CENTRE VILLE MONTREAL QC H3C 5H1	496.62
AERO PLASTICS	91 CITATION DRIVE UNIT 1 CONCORD ON L4K 2Y8	387.55
AIGUISA-TECH INC.	185 ST-FRANCOIS-XAVIER DELSON QC J5B 1X7	2,480.48
ALAIN GIGUERE PHOTOGRAPHE INC	288 RUE NOTRE DAME EST VICTORIAVILLE QC G6P 4A3	4,221.42
AMERICAN EXPRESS CO.	P.O.BOX 2000 WEST HILL ON M1E 5H4	2,172.45
AMPRO PRODUITS FORESTIER	3025 RUE CARTIER SAINT-HYACINTHE QC J2S 1L4	2,484.54
ARTEAU PAPIERS-EMBALLAGE INC.	11420 BOUL ARMAND BOMBARDIER R.D.P. QC H1E 2W9	4,892.01
ATLANTIS CONSULTING GROUP INC.	328 VICTORIA WESTMOUNT QC H3Z 2M8	1,886.41
BANQUE DE MONTREAL	1805 JEAN TALON EST MONTREAL QC H2E 1T4	2,530.11
BATTERIES NATECH INC	360, BOUL DU SEMINAIRE NORD, LOC. 50 SAINT-JEAN-SUR-RICHELIEU QC J3B 5L1	379.61
BCB INTERNATIONAL INC *	P.O.BOX 457 FT.ERIE ON L2A 5N2	Unknown
BEBE-DORM INC.	1233 BERLIER LAVAL QC H7L 3Z1	19,942.27
BELAND PRODUITS FORESTIES LTEE	1203 CHEMIN INDUSTRIEL SORTIE 305 BERNIERES QC G7A 1A8	35,215.13
BELL CANADA	CASE POSTALE 8712 SUCC. A MONTREAL QC H3C 3P6	2,243.65
BELL MOBILITE	C.P. 11095 SUCC. CENTRE-VILLE MONTREAL QC H3C 5E7	3,068.91
BOIS PELADEAU INC.	137 OUEST BOUL. BELLEROSE LAVAL QC H7K 3B5	92,842.31
BROCHEUSES MONTREAL INC.	7622 CHATEAUBRIAND MONTREAL QC H2R 2M1	671.24
BUGATTI DESIGN	8370 BOMBARDIER ANJOU QC H1J 1A6	5,523.30
C S S T	C P 11493, SUCC. CENTRE-VILLE MONTREAL QC H3C 5S1	80,000.00
CANADIAN INDUSTRIAL DISTRIB.	615 RUE GOUGEON ST-LAURENT QC H4T 2B4	3,992.51
CANADIAN PAPER & PACKAGING LTD	3001 BRABANT MARINEAU ST.LAURENT QC H4S 1V5	2,467.68
CANON CANADA INC.	P.O. BOX 5300 MARKHAM ON L3R 0R4	1,743.32
CANWEL	C.P.6933 CENTRE VILLE MONTREAL. QC H3C 3L4	6,605.45
CEFLA FINISHING*	729 GALLIMORE DAIRY ROAD HIGH POINT NC 27265	409.09
CHUBB SECURITY SYSTEMS	6680 AVE DU PARC MONTREAL QC H2V 4H9	715.84
CIT FINANCIAL LTD	PO BOX 4094 STATION A TORONTO ON M5W 3T1	315.57
COMMISSION DES NORMES DU TRAVAIL	C P 15240, TERMINUS POSTAL QUEBEC QC G1K 8H9	8,160.00
COMMONWEALTH PLYWOOD LTEE	100 RUE DE VAUDEUIL BOUCHERVILLE QC J4B 5G4	66,890.94
CONCEPTION DE BLOIS BRISEBOIS	1025 MONTEE MASSON BUREAU 305 LACHENAIE QC J6W 5H9	2,790.52
CONTACTAIR INC	405 GRANDE COTE SUITE 201 BOISBRIAND QC J7G 1A9	999.86
COPNICK CORP.	6198 NOTRE DAME O. MONTREAL QC H4C 1V4	2,935.44
CREATION VISU INC.	346 HAMFORD SUITE 702 LACHUTE QC J8H 3P6	17,549.26
David & Gabe Distributors Inc. Mr. David Gabe	P.O. Box 304 Station Snowdon Montreal QC H3X 3T6	Unknown
DELMAR INT. (US)	10636 COTE DE LIESSE MONTREAL QC H8T 1A5	4,774.00
DELMAR INTERNATIONAL INC	10636 COTE DE LIESSE MONTREAL QC H8T 1A5	25,500.26
DELNAV TRANSPORT INTL INC	4500 JOSEPH DUBREUIL LACHINE QC H8T 3C4	4,014.47
DERINGER INC.	P O BOX 11349, SUCC. CENTRE VILLE MONTREAL QC H5C 5H1	1,690.98
DINUCCI, VANESSA	8965 PASCAL GAGNON ST-LEONARD QC H1P 1Z4	Unknown
DISTRIBUTION MARCALAIN	1390 RG3 ASTON JONCTION QC G0Z 1A0	1,091.93
DISTRIBUTIONS NORTRA INC.	10100 BOUL. DU GOLF ANJOU QC H1J 2Y7	48,367.37
DOVERCO INC.	3245 J.B. DESCHAMPS LACHINE QC H8T 3E4	1,807.15
DROLET MACHINERIE INC.	2665 BOUL.TERRA-JET ST-CYRYLLE QC J1Z 1B3	1,920.93
DURAL INC.	550 AVE. MARSHALL DORVAL QC H9P 1C9	1,437.99
DYNASTY WOOD TURNING LTD	200 ST-DOMINIQUE C.P. 247 ST-MARC-DES-CARRIERES QC G0A 4B0	500.14
EKAMANT CANADA (1992) INC.	21B ROYAL LE GARDEUR QC J5Z 4Z3	1,604.06
EMBALLAGES MITCHEL-LINCOLN LTD	925 RUE ROCHELEAU DRUMMONDVILLE QC J2C 6L8	3,265.92
EMPIRE BUFF	1485 ST-ELZEAR OUEST LAVAL QC H7L 3N6	15,771.10
EPSTEIN WILLIAM	5250 DECARIE BLVD SUITE 615 MONTREAL QC H3X 2H9	16,333.55
ESTAMPILLAGE PAUL PICHE	2077 AVE METHOT C.P. 35 PLESSISVILLE QC G6L 2Y6	1,874.11
EVERYTHING BUT THE BABY*	139 MAIN STREET OLD SAYBROOK CT 06475	1,067.85
EVOLUTION FASTENERS INC.	4341 RUE GARAND ST-LAURENT QC H4R 2B4	5,284.04

RSM Richter Inc.
Liste des créanciers / Creditors List
Dans l'affaire de la proposition de / In the matter of the Proposal of:
Les Meubles D & F / D & F Furniture Ltd.

Nom / Name	Adresse / Address	Montant / Amount
Créanciers ordinaires / Ordinary Creditors		
EXPERT MOTEURS ELECTRIQUES INC	2935 DE MINIAC ST-LAURENT QC H4S 1L8	1,610.35
EXPORT DEVELOPMENT CORPORATION*	151 O'CONNOR STREET OTTAWA ON K1A 1K3	Unknown
EXTERMINATION ST-MARTIN ENR.	1235 RUE DE L'HARMONIE LAVAL QC H7A 4E5	833.90
FABRAPLY INC.	713 AVE. MELOCHE DORVAL QC H9P 2S4	8,295.15
FEDERAL EXPRESS	P O BOX 4626, TORONTO STN A TORONTO ON M5W 5B4	1,738.05
FILTRATION LAB	193 RANG DE L'EGLISE ST-LIGUORI QC J0K 2X0	7,065.09
FONDS PENSIONS ALIMENTAIRES	C.P. 4000 SUCCURSALE DESJARDINS MONTREAL QC H5B 1A5	Unknown
FORESBEC	1750 RUE HAGGERTY DRUMMONDVILLE QC J2C 5P8	32,566.45
FRANSYL LTEE.	671 RUE LEVEILLE TERREBONNE QC J6W 1Z9	4,515.78
GAZ METROPOLITAIN	C.P. 6115 SUCCURSALE A MONTREAL QC H3C 4N7	33,324.12
GENERAL BEARING SERVICE	6909 JARRY EST ST-LEONARD QC H1P 1W7	3,004.75
GLADU TOOLS	2115 RUE ST-CESAIRES MARIEVILLE QC J3M 1E5	18,412.73
GLOBE FIRE EQUIPMENT INC.	590 19e AVENUE LACHINE QC H8S 3S5	258.81
GOODFELLOW	225 RUE GOODFELLOW DELSON QC J0L 1G0	230,777.96
GROUP STEALTH	P.O. BOX 1732 VILLE ST. LAURENT QC H4L 4Z3	148.15
GRUES RIVE-NORD	2896, BOUL DAGENAIS OUEST FABREVILLE, LAVAL QC H7P 1T1	552.12
HAFELE CANADA INC	8558A BOUL. PIE IX MONTREAL QC H1Z 4G2	2,439.73
HANDS ON MARKETING INC*	1500 WESTON ROAD, SUITE 207 WESTON FL 33326	745,057.00
HERMES ABRASIVES CANADA LTD	160 BRUNEL ROAD MISSISSAUGA ON L4Z 1T5	9,359.20
HETTICH CANADA LTEE.	9435 ROUTE TRANS CANADIENNE VILLE ST. LAURENT QC H4S 1V3	53,104.65
HYDRO-QUEBEC	7800 RUE JARRY EST MONTREAL QC H1J 1H2	119,779.93
INDUSTRIES DESORMEAU INC.	8195 PASCAL GAGNON ST LEONARD QC HIP 1Y5	323.80
INTELCOM COURRIER	291 DE LA MONTAGNE BUREAU 100 MONTREAL QC H3C 2A9	598.09
INTERFOREST LTD.	P.O. BOX 12510 SUCC. CENTRE VILLE MONTREAL QC H3C 6R1	63,842.39
INTRO SECURITE COLLECTIVE INC	6391 BOUL. DES ROSERAIES ANJOU QC H1M 1T9	2,007.19
JACOB HOLTZ COMPANY*	2424 E YORK ST PHILADELPHIA PA 19125	1,745.75
JEMITA	18 TRENTON AVENUE DOLLARD DES ORMEAUX QC H9B 1B7	53,185.00
JOHNSON DIVERSEY CANADA INC	2401 BRISTOL CIRCLE OAKVILLE ON L6H 6P1	3,655.80
KABA ILCO INC.	P O BOX 12552, SUCC. CENTRE VILLE MONTREAL QC H3C 6R1	10,908.86
KEELER BRASS COMPANY*	955 GODFREY AVE S.W. GRAND RAPIDS MI 49503 5087	935.60
KEELER BRASS INC. MS. SUZANNE DESMARAIS	1200 CHEMIN DU GOLF APARTMENT 202 ILES-DES-SOEURS QC H3E 1P5	Unknown
LABRADOR	P.O. BOX 4514 SUCC A TORONTO ON M5W 4L7	128.10
LAPOINTE A. & FILS LTEE.	175 RUE DU COUVENT ST.ROMAIN QC G0Y 1L0	7,455.52
LE GROUPE TECHNIQUE MICROCOMP	6322 JEAN TALON EST ST. LEONARD QC H1S 1M8	98.87
LES ASCENSEURS TVC	1112 MOLIERE MASCOUCHE QC J7K 2G9	684.41
LES ATTACHES VISCAN INC.	1295 DELANAUDIÈRE JOLIETTE QC J6E 3N9	6,101.73
LES BOIS J M ARBOUR C/O EDC - EXPORT DEVELOPMENT CANADA	151 O'CONNOR OTTAWA ON K1A 1K3	52,999.59
LES EMBALLAGES GAB LTEE	140 BOUL. DE L'INDUSTRIE CANDIAC QC J5R 1J2	26,092.79
LES EMBALLAGES NOVOTEL	6240 AVENUE DU PARC MONTREAL QC H2V 4H7	1,662.67
LES INDUSTRIES TRIEBEC INC	326 PRINCIPALE COURCELLES QC GOM 1C0	48,405.98
LES PORTES DE GARAGE OLYMPIQUE	9991 ST-VITAL MONTREAL-NORD QC H1H 4S5	134.58
LES PRODUITS FORESTIERS M.E.S. INC. C/O EDC - EXPORT DEVELOPMENT CANADA	151 O'CONNOR OTTAWA ON K1A 1K3	29,430.64
LES PROMOTIONS MG	6347 MILLY ST-LEONARD QC H1P 2Z7	3,330.31
LES SERVICES DE REMBOURSEMENT	MEDICAUX PREMIER INC. 2 PLACE LAVAL # 475 LAVAL QC H7N 5N6	Unknown
LES SERVICES INVESTORS LTEE	GROUP RRSP - 2001 UNIVERSITY SUITE QC H3A 2A6	4,687.50
LIFTOW LTEE	843 BOUL. JEAN-PAUL VINCENT LONGUEIL QC J4G 1R3	2,000.00
LOGIKA SERVICES INTEGRATION	1715 PARENT LAVAL QC H7E 3Y9	1,476.62
LUMEN	C.P. 295 SUCCURSALE POINTE-CLAIRE DORVAL QC H9R 4N9	2,169.71
MANUFACTURE SCORPION INC.	561 EDOUARD GRANBY QC J2G 3Z5	80.26
MARTRANS EXPRESS	2150 A 46IEME AVE LACHINE QC H8T 2P2	117,215.00
MASTERCARD	C.P. 6044 SUCC CENTRE-VILLE MONTREAL QC H3C 3X2	6,728.25
MASTERCARD CANADIAN TIRE	C.P. 6044 SUCC. CENTRE VILLE MONTREAL QC H3C 3X2	416.98
MATCO RAVARY INC.	355 BOUL. SIR WILFRID LAURIER ST-BASILE LE GRAND QC J3N 1M9	298.62
Mazda Canada Credit Ms. Lana Smith	P.O. Box 2400 Edmonton AB T5J 5C7	Unknown
MCFADDENFINCHMAN	225 METCALFE STREET SUITE 606 OTTAWA ON K2P 1P9	970.40
MEGATEC INC	11360 RUE ARMAND-BOMBARDIER MONTREAL QC H1E 3B1	452.79
MEPLA-ALFIT CANADA	475 FINCHDENE SQUARE UNIT 9 TORONTO ON M1X 1B7	3,172.48
MERGA INDUSTRIELS INC.	2112 RUE FRANCIS-HUGHES LAVAL QC H7S 1N7	160.59
METAL M-PACT INC	8493 DU CREUSOT MONTREAL QC H1P 2A2	384.18
MINISTERE DU REVENU	1600, BOUL RENE-LEVESQUE OUEST 3E ETAGE, SECTEUR R23CPF MONTREAL QC H3H 2V2	7,265.17
MINOLTA INC.	7750 BOUL. HENRI BOURASSA OUEST ST-LAURENT QC H4S 1W3	836.90
ML AIR INC	4058 BOUL LE CORBUSIER LAVAL QC H7L 5R2	2,806.61
MOMENTUM 2000 INC.	101 SMITH LASALLE QC H8R 1W4	67.86
MONDI ALUMINUM PRODUCTS INC.	8975 PASCAL GAGNON ST-LEONARD QC H1P 1Z4	2,180.30
MONTREAL SUPERIOR PACKAGING	601 STINSON ST LAURENT QC H4N 2E1	37,087.62
NESEL FREIGHT INCORPORATED	20 HOLLAND DRIVE BOLTON ON L7E 1G6	Unknown
NORAMPAC INC.	400, BOUL BONAVENTURE VICTORIAVILLE QC G6T 1V8	51,065.56
NOVEXCO INC.	1805 AUTOROUTE LAVAL OUEST CHOMEDAY QC H7L 3W3	2,321.25
OMNITRANS	4300 JEAN TALON OUEST MONTREAL QC H4P 1W3	9,843.99
OMNITRANS (US)*	4300 JEAN TALON OUEST MONTREAL QC H4P 1W3	7,115.02
ORNEMENTS ST-MICHEL INC.	9500 PASCAL GAGNON ST-LEONARD QC H1P 1Z7	515.20
PLASTIQUES CELL POLYFORM INC.	454 RUE EDOUARD GRANBY QC J2G 3Z3	548.96
PLOMBERIE & CHAUFFAGE J.W. INC	3880 DE COURTRAI SUITE 100 MONTREAL QC H3S 1C1	2,701.82
POLYMOS	150 5IEME BOULEVARD TERRASSE-VAUDREUIL QC J7V 5M3	687.16
PRECIMIX	12311 DESAULNIER MONTREAL QC H1G 5K1	1,848.45
PREMIER CARGO INC.	100 ALEXIS NIHON BLVD #930 ST-LAURENT QC H4M 2P5	1,891.68
PRO-SOBEK	7931B, VAUBAN ANJOU QC H1J 2V1	1,667.86
PROPLAST INC.	730 RUE DELAGE LONGUEUIL QC J4B 2P8	102.37
PRUDENTIAL SYSTEMES D'ALARME	5333 RUE CASGRAIN SUITE 103 MONTREAL QC H2T 1X3	941.08
QUICKSCREWS INTERNATIONAL CORP*	2420 CAMINO RAMON SUITE #320 SAN RAMON CA 94583	188.16
QUINCAILLERIE RICHELIEU LTEE	7900 BOUL. HENRI BOURASSA OUEST ST-LAURENT QC H4S 1V4	633.15
QUINKO-TEK INTL	1855 BOUL. HYMUS MONTREAL QC H9P 1J8	2,410.11
R C I ENVIRONNEMENT INC	9501, BOUL RAY-LAWSON ANJOU QC H1J 1L4	Unknown

RSM Richter Inc.
Liste des créanciers / Creditors List
Dans l'affaire de la proposition de / In the matter of the Proposal of:
Les Meubles D & F / D & F Furniture Ltd.

Nom / Name	Adresse / Address	Montant / Amount
Créanciers ordinaires / Ordinary Creditors		
RAPID-AIR LTEE	6545 P.E. LAMARCHE ST. LEONARD QC H1P 1J5	1,446.73
ROBERTSON INC.	7207 NEWMAN BLVD. LASALLE QC H8N 2K3	4,796.37
ROCHELEAU INC.	760, BOUL INDUSTRIEL EST VICTORIAVILLE QC G6T 1S6	396.84
ROMEO LAFLAMME & FILS INC.	25 ROUTE LAFLAMME ST.BENOIT LABREBCE QC G0M 1P0	22,935.98
RONA/FCDQ	C.P.8601 SUCC CENTRE-VILL MONTREAL QC H3C 3V2	218.37
SALICE CANADA INC.	4025 SLADEVIEW CR #7-9 MISSISSAUGAON ON L5L 5Y1	14,995.03
SCIERIE FERNAND RANCOURT	7730 CHEMIN DU BARRAGE LAC-MEGANTIC QC G6B 2S3	6,647.34
SEATPLY	150 MERIZZI MONTREAL QC H4T 1S4	7,541.51
SELBY FURNITURE HARDWARE	C.P. 11351 SUCC. CENTRE VILLE MONTREAL QC H3C 5H1	16,233.88
SIMON LUSSIER	16, BOUL DE LA SEIGNEURIE BLAINVILLE QC J7C 3V5	49,770.20
SOLUS SECURITE INC.	2545 SIDBEC TROIS-RIVIERES QC G8Z 4M6	14,478.35
SOUDAIR	8151 METROPOLITAIN EST MONTREAL QC H1J 1X6	182.24
STAFAST PRODUCTS INC.	P.O.BOX 57603 STATION A TORONTO ON M5W 5M5	11,373.29
SUELEE TOOLS INC.	6336 BOUL. DES GRANDES PRAIRIES ST-LEONARD QC	147.47
SUPERIOR PROPANE INC.	P.O. BOX 2875 STATION M CALGARY AB T2P 5G1	1,592.97
SYSTEMES DE MARQUAGE IND. INC.	9000 HENRI BOURASSA OUEST ST-LAURENT QC H4S 1L5	1,013.21
TENAQUIP LIMITED	20701 CHEMIN STE-MARIE STE-ANNE-DE-BELLEVUE QC H9X 3L2	1,466.58
THE HOME DEPOT	P.O.BOX 675 STATION.D SCARBOROUGH ON M1R 5T4	3,046.92
TRANSPORT MEYERS	P.BOX 1540 BELLEVILLE ON K8N 5J2	120.14
TRANSPORT REID & DENIS	50 RUE SIMON LACHUTE QC J8R 3R8	399.62
TRAVEX EQUIPMENT DE SECURITE	363 CHARLES MARCHANDP. INDUSTRIEL VILLE LE GARDEUR QC J5Z 4N8	434.01
TREE-CITY LUMBER & PLYWOOD INC	4650 RUE NOTRE DAME EST MONTREAL QC H1V 2B1	198.65
UNIBEAUCE INC	115 RUE DU SOUDEUR ST-ISIDORE QC G0S 2S0	4,015.44
UNIKAST GLOBAL	3611 JARRY EST MONTREAL QC H1Z 2G1	38,287.22
UNIQUE SANDPAPERS INC.	2440, RUE SIGOUIN DRUMMONDVILLE QC J2C 5Z4	11,066.95
USCAN INDUSTRIAL FASTENERS	87 A BOUL.BRUNSWICK DOLLARD QC H9B 2J5	916.92
USINAGE PRECISION L.P.S. INC	11854 54e AVE R.D.P. QC H1E 2J3	838.84
VALSPAR INDUSTRIES INC.	645 CORONATION DRIVE TORONTO ON M1E 2K4	319,481.03
VILLE MARIE EXPRESS	1017 ATWATER MONTREAL QC H3H 1X4	13,600.00
VINYFORM LTEE	1975 MONTEREY STREET LAVAL QC H7L 3T6	2,553.56
VITESSE TRUCKING SERVICE	2139 46e AVE LACHINE QC H8T 2P1	195,830.16
VULCAIN ALARME MME. SOLANGE ROY	4005 BLVD. MATTE LOCALE G BROSSARD QC J4Y 2P4	Unknown
WALKER GLASS CO.	9551 BOUL. RAY LAWSON VILLE D'ANJOU QC H1J 1L5	3,311.90
Weyerhaeuser Mr. Mustaphe Kichane	8000 St. Patrick Street Lasalle QC H8N 1V1	Unknown
WILLIS CANADA INC*	1130 RUE SHERBROOKE OUEST #1400 MONTREAL QC H3A 2M8	Unknown
YELLOW FREIGHT SYSTEM INC.	P.O. BOX 2431 ""A"" POSTAL STN A TORONTO ON M5W 2K6	5,545.78
ZZZ US EXCHANGE AT 1.1345		101,751.73
Créanciers ordinaires / Ordinary Creditors		3,581,838.50
Grand Total		6,083,492.41

**THIS INFORMATION SHEET
IS SUPPLIED IN ORDER TO ASSIST YOU IN COMPLETING
THE PROOF OF CLAIM FORM**

- The proof of claim must be signed by the individual completing the form.
- The signature of the claimant must be witnessed.
- Give the complete address (including postal code) where all notices and correspondence are to be forwarded.
- The amount on the statement of account must agree with the amount claimed on the proof of claim.

PARAGRAPH 1 OF THE PROOF OF CLAIM

- If the individual completing the proof of claim is not the creditor himself, he must state his position or title.
- The creditor must state the full and complete legal name of the Company or the claimant.

PARAGRAPH 3 OF THE PROOF OF CLAIM

- A detailed statement of account must be attached to the proof of claim and must show the date, the invoice number and the dollar amount of all the invoices or charges, together with the date, the number and the amount of all credits or payments. A statement of account is not complete if it begins with an amount brought forward. In addition, a creditor must indicate his/her address, phone number, fax number and E-mail address.

PARAGRAPH 4 OF THE PROOF OF CLAIM

- An unsecured creditor (subparagraph (A)) must check and state whether or not a priority rank is claimed under Section 136 of the Bankruptcy and Insolvency Act.
- A claim of landlord (subparagraph (B)) for disclaim of lease must be completed with full particulars and calculations.
- A secured creditor must complete subparagraph (C) and attach a copy of the security documents.
- A farmer, fisherman or aquaculturist must complete subparagraph (D).
- A claim against director(s) (subparagraph (E)), in a proposal which compromises a creditor's claim, must contain full particulars and calculations.

PARAGRAPH 5 OF THE PROOF OF CLAIM

- The claimant must indicate whether he/she **is** or **is not related** to the debtor, as defined in the Bankruptcy and Insolvency Act, by striking out that which is not applicable.

PARAGRAPH 6 OF THE PROOF OF CLAIM

- The claimant must attach a detailed list of all payments received and/or credits granted, as follows:
 - a) within the **three months** preceding the initial bankruptcy event, in the case where the claimant and the debtor are **not related**;
 - b) within the **twelve months** preceding the initial bankruptcy event, in the case where the claimant and the debtor are **related**.
- PROXY**
 - a) A creditor may vote either in person or by proxy;
 - b) A debtor may not be appointed as proxy to vote at any meeting of the creditors;
 - c) The Trustee may be appointed as a proxy for any creditor;
 - d) In order for a duly authorized person to have a right to vote he must himself be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy.

PROOF OF CLAIM

(Section 50.1, subsections 65.2(4), 81.2(1), 102(2), 124(2), 128(1),
and paragraphs 51(1)e) and 66.14b) of the Act)

(All notices or correspondence regarding this claim must be forwarded to the following address: _____)

_____ Telephone number: _____

_____ Fax number: _____

_____ E-mail Address: _____

In the matter of the proposal of **D & F FURNITURE LTD.** of St. Leonard, Québec, and the claim of:

_____, creditor.

I, _____, of _____, do hereby certify :
(name of creditor or representative of the creditor) (city and province)

1. That I am a creditor of the above-named debtor (or that I am _____,
(state position or title)
of _____).
(name of creditor)

2. That I have knowledge of all the circumstances connected with the claim referred to below.

3. That the debtor was, at the date of the notice of intention to make a proposal, namely the **17th of May 2006**, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. **(The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim. In addition, indicate the creditor's address, fax number, telephone number and E-mail address).**

4. (Check and complete appropriate category)

A. **UNSECURED CLAIM OF \$ _____**

That in respect of this debt, I do not hold any assets of the debtor as security and

(Check appropriate description.)

Regarding the amount of \$ _____, I do **not** claim a right to a priority ("**Ordinary Creditor**");

Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act ("**Preferred Creditor**"). (Set out on an attached sheet details to support priority claim.)

B. **CLAIM OF LANDLORD FOR DISCLAIMER OF A LEASE \$ _____**

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

C. **SECURED CLAIM OF \$ _____**

That in respect of this debt, I hold assets of the debtor valued at \$ _____, as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given, and the value at which you assess the security, and attach a copy of the security documents.)

D. **CLAIM BY FARMER, FISHERMAN, OR AQUACULTURIST OF \$ _____**

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$ _____

(Attach a copy of sales agreement and delivery receipts.)

E. **CLAIM AGAINST DIRECTOR \$ _____**

(To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

PROOF OF CLAIM
(continued)

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act.
6. That the following are the payments that I have received from, and the credits that I have allowed to, the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act, which is May 17, 2006: *(Provide details of payments and credits.)*

Dated at _____, this ____ day of _____.

Witness

Signature of creditor or his representative

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.

WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

PROXY

(Subsection 102(2) and paragraphs 51(1)(e) and 66.15(3)(b) of the Act)

IN THE MATTER OF THE PROPOSAL OF **D & F FURNITURE LTD.:**

I, _____, of _____,
(name of creditor) *(name of town or city)*

a creditor in the above matter, hereby appoint _____ of _____,

to be my proxyholder in the above matter, except as to the receipt of dividends, with (or without) power to appoint another proxyholder in his or her place.

Dated at _____, this ____ day of _____.

Name of creditor and name of authorized signatory

Signature of witness

Per :

Signature

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC
DIVISION NO.: 01-MONTRÉAL
COURT NO.: 500-11-028119-069
ESTATE NO.: 41-336505

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF:

D & F FURNITURE LTD.

a body politic and corporate, duly incorporated according to law
and having its head office and its principal place of business at
8965 Pascal Gagnon, St-Léonard, Québec H1P 1Z4

Debtor

VOTING LETTER
(Paragraphs 51(1)f) and 66.15(3)c) of the Act)

I, _____, creditor
(or I, _____, representative of _____, creditor)
of _____ (*name of town or city*), a creditor in the above matter for
the sum of _____ \$, hereby request the trustee acting with respect to the proposal of **D & F FURNITURE LTD.**, to record my vote _____ (**for or against**) the acceptance of the proposal as made on the 28th day of July 2006.

Dated at _____, this ____ day of _____ 200__.

Witness

Individual Creditor

- OR -

Name of Corporate Creditor

Witness

Per : _____
Signature of Signing Officer

(français – au recto)