

RICHTER

CANADA
Province of Quebec
District of: Quebec
Division No.: 01-Montréal
Court No.: 500-11-047847-146
Estate No.: 41-1938986

SUPERIOR COURT
(Commercial Division)
Bankruptcy and Insolvency Act

**Notice of Proposal to Creditors and
Notice of Hearing of Application for Court Approval of Proposal
(Section 51 and Paragraph 58(b) of the Act)**

**In the Matter of the Proposal of
Mexx Canada Company
Of the City of Montreal, Borough Saint-Laurent
In the Province of Quebec**

Take notice that Mexx Canada Company of the City of Montreal, Borough Saint-Laurent, in the Province of Quebec, 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 herewith.

A general meeting of the creditors will be held at the Office of the Superintendent of Bankruptcy, Sun Life Building, 1155 Metcalfe St., Room 1071, Montréal QC H3B 2V6 on June 19, 2015 at 2:00 p.m.

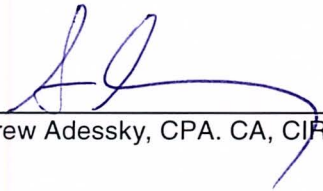
The creditors or any class of creditors qualified to vote at the meeting may by resolution accept the proposal either as made or as altered or modified at the meeting. If so accepted and if approved by the court the proposal is binding on all the creditors or the class of creditors affected.

Take notice that, if the proposal is accepted by the creditors at a meeting held on June 19, 2015 at 2:00 p.m., an application will be made to the court, Quebec Superior Court – Montréal, 1 Notre-Dame St. E., Montréal QC H2Y 1B6, on June 26, 2015 at 9:15 a.m., to approve the proposal of Mexx Canada Company.

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 Montréal in the Province of Québec, June 8, 2015.

Richter Advisory Group Inc.
Trustee acting *in re* the proposal of
Mexx Canada Company



Andrew Adessky, CPA. CA, CIRP

T. 866-209-4115
F. 514.934.8603
mexx@richter.ca

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Montréal, QC H3A 0G6
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Montréal, Toronto

(Français – recto)



CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
DIVISION NO.: 01-MONTRÉAL
COURT NO.: 500-11-047847-146
ESTATE NO.:

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF:

MEXX CANADA COMPANY, an insolvent person, having its domicile at 905 Hodge Street, Montréal, Quebec, H4N 2B3.

PROPOSAL

We, Mexx Canada Company (the “Debtor” or the “Company”), hereby submit the following proposal under the *Bankruptcy and Insolvency Act*:

1. **Definitions:** For all purposes relating to the present proposal under the *Bankruptcy and Insolvency Act*, the following terms shall have the following meaning:

“Act” means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;

“Approval” means the situation arising from the Proposal having been duly accepted by the required majority of creditors of the Company and having been duly approved by the Court in a judgment which has become executory as a result of the delay for appeal having expired without there having been an appeal, or an appeal having been lodged and the judgment having been confirmed or the appeal withdrawn or otherwise settled;

“Claim” means the claim of any Creditor of the Company, whether it is a Secured Claim, a Preferred Claim, an Employee Claim or an Unsecured Claim. However, it does not include a Subsequent Claim;

“Court” means the Superior Court of the District of Montréal sitting in bankruptcy and insolvency matters (Commercial Division);

“Creditor” means the holder of a Claim;

“Employee Claim(s)” means, for each employee, the aggregate sum of all amounts owing to such employee, including any amounts owing in respect of notice of termination or pay in lieu thereof and severance claims, as set forth in the Employee Claim Notice.

“Employee Claim Notice” means the notice sent to each employee together with this Proposal setting out the employee’s Employee Claim.

“Employee Creditor” means a Creditor having an Employee Claim;

“Gores” means Gores Malibu Holdings L.P

“Gores Contribution” means an amount of \$600,000, being comprised of (i) an amount that Gores will remit to the Trustee, to be distributed to the designated Creditors of the Company and (ii) an amount representing post-filing obligations to Gores, that Gores will remit to the Trustee, to be distributed to the designated Creditors of the Company, the whole as set forth herein. Said contribution is only to be distributed, in accordance with the terms of the Proposal, once the Creditors have duly approved the Proposal and the Approval has been obtained;

“Landlords” means those Creditors of which the Company was a commercial tenant under a lease of real property, as acknowledged by the Company;

“Landlord Claims” means the Unsecured Claims of the Landlords for the actual losses resulting from the disclaimers of leases in accordance with 65.2(4)b of the Act, which Claims shall be treated as Unsecured Claims in accordance with Section 65.2(5) of the Act;

“Notice of Intention” means the Notice of Intention to Make a Proposal under the Act filed by the Company on December 3, 2014;

“Preferred Claims” means all claims of the Company directed by section 136 the Act to be paid in priority by the Company to all other claims in the distribution of the property of an insolvent party;

“Preferred Creditor” means a Creditor having a Preferred Claim;

“Proposal” means this Proposal;

“Proposal Expenses” means all fees, expenses, liabilities and obligations of the Trustee, and all legal fees, consulting fees and accounting fees on and incidental to the proceedings arising out of the Notice of Intention and the Proposal and including without limitation advice to the Company and the Trustee in connection therewith;

“Proven Claim” means the amount accepted by the Company for any Claim, or further to the Court’s determination and then as per the final judgment to be rendered and that the delay of appeal has expired without having been an appeal, or an appeal having been lodged and the judgment having been confirmed or the appeal withdrawn or otherwise settled;

“Secured Claims” means claims of secured creditors within the meaning of the Act;

“Secured Creditor” means a Creditor having a Secured Claim;

“**Settlement Fund**” means all available cash on hand (currently estimated at an amount of no less than \$4,700,000) to be remitted by the Company to the Trustee upon Approval for distribution to the Subsequent Creditors, Secured Creditors, the Preferred Creditors and then the Unsecured Creditors in full and final settlement of their Claims against the Company, in accordance with the terms of this Proposal;

“**Subsequent Claims**” means the claims arising in respect to goods supplied, services rendered or other consideration given as and from the date of the filing of the Notice of Intention, including amounts owed to Landlords of the Company where the Company is a commercial tenant under a lease of real property (up to the effective date of disclaimer of such leases pursuant to Section 65.2(1) of the Act), will be paid by the Company in full in the ordinary course of business and on regular trade terms or as may be arranged by the Company;

“**Subsequent Creditor**” means the holder of a Subsequent Claim;

“**Trustee**” means Richter Advisory Group Inc., the Trustee under the Notice of Intention and the Trustee named in the Proposal of the Company;

“**Unsecured Claims**” means in respect of the Company, the claims of the Unsecured Creditors including claims of every nature and kind whatsoever, whether due or not due for payment as of the date of the filing of the Notice of Intention as well as contingent or unliquidated claims arising out of any transaction entered into by the Company prior to the date thereof;

“**Unsecured Creditor**” means a Creditor having an Unsecured Claim or a Landlords Claim;

2. **Secured Claims:** The Secured Claims shall be paid in accordance with arrangements existing between the Company and the holders of Secured Claims or as may be arranged between the Company and the holders of Secured Claims. The Company declares that this Proposal is not made in respect of the Claims of the Secured Creditors;
3. **Employee Claims:** Each employee which is in agreement with the Employee Claim Notice shall not be required to file a proof of claim and his (her) Proven Claim shall be deemed to be as set forth in the Employee Claim Notice, for voting and distribution purposes under the Proposal. Employees who do not agree with the amount of their claim as set forth in the Employee Claim Notice must complete and file their proof of claim in respect of their Claim, prior to the first meeting of creditors if they wish to vote on the Proposal, together with any and all supporting documents, and a proper statement of account, which proof of claim shall be dealt with pursuant to the Act;
4. **Amounts:**
 - (a) owing to Her Majesty in right of Canada or a Province that could be subject to a demand under Section 224 (1.2) of the *Income Tax Act*, or under any substantially similar provision of provincial legislation, outstanding at the time of the filing of the Notice of Intention, will be paid in full within six (6) months after the Approval, as per the Act;


- (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 Approval, will be paid in full immediately after the Approval as per the Act.
5. **Proposal Expenses:** The Proposal Expenses shall be paid by the Company in priority to all Claims and Subsequent Claims;
6. **Preferred Claims:** The payment of the Preferred Claims other than those referred to in Section 3(b) hereof will be paid in full in priority to all Unsecured Claims, thirty (30) days after the Approval;
7. **Distribution of the Settlement Fund:** The Company will remit to the Trustee, no later than ten (10) days after the Approval, the Settlement Fund to be distributed by the Trustee as follows and in the following order:
- (a) in payment of the Subsequent Claims, if any;
 - (b) in payment of the Secured Claims, if any;
 - (c) in payment of all Proven Claims of the Preferred Claims of the Preferred Creditors, to be paid in accordance with paragraphs 4 and 6 above;
 - (d) the balance of the Settlement Fund, to be distributed to the Unsecured Creditors with a Proven Claim, in full and final settlement of its Unsecured Claims, without interest, as follows:
 - (1) the lesser of: (i) the amount of the Proven Claim of such Unsecured Creditor and (ii) \$1,800 (the "**First Level Distribution**") which amount, subject to paragraph e) below, shall be received within (i) thirty (30) days after the Approval for all the Unsecured Creditors other than the Employee Creditors and (ii) fifteen (15) days of the receipt by the Trustee of the required governmental confirmations in respect of the Employees Creditors only;
 - (2) an amount equal to such Unsecured Creditor's pro rata share, calculated on the basis of the remaining amount of its Proven Claim, of any amount remaining in the Settlement Fund after the distribution of all of the First Level Distribution amounts, and subject to paragraph e) below, to all Unsecured Creditors ("**Second Level Distribution**"). The Second Level Distribution will be paid by the Trustee as follows:
 - (i) 80% of the Second Level Distribution, within (i) thirty (30) days after the Approval for all the Unsecured Creditors other than the Employee Creditors and (ii) fifteen (15) days of the receipt by the Trustee of the required governmental confirmations in respect of the Employees Creditors only;

- (ii) the balance of 20% of the Second Level Distribution, within ninety (90) days after the Approval.
 - (e) the distribution referred to above shall be net of any amount to be set aside by the Trustee while Claims are being determined, litigated or for any disputed Claim. The Trustee shall use its best judgment in the determination of any amount which should be set aside, and for which period.
- 8. **Distribution of the Gores Contribution:** No later than ten (10) days after the Approval, Gores will remit the Gores Contribution to the Trustee. The Trustee will distribute the Gores Contribution together with the first payment to be made in respect of the Second Level Distribution, as follows:
 - (a) an amount of \$600,000 to be paid to the Employees Creditors on a pro rata basis of their respective Proven Claim.
- 9. **Reviewable Transactions and Preferential Payments:** Conditionally upon the Approval, the statutory terms of Sections 95 to 101 of the Act and any provision of provincial legislation having a similar objective (including but not limited to Articles 1631 to 1636 of the *Civil Code of Quebec*) shall not apply, the whole pursuant to Section 101.1 of the Act;
- 10. **Claims against directors:** In accordance with Section 50(13) of the Act, the Proposal herein made will constitute a compromise of claims against the present and past directors of the Company that arose before the filing of the Notice of Intention and that relate to the obligations of the Company where the directors are by law liable in their capacity as directors for the payment of such obligations, and acceptance of the Proposal, upon Approval, will operate as a discharge in favour of such present and past directors with respect to such obligations. Nothing herein shall be interpreted as an acknowledgement of any liability or obligation of the directors of the Company;
- 11. **Deemed approval:** Each of the Unsecured Creditors with a Proven Claim equal to or less than \$1,800 shall be deemed to have voted in favour of the Proposal. Likewise, any employee that has not filed a proof of claim, **prior to the first meeting of creditors**, shall be deemed to have voted in favour of the Proposal in an amount equal to the Employee Claim. Notwithstanding the foregoing, the Unsecured Creditors and the Employees described in the present clause may choose to vote against the Proposal in the context of the creditors' vote on the Proposal.
- 12. **Trustee:** The 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 LONDON, ENGLAND, this 1st day of June 2015.

MEXX CANADA COMPANY

Per:  ROBBIE REYNDERS, PRESIDENT

District of: Quebec
 Division No. 01 - Montréal
 Court No. 500-11-047847-146
 Estate No. 41-1938986

Original Amended

-- Form 78 --
 Statement of Affairs (Business Proposal) made by an entity
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)

In the Matter of the Proposal of
 Mexx Canada Company
 Of the City of Montreal, Borough Saint-Laurent
 In the Province of Quebec

To the debtor:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the filing of your proposal (or notice of intention, if applicable), on the 1st day of June 2015. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

LIABILITIES (as stated and estimated by the officer)		ASSETS (as stated and estimated by the officer)	
1. Unsecured creditors as per list "A"	148,106,483.70	1. Inventory	0.00
Balance of secured claims as per list "B"	0.00	2. Trade fixtures, etc.	0.00
Total unsecured creditors	148,106,483.70	3. Accounts receivable and other receivables, as per list "E"	
2. Secured creditors as per list "B"	0.00	Good	0.00
3. Preferred creditors as per list "C"	0.00	Doubtful	400,000.00
4. Contingent, trust claims or other liabilities as per list "D" estimated to be reclaimable for	0.00	Bad	0.00
Total liabilities	148,106,483.70	Estimated to produce	30,000.00
Surplus	NIL	4. Bills of exchange, promissory note, etc., as per list "F"	0.00
		5. Deposits in financial institutions	0.00
		6. Cash	5,022,000.00
		7. Livestock	0.00
		8. Machinery, equipment and plant	0.00
		9. Real property or immovable as per list "G"	0.00
		10. Furniture	0.00
		11. RRSPs, RRIFs, life insurance, etc.	0.00
		12. Securities (shares, bonds, debentures, etc.)	0.00
		13. Interests under wills	0.00
		14. Vehicles	0.00
		15. Other property, as per list "H"	181,976.74
		If debtor is a corporation, add:	
		Amount of subscribed capital	8,216,728.75
		Amount paid on capital	8,216,728.75
		Balance subscribed and unpaid	0.00
		Estimated to produce	0.00
		Total assets	5,233,976.74
		Deficiency	142,872,506.96

BEEN
RR.
 LONDON UNITED KINGDOM *BEEN*
RR. *RR.*

I, Robbie Reynders, of the City of ~~Amsterdam~~ ^{London}, in the ~~Netherlands~~ ^{United Kingdom}, do ~~swear~~ ^{swear} (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of my affairs on the 1st day of June 2015 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

BEEN
 SWORN (or SOLEMNLY DECLARED)
 before me at the City of London in England, on this 1st day of June 2015.

[Signature]

RYAN EDWARD RONALD MOODY
 Notary Public of London, England

[Signature]
 Robbie Reynders

My Commission expires with life



District of: Quebec
 Division No. 01- Montréal
 Court No. 500-11-047847-146
 Estate No. 41-1938986

FORM 78 -- Continued

List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
1	1663321 ONTARIO INC	100 - 223 COLONNADE ROAD SOUTH OTTAWA ON K2E 7K3	0.00	0.00	0.00
2	2756-5027 QUEBEC INC	4184-A, RUE ST-DENIS MONTREAL QC H2W 2M5	0.00	0.00	0.00
3	3296776 CANADA INC	400 SAUVE WEST MONTREAL QC H3L 1Z8	0.00	0.00	0.00
4	33 CONCEPT LTD	16 COLOSSUS WAY BLETCHELY MILTON KEYNES MK3 6GW - UK	230.00	0.00	230.00
5	9139-4528 QUEBEC INC MEGA CENTRE VAUDREUIL	324 AIME VINCENT VAUDREUIL-DORION QC J7V 5V5	0.00	0.00	0.00
6	ABITEKS TEKSTIL SAN VE TIC A.S	BJK PLAZA A BLOK NO. 48 K.10 D:108 BeSİKTAS / ISTANBUL - TURKEY	219,247.18	0.00	219,247.18
7	ACROBAT CONSTRUCTION	121 CREMAZIE WEST MONTREAL QC H2N1L5	7,999.55	0.00	7,999.55
8	ACROBAT MANAGEMENT INC	B-8595 BOUL LANGELIER MONTREAL QC H1P 2C6	24,537.43	0.00	24,537.43
9	AGENCES MARTIN BLAIS INC	CP 353 BP RIVE NORD BOISBRIAND QC J7E 4J4	42,967.32	0.00	42,967.32
10	AIKINS MCAULAY & THORVALDSON LLP	360 MAIN STREET 30TH FLOOR WINNIPEG MB R3C 4G1	264.50	0.00	264.50
11	AINSWORTH	104-17741 65 A AVE SURREY BC V3S 1Z8	245.70	0.00	245.70
12	AKAMAI TECHNOLOGIES Attn: Jennifer Dsouza	GENERAL POST OFFICE PO BOX 26590 NEW YORK NY 10087-6590	5,633.32	0.00	5,633.32
13	ALLDAY COOLING & HEATING REFRIG. CO	2616 LINCOLN AVE PORT COQUITLAM BC V3B 8E5	938.70	0.00	938.70
14	ALLIANCE HANGER INC. Attn: SOPHIE NORMANDIN	C/O EULER HERMES NORTH AMERICA INSURANCE COMPANY 2810-1155, RENE LEVESQUE W MONTREAL QC H3B 2L2	0.00	0.00	0.00
15	ARKADIN INC	ATTN: ACCOUNTS RECEIVABLE c/o TH0005, PO BOX 4269 TORONTO ON M5W 5V2	7,271.22	0.00	7,271.22
16	ASCENSEURS VIAU INC.	539 SLOANS ST. EDOUARD QUEBEC QC J0L 1Y0	5,149.74	0.00	5,149.74
17	ATK TEKSTIL Attn: ZAFER VERAL	FIRIN SOK. NO 45 BOMONTI SISLI 34381 IstANBUL - TURKEY	0.00	0.00	0.00
18	AULUNA LEATHER CO.	CYPRESVEJ8 HERNING - 74000 DENMARK	1,966.31	0.00	1,966.31
19	AVENTURE TECHNIQUES LIMITEE	318 INGLEWOOD POINTE CLAIRE QC H9R 2Z9	16,428.78	0.00	16,428.78
20	AXESSIMO INTL LTD.	603 - 111 CHABANEL MONTREAL QC H2N 1C8	43,000.65	0.00	43,000.65
21	BAMSTRATEGY	4810 RUE JEAN TALON O BUR 203 MONTREAL QC H4P 2N5	34,456.53	0.00	34,456.53
22	BC AMBULANCE	PO BOC 9676 STN PROV GVT VICTORIA BC V8W 9P7	530.00	0.00	530.00

01-Jun-2015

Date


 Robbie Reynders

District of: Quebec
 Division No. 01 - Montréal
 Court No. 500-11-047847-146
 Estate No. 41-1938986

FORM 78 – Continued

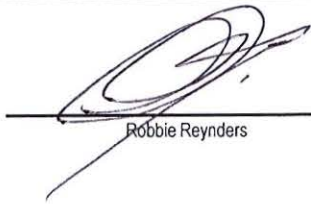
List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
23	BCF AVOCATS D'AFFAIRE	1100 RENE LEVESQUE O, 25IEME ETAGE MONTREAL QC H3B 5C9	0.00	0.00	0.00
24	BELL	PO BOX 4100 PO A ETOBICOKE ON M9C 0A8	57.43	0.00	57.43
25	BELL ALIANT	PO BOX 2226 STATION CENTRAL RPO HALIFAX NS B3J 3C7	368.93	0.00	368.93
26	BELL CANADA	CENTRE DE VERSEMENTS CLIENTS CP 11490 STATION CENTRE VILLE MONTREAL QC H3C 5R7	2,297.51	0.00	2,297.51
27	BELL CANADA	P.O. BOX 9000 NORTH YORK ON M3C 2X7	9,631.22	0.00	9,631.22
28	BELL CANADA	C.P. 8712 MONTREAL QC H3C 5B4	6,211.99	0.00	6,211.99
29	BELL CANADA	C.P. 8713 MONTREAL QC H3C 4L6	19,462.60	0.00	19,462.60
30	BELL CANADA	ATTN TANYA MACINTYRE 5025 CREEKBAND RD BUILD. A1M3 MISSISSAUGA ON L4W 0B6	2,017.70	0.00	2,017.70
31	BELL CANADA	CENTRE DE VERSEMENTS CLIENTS CP 11490 STATION CENTRE VILLE MONTREAL QC H3C 5R7	38,179.48	0.00	38,179.48
32	BFI CANADA- CONCORD	650 CREDITSTONE ROAD CONCORD ON L4K 5C8	2,442.01	0.00	2,442.01
33	BON AIR REFRIGERATION INC	2240, RUE DE CELLES QUEBEC QC G2C 1X8	395.52	0.00	395.52
34	BRINKS CANADA LIMITED LTD	C/O TX4014C PO BOX 4590 STATION A TORONTO ON M5W 7B1	262.95	0.00	262.95
35	C/F/REALTY HOLDINGS INC	C/O THE CADILLAC FAIRVIEW CORP LTD 20 QUEEN STREET WEST, 5TH FLOOR TORONTO ON M5H 3R4	0.00	0.00	0.00
36	CALLOWAY REIT (WINNIPEG SW) INC	100 - 700 APPLEWOOD CRESCENT VAUGHAN ON L4K 5X3	0.00	0.00	0.00
37	CALLOWAY RIET (CAMBRIDGE) INC.,LESSOR	100 - 700 APPLEWOOD CRESCENT VAUGHAN ON L4K 5X3	0.00	0.00	0.00
38	CAMBRIDGE AND N. DUMFRIES HYDRO INC	1500 BISHOP ST. CAMBRIDGE ON N1R 5X6	3,645.78	0.00	3,645.78
39	CANADA BORDER SERVICES AGENCY (CBSA)	C/O BBCG CLAIM SERVICES 3660 HURONTARIO ST. MISSISSAUGA ON L5B 3C4	228,190.16	0.00	228,190.16
40	CANADA REVENUE AGENCY (BORDER SERVICES AGENCY) Attn: CAROLINE LANDRY	MONTREAL TAX SERVICES OFFICE 305 RENE-LEVESQUE BLVD. W. MONTREAL QC H2Z 1A6	0.00	0.00	0.00
41	CANADIAN REAL ESTATE INVEST.TRUST MEGA CTRE LEBOURGNEUF #300G, 565	C/O CREIT MANAGEMENT INC. 500 - 175 BLOOR STREET EAST TORONTO ON M4W 3R8	0.00	0.00	0.00
42	CANNON HYGIENE CDA LTD	9620 RUE IGNACE SUITE N BROSSARD QC J4Y2R4	6,397.50	0.00	6,397.50

01-Jun-2015

Date


 Robbie Reynders

District of: Quebec
 Division No. 01 - Montréal
 Court No. 500-11-047847-146
 Estate No. 41-1938986

FORM 78 -- Continued

List "A"
 Unsecured Creditors
 Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
43	CAPITAL SHOES FACTORY LTD	ROOM 2704 27/F KOWLOON - HONG KONG	63,602.66	0.00	63,602.66
44	CARMICHAEL ENG. LTD	6504 30TH ST., SE CALGARY AB T2C 1N4	7,488.16	0.00	7,488.16
45	CDW CANADA INC	TORONTO STATION A PO BOX 57720 TORONTO ON M5W 5M5	1,034.79	0.00	1,034.79
46	CENTRE COMMERCIAUX GATINEAU LIMITEE RIOCAN GATINEAU	C/O RIOCAN PROPERTY SERVICES TRUST 1239, DONALD STREET OTTAWA ON K1J 8W3	0.00	0.00	0.00
47	CENTRE DE TELEPHONIE MOBILE	9680 BLD DU GOLF ANJOU QC H1J 2Y7	8,270.15	0.00	8,270.15
48	CENTRECORP	2693 D'ANNEMASSE Boisbriand QC J7H 0A5	0.00	0.00	0.00
49	CF/REALTY HOLDINGS INC. Attn: ATTN: EXECUTIVE VICE-PRESIDENT, NATIONAL PROPERTY OPERATIONS MASONVILLE PLACE	20 QUEEN ST. W., 5TH FL Toronto ON M5H 3R4	0.00	0.00	0.00
50	CF/REALTY HOLDINGS INC., LESSOR THE SHOPS AT DON MILLS, STORE NO	C/O THE CADILLAC FAIRVIEW CORP.LTD 20 QUEEN STREET WEST TORONTO ON M5H 3R4	0.00	0.00	0.00
51	CF/REALTY HOLDINGS INC.,LESSOR LIME RIDGE MALL, NO.0145A, SHOP	C/O THE CADILLAC FAIRVIEW CORP.LTD 20 QUEEN ST.WEST TORONTO ON M5H 3R4	0.00	0.00	0.00
52	CHANGO INC	202 - 488 WELLINGTON ST W. TORONTO ON M5V 1E3	15,052.35	0.00	15,052.35
53	CHINA TING GARMENT MFG (GROUP) LIMITED Attn: RAYMOND CHENG	27/F, KING PALACE PLAZA, 55 KING YIP ST., KWUN TONG KOWLOON - HONG KONG	0.00	0.00	0.00
54	CHINAMINE TRADING LIMITED Attn: KRISTINA SEBASTIAN-CRONE	LAW CLERK, KRISTINA SEBASTIAN-CRONE ONE MAIN STREET WEST HAMILTON ON L8P 4Z5	0.00	0.00	0.00
55	CHOUDHARY GARMENTS * Attn: ankit	CHOUDHARY HOUSE PLOT B-15 VEERA DESAI ROAD MUMBAI - INDIA	7,000.67	0.00	7,000.67
56	CITY OF EDMONTON Attn: Sandra Vessner	ASSESSMENT AND TAXATION, MAIN FLOOR, CHANCERY HALL 3 SIR WINSTON CHURCHILL SQUARE EDMONTON AB T5L 2C3	0.00	0.00	0.00
57	CITY OF VANCOUVER	LICENCE OFFICE VANCOUVER BC V5Y 1V4	162.25	0.00	162.25
58	CLEAN SHINE	PO BOX 58130 TORONTO ON M6A 3C8	43,530.96	0.00	43,530.96
59	CLEMENS	82 W.VIEW BD TORONTO ON M4B 3J1	508.50	0.00	508.50
60	CLIO OZ	A DIV.OF MAINLINE FASHIONS INC 26 RICHARSON ST. TORONTO ON M5A 4J9	239,630.59	0.00	239,630.59
61	COMINAR CENTRE ROCKLAND	CENTRE ROCKLAND 2305, CH ROCKLAND, BUREAU 41 VILLE MONT-ROAL QC H3P 3E9	0.00	0.00	0.00

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FORM 78 – Continued

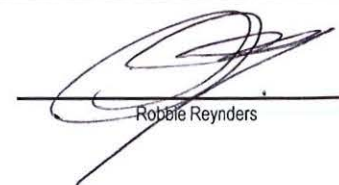
List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
62	COMINAR DIXIE OUTLET MALL	DIXIE MALL 1250 SOUTH SERVICE ROAD MISSISSAUGA ON L5E 1V4	0.00	0.00	0.00
63	COMINAR LES RIVIERES SHOPPING CENTRE	CENTRE LES RIVIERES 4225, BOUL DES FORGES TROIS-RIVIERES QC G8Y 1W2	0.00	0.00	0.00
64	COMMISSION DES NORMES DU TRAVAIL Attn: STEPHANIE FAVREAU	500, BOD RENE-LEVESQUE O. 26E ETAGE MONTREAL QC H2Z 2A5	0.00	0.00	0.00
65	CONCUR TECHNOLOGIES INC	CO 913190 PO BOX 4090 STN A TORONTO ON M5W 0E9	950.15	0.00	950.15
66	CONNECTALK	250 - 571, BLD LEBEAU SAINT LAURENT QC H4N 1S2	22,592.59	0.00	22,592.59
67	CONVOYEURS DUGAS INC	202 NOTRE DAME L EPIPHANIE QC J5X 2W4	1,151.74	0.00	1,151.74
68	COOKSTOWN HOLDINGS LTD COOKSTOWN OUTLET MALL	C/O RIOCAN MANAGEMENT INC. 3311 SIMCOE ROAD, #89, BOX A-7 COOKSTOWN ON L0L 1L0	0.00	0.00	0.00
69	CORIUM	3233 AVENUE JEAN-BERAUD LAVAL QC H7T 2L2	1,278.52	0.00	1,278.52
70	CORLITE INC.	4953 BLD COTE VERTU ST-LAURENT QC H4S 1E1	147,113.25	0.00	147,113.25
71	CORPORATE EXPRESS CANADA INC.	STAPLES CANADA INC.M9042 P.O. BOX 11714 SUCC. CENTRE-VILLE MONTREAL QC H3C 6M6	16,881.40	0.00	16,881.40
72	CORPORATION CITY OF NEW WESTMINSTER	511 ROAYL AVENUE NEW WESTMINSTER BC V3L 1H9	1,442.88	0.00	1,442.88
73	COUNTER INTELLIGENCE MERCHANDISING	1 - 333 NORTH RIVERMEDE RD CONCORD ON L4K 3N7	9,060.45	0.00	9,060.45
74	CREATIONS ROBO, INC	1205 LOUVAIN OUEST MONTREAL QC H4N 1G6	6,879.51	0.00	6,879.51
75	CREATIONS ROYALHOUSE	10635 RUE RACETTE MONTREAL QC H1G5H3	4,024.13	0.00	4,024.13
76	CREIT MANAGEMENT LP MEGAEENTRE DUPLESSIS,	602 - 1010 SHERBROOKE STREET WEST MONTREAL QC H3A 2R7	0.00	0.00	0.00
77	CRITEO CORP *	411 HIGH ST. PALO ALTO CA 94301 USA	10,657.04	0.00	10,657.04
78	CRITES RIDDELL BASICS	2965 AVENUE DOLLARD LASALLE QC H8N 2J8	13,468.73	0.00	13,468.73
79	CRYSTAL FINANCIAL SPV LLC	TWO INT'L PLACE 17TH FLOOR BOSTON MA 02110 USA	77,099.55	0.00	77,099.55
80	DALLAIRE CONSULTANTS	31 DESAULNIERS SAINT-LAMBERT QC J4P 1L7	1,379.70	0.00	1,379.70
81	DALLAIRE CONSULTANTS	31 DESAULNIERS SAINT-LAMBERT QC J4P 1L7	459.90	0.00	459.90
82	DAMA CONSTRUCTION	117 AV LINDSAY DORVAL QC H9P 2S6	355,221.83	0.00	355,221.83
83	DARTMOUTH CROSSING LTD AND DARTMOUTH CROSSING 2 LTD	1 - 2851 JOHN STREET MARKHAM ON L3R 5R7	0.00	0.00	0.00

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Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
84	DARTMOUTH CROSSING LTD AND DARTMOUTH CROSSING 2 LTD	34 LOGIEALMOND CLOSE DARTMOUTH NS B3B 0C8	0.00	0.00	0.00
85	DELCOURT FASHION INTERNATIONAL	PENNINGWEG 110 1507DH ZAANDAM NETHERLANDS - The Netherlands	8,556.12	0.00	8,556.12
86	DELMAR	10636 COTE DE LIESSE MONTREAL QC H8T 1A5	250.00	0.00	250.00
87	DEVONSHIRE MALL LIMITED DEVONSHIRE MALL	3100 HOWARD AVENUE WINDSOR ON N8X 3Y8	0.00	0.00	0.00
88	DHL EXPRESS (CANADA) LTD	C/O RMS BANKRUPTCY RECOVERY SERVICES P.O. BOX 5126 TIMONIUM MD 21094 USA	39,170.12	0.00	39,170.12
89	DIRECT ENERGY REGULATED SERV.	P.O. BOX 2427 EDMONTON AB T5J 2R4	98.58	0.00	98.58
90	DRAKKAR ET ASSOCIES	780 AV BREWSTER STE 03-200 MONTREAL QC H4C 2K1	37,821.61	0.00	37,821.61
91	DSS 2002 IND.DE CONFECCAO LDA.	PARQUE INDUSTRIAL DE S. VERISSIMO PORTUGAL - PORTUGAL	13,482.60	0.00	13,482.60
92	EBAY ENTERPRISE	P.O. BOX 204113 DALLAS TX 75320 USA	37,254.36	0.00	37,254.36
93	ECO ENTREPRISES QUEBEC	600 - 1600 BLVD RENE LEVESQUE O. MONTREAL QC H3H 1P9	912.51	0.00	912.51
94	E-COM STUDIO	201- 5570 RUE CARTIER MONTREAL QC H2H 1X9	4,599.00	0.00	4,599.00
95	EDGE COMPANY	PAMPUSLAAN 76-82 WEEPS, 1382JR NL	4,709.14	0.00	4,709.14
96	ELITE PERSONNEL	7171 TORBRAM ROAD MISSISSAUGA ON L4T 3W4	161.36	0.00	161.36
97	ELITE RETAIL SOLUTION INC	703 - 1155 ROBSON STREET VANCOUVER BC V6E 1B5	161.36	0.00	161.36
98	ELTEC ELEVATOR LTD	827 3RD ST. W. NORTH VANCOUVER BC V7P 3K7	472.50	0.00	472.50
99	EMC CORPORATION OF CDA	POSTAL STATION A PO BOX 4573 DEPT 9 TORONTO ON M5W 4V4	2,365.04	0.00	2,365.04
100	EMPLOYEES	1981 MCGILL COLLEGE MONTREAL QC H3A 0G6	4,226,796.00	0.00	4,226,796.00
101	ENBRIDGE	P.O. BOX 644 SCARBOROUGH ON M1K 5H1	681.09	0.00	681.09
102	ENERGIE NB POWER	P.O. BOX 2000 CARAQUET NB E1W 1C1	1,366.21	0.00	1,366.21
103	ENMAX	PO BOX 2900 STN M CALGARY AB T2P 3A7	48.49	0.00	48.49
104	ENMAX ENCOMPASS INC. Attn: DINA DIRADIO	1565 27 AVE CALGARY Calgary AB T2E 8Y2	0.00	0.00	0.00
105	EN-PRO INTERNATIONAL INC.	174 SIMCOE ST. NORTH OSHAWA ON L1G 4S9	5,748.76	0.00	5,748.76
106	ENSEIGNES ALCONEON	3195 BD DES ENTREPRISES TERREBONNE QC J6X 4J9	76,930.24	0.00	76,930.24

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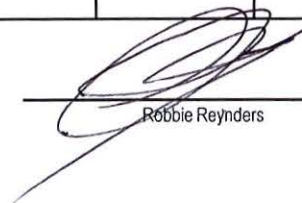
List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
107	ENWIN UTILITIES	P.O. BOX 1625 STATION A WINDSOR ON N9A 5T7	1,058.48	0.00	1,058.48
108	EPCOR	P.O. BOX 500 EDMONTON AB T5J 3Y3	6,744.13	0.00	6,744.13
109	EQUIPEMENTS G.N. JOHNSTON	5990 AVEBURY ROAD MISSISSAUGA ON L5R 3R2	2,123.10	0.00	2,123.10
110	EXCELLENT SIGNS AND DISPLAYS	2736 DINGMAN DRIVE LONDON ON N6N 1G4	384.20	0.00	384.20
111	FAIRVIEW PARK LEASEHOLDS INC, LESSOR UNIT NO.K017	C/O THE CADILLAC FAIRVIEW CORP.LTD 20 QUEEN STREET WEST TORONTO ON M5H 3R4	0.00	0.00	0.00
112	FAIRVIEW POINTE-CLAIRE LEASEHOLDS INC FAIRVIEW POINTE-CLAIRE	C/O THE CADILLAC FAIRVIEW CORP LTD 20 QUEEN STREET WEST TORONTO ON M5H 3R4	0.00	0.00	0.00
113	FATEKS GIYIM SAN.VE TIC. AS Attn: Sonay Ozturk	Esenyurt Dogan Arasil Cad., Ardiçli Mah. 804.Sok. No: 5 IstANBUL - 34538 TURKEY	0.00	0.00	0.00
114	FIRST QUEENSBOROUGH SHOPPING CENTRES LIMITED 805 BOYD STREET, UNIT E180	100 - 700 APPLEWOOD CRESCENT VAUGHAN ON L4K 5X3	0.00	0.00	0.00
115	FOR KIDS SAKE FASHION LTD.	150 MARCEL LAURIN ST-LAURENT QC H4P 2J5	21,366.95	0.00	21,366.95
116	FORMATION CC 7585292 CDA INC	200 - 188 ST FRANCOIS XAVIER DELSON QC J6B 1X9	1,635.82	0.00	1,635.82
117	FORTIS BC	P.O. BOX 6666 STATION TERMINAL VANCOUVER BC V6B 6M9	988.45	0.00	988.45
118	FRANCOIS KASSAB M.D. INC.	210 - 900 BOUL DU SEMINAIRE N SAINT JEAN SUR RICHELIEU QC J3A 1C3	402.41	0.00	402.41
119	FRANCOIS KASSAB MD I	210 - 900 BLD DU SEMINAIRE N SAINT JEAN SUR RICHELIEU QC J3A 1C3	402.41	0.00	402.41
120	FTQ, U.E.S. SECTION LOCALE 800	20 BOUL. DE MAISONNEUVE MONTREAL QC H2X 1Z3	0.00	0.00	0.00
121	G & G SALES	295 - 1951 GLEN DRIVE VANCOUVER BC V6A 4J6	0.00	0.00	0.00
122	G. MORETTI S.R.L.	VIA BRUNO BUOZZI N.1-B 50058 FIRENZE - 50058 ITALY	22,588.56	0.00	22,588.56
123	G.N. JOHNSON EQUIPMENT CO. LTD Attn: YVON TOUCHETTE	YVON TURCHETTE 5900 AVEBURY RD. MISSISSAUGA ON L5R 3R2	0.00	0.00	0.00
124	G4S SECURE SOLUTIONS (CDA) LTD	PO BOX 405 DON MILLS STN 70 WYNFORD DRIVE TORONTO ON M3C 2T2	7,730.91	0.00	7,730.91
125	GAZIFERE	706, BOULEVARD GREBER GATINEAU QC J8V 3P8	151.85	0.00	151.85
126	GE CAPITAL *	201 MERRIT 7 NORWALK CT 06856 5201 USA	81,452.44	0.00	81,452.44
127	GEMMAR SYSTEMS INTERNATIONAL	11450 COTE-DE-LIESSE DORVAL QC H9P 1A9	15,812.37	0.00	15,812.37
128	GENERATRICE DRUMMOND	2997 WATT QUEBEC QC G1X 3W1	427.12	0.00	427.12

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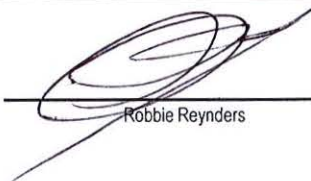
List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
129	GERONIMO BV	INDUSTRIEWEG 10 NETHERLANDS - The Netherlands	14,922.20	0.00	14,922.20
130	GILLIS, CRAIG	123 GAMBLE AVENUE TORONTO ON M4J 2P2	0.00	0.00	0.00
131	GK SERVICES	816 JOHN COUNTER BLVD KINGSTON ON K7K 2R1	59.04	0.00	59.04
132	GORES	9800 WILSHIRE BLVD. Beverly Hills CA 90212 USA	287,723.12	0.00	287,723.12
133	GROSS MODA	DRIEBERGSESTRAATWEG 9, 3941 ZS DORAN - - NETHERLANDS	0.00	0.00	0.00
134	GUILDFORD TOWN CTRE LTD PARTNERSHIP UNIT 2014, GUILFORD CTRE	300 - 95 WELLINGTON ST.WEST TORONTO ON M5J 2R2	0.00	0.00	0.00
135	GUILFORD TOWN CTRE LTD PARTNERSHIP UNIT 2014, GUILFORD CTRE	2695 GUILFORD TOWN CTR SURREY BC V3R 7C1	0.00	0.00	0.00
136	GUNNEBO CANADA INC.	9 VAN DER GRAAF COURT BRAMPTON ON L6T 5E5	7,145.76	0.00	7,145.76
137	GUY HUBERT ET ASSOCIES INC	210 - 80 RUE ST LAURENT O. LONGUEUIL QC J4H 1L8	27,072.81	0.00	27,072.81
138	GUY MAXANT	8970 MARIE-VICTORIN BROSSARD QC J4X 1A3	4,448.50	0.00	4,448.50
139	HAILI ACCESSORIES COMP. LTD.	BUILDING NO.9 QINGCHUN RD 16-B,C CHANG DI MING YUAN HANGZHOU, 16-b,C - CHINA	8,568.47	0.00	8,568.47
140	HALLMARK AIR CONDITIONING LTD.	#104-17741 65A AVENUE SURREY BC V3S 1Z8	1,153.16	0.00	1,153.16
141	HALTON HILLS SHOPPING CENTRE PARTNERSHIP TORONTO PREMIUM OUTLETS	SIMON PROPERTY GROUP - PREMIUM OUTLET 105 EISENHOWER PARKWAY, 1ST FLOOR ROSELAND NJ 07068 USA	0.00	0.00	0.00
142	HANGERLOGIC INC	7020 ALLARD LASALLE QC H8N 1Y8	3,388.10	0.00	3,388.10
143	HANGZHOU KIMHAIIE TRADING CO LTD	FLOOR 8 SENHE BUS.PLAZA B NO.238 HANGHAI ROAD HANGZHOU ZHEJIANG - CHINA	603.13	0.00	603.13
144	HERITAGE GAS	PARK PLACE 1 PARK PLACE 1 DARTMOUTH ON B3B 1Y2	31.21	0.00	31.21
145	HEWLETT-PACKARD (CDA) CO.	LOCKBOX SUPP.WAREH.DBA CARE PACK PO BOX 57876 STN A TORONTO ON M5W 5M5	1,102.47	0.00	1,102.47
146	HG INTERNATIONAL	3415,14TH AVENUE MARKHAM ON L3R 0H3	218,197.48	0.00	218,197.48
147	HIGH HOPE AGLORY LIMITED Attn: SHEN TING	NO 91 BAI ZIA RD. NANJING ON - CHINA	0.00	0.00	0.00
148	HORIZON UTILITIES CORPORATION Attn: LORI TAYLOR	P.O. BOX 2249 STATION LCD 1 HAMILTON ON L8N 3E4	0.00	0.00	0.00
149	HYDRA SPEC	1081 RUE DE LA PAIX ST-LAZARE QC J7T 2A8	137.97	0.00	137.97
150	HYDRO ONE BRAMPTON	175 SANDALWOOD PARKWAY WEST BRAMPTON ON L7A 1E8	0.00	0.00	0.00

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List "A"
 Unsecured Creditors
 Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
151	HYDRO OTTAWA	P.O.BOX 4483, STATION A TORONTO ON M5W 5Z1	1,955.34	0.00	1,955.34
152	HYDRO QUEBEC	C.P. 11022 SUCC. CENTRE-VILLE MONTREAL QC H3C 4V6	37,691.87	0.00	37,691.87
153	IAN BROWNSTEIN AGENCY	9 COBBLERS COURT WOLFVILLE NS B4P 1H2	10,540.59	0.00	10,540.59
154	IBC SERVICES INC.	121- 433 CHABANEL O MONTREAL QC H2N 2J3	3,023.62	0.00	3,023.62
155	IDX DESIGN + COM	6610 HUTCHISON OUTREMONT QC H2V 4E1	14,297.15	0.00	14,297.15
156	IMAGEWEAR	303 - 1035 - 64TH AVE. S.E. CALGARY AB T2H 2J7	606.17	0.00	606.17
157	IMPRIMERIE LANCTOT	717, ST. PIERRE SUD JOLIETTE QC J6E 8W5	16,094.41	0.00	16,094.41
158	IMPULSE INTERNATIONAL PVT LTD	IMPULSE CORP.TOWER 41 ECHELON INST'L AREA SECTOR 32 GURGAON - 122001	47,362.82	0.00	47,362.82
159	IN STALL CABLING & SOLUTIONS	2-95 UNSWORTH DRIVE HAMILTON ON L8W 2T7	1,079.15	0.00	1,079.15
160	INDUSTRIES CABLEK	1175 TRANSCANADIENNE DORVAL QC H9P 2V3	1,426.74	0.00	1,426.74
161	INNISFIL HYDRO DIST.SYSTEM LTD.	2073 COMMERCE PARK DR INNISFIL ON L9S 4A2	26.13	0.00	26.13
162	INSTALLATION JM	16 DES CEDRES OKA QC J0N 1E0	804.83	0.00	804.83
163	INTERSHOP COMMUNICATIONS AG	INTERSHOP TOWER JENA - 07740 GERMANY	81,608.04	0.00	81,608.04
164	IPSWITCH INC *	PO BOX 3726 NEW YORK NY 10008 3726 USA	5,412.20	0.00	5,412.20
165	IRON MOUNTAIN CANADA CORP.	PO BOX 3527 STATION A TORONTO ON M5W 3G4	15,905.22	0.00	15,905.22
166	IVANHOE CAMBRIDGE II INC METROTOWN CENTRE	1001 SQUARE VICTORIA, SUITE C-500 MONTREAL QC H2Z 2B5	0.00	0.00	0.00
167	IVANHOE CAMBRIDGE INC BAYSHORE SHOPPING CENTRE	BAYSHORE SHOPPING CENTRE LIMITED AND KS BAYSHORE INC 1001 SQUARE VICTORIA, SUITE C-500 MONTREAL QC H2Z 2B5	0.00	0.00	0.00
168	IVANHOE CAMBRIDGE INC. CROSSIRON MILLS	95 WELLINGTON ST. W., SUITE 300 Toronto ON M5J 2R2	0.00	0.00	0.00
169	IVANHOE CAMBRIDGE INC. PLACE MONTREAL TRUST	413 ST-JACQUES STREET MONTREAL QC H2Y 3Z4	0.00	0.00	0.00
170	IVANHOE CAMBRIDGE OUTLET COLL.STORE 309 AND PREM.#	300 - 95 WELLINGTON ST. W. TORONTO ON M5J 2R2	0.00	0.00	0.00
171	JARDINE LLOYD THOMPSON CANADA	BOX 3, 800-55 UNIVERSITY AVE TORONTO ON M5J 2H7	68.33	0.00	68.33
172	JESSWOOD PACKAGING INC	84H BD BRUNSWICK DOLLARD-DES-ORMEAUX QC H9B 2C5	37,814.71	0.00	37,814.71
173	JILLY'S CLOTHING CORPORATION	2770 DUFFERIN ST SUITE 216 TORONTO ON M6B 3R7	0.00	0.00	0.00

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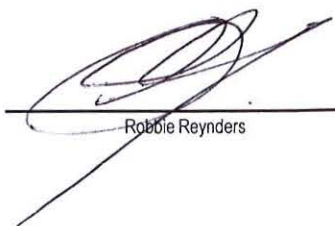
List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
174	JOY HOPE INT'L LIMITED	SUITE 1016 10/F CHINACHEM GOLDEN PLAZA 77 MODY RD TSIMSHATSUI EAST KOWLOON - HONGKONG	16,994.44	0.00	16,994.44
175	KANATA ENTERTAINMENT HOLDINGS INC. UNIT #J2, 655 KANATA	1002 - 10 DUNDAS ST.EAST TORONTO ON M5B 2G9	0.00	0.00	0.00
176	KANATA ENTERTAINMENT HOLDINGS INC. UNIT #J2, 655 KANATA VE	C/O PENEQUITY MGMT CORP 400-370 KING ST, PO BOX 25 TORONTO ON M5V 1J9	0.00	0.00	0.00
177	KAY EXPORTS *	2544/II - 3701/S GHEE MANDI GATE AMRITSAR - INDIA	5,618.14	0.00	5,618.14
178	KCAP KINGSTON INC. LESSOR UNIT B7	C/O KNIGHTSTONE CAPITAL MGMT 1001 - 45 ST.CLAIR AVE. WEST TORONTO ON M4V 1K9	0.00	0.00	0.00
179	KEYSTONE FABRICIATIONS PLASTIQUES Attn: NICOLE MOUGEL	1550 DE COULOMBE SUITE A BOUCHERVILLE QC J4B 7Z7	0.00	0.00	0.00
180	KINESSAR Attn: oDE	800-615 BOUL LRENE LEVQUE O. MONTREAL QC H3B 1P5	0.00	0.00	0.00
181	KITCHENER HYDRO Attn: MALORY GRAY	MALORY GRAY 301 VICTORIA ST S. P.O. BOX 9021 KITCHENER ON N2G 4P1	0.00	0.00	0.00
182	KOSTROMA LIMITED *	ROOM 1010, 10TH FL HOUSTON CTR 63 MODY RD TSIMSHATSUI EAST KOWLOON - HONGKONG	14,259.37	0.00	14,259.37
183	KOWSAR HOLDING LTD., LESSOR SOUTH POINT EXCH. UNIT 920	C/O SDM REALTY ADVISORS LTD 520 - 1040 WEST GEORGIA ST., BOX 3 VANCOUVER BC V6E 4H1	0.00	0.00	0.00
184	KS VILLAGE (MILLSTREAM) INC., LESSOR 2401A MILLSTREAM ROAD, UNIT 121	668 - 1199 WEST PENDER ST. VANCOUVER BC V6E 2R1	0.00	0.00	0.00
185	KWAI YEN CHAN AND YIU HING CHAN	TUNG PO ENT-KWAI YEN CHAN 2938 WEST KING EDWARD AVE VANCOUVER BC V6L 1T9	0.00	0.00	0.00
186	LA CO. EMPIRE CROCKERY INC.	5435 FERRIER MONTREAL QC H4P1M5	1,337.90	0.00	1,337.90
187	LAGUNA CLOTHING PVT LTD	BM ROAD NH-209, KANAKAPURA TALUK NO 143/2 KALEGOWDANA DODDI KANAKAPURA - 562 117 INDIA	52,530.83	0.00	52,530.83
188	LANDES CANADA INC. Attn: Michelle O'Brien	400 RUE ST-VALLIER GRANBY QC J2G 7Y4	0.00	0.00	0.00
189	LANDLORDS DAMAGES (ESTIMATE)	- --	46,300,000.00	0.00	46,300,000.00
190	LE CARREFOUR LAVAL LEASEHOLDS INC. Attn: ATTN: EXECUTIVE VICE-PRESIDENT, NATIONAL PROPERTY OPERATIONS CARREFOUR LAVAL	20 QUEEN ST. W, 5TH FLOOR Toronto ON M5H 3R4	0.00	0.00	0.00
191	LE GROUPE ROUSSEL-AIR INC	2, FRANCHIMONT ST. BLAINVILLE QC J7B 1S9	31,372.01	0.00	31,372.01
192	LES ALARMES SECURPLUS	7535 HENRI-BOURASSA EST MONTREAL QC H1E 1N9	472.90	0.00	472.90

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Date


 Robbie Reynders

District of: Quebec
 Division No. 01 - Montréal
 Court No. 500-11-047847-146
 Estate No. 41-1938986

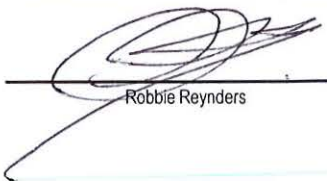
FORM 78 -- Continued

List "A"
 Unsecured Creditors
 Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
193	LES GALERIES D'ANJOU LEASEHOLDS INC. Attn: ATTN: EXECUTIVE VICE-PRESIDENT, NATIONAL PROPERTY OPERATIONS LES GALERIES D'ANJOU	20 QUEEN STREET W., 5TH FL Toronto QC M5H 3R4	0.00	0.00	0.00
194	LES GALERIES DE LA CAPITALE HOLDINGS INC GALERIE DE LA CAPITALE	1200 - 40 UNIVERSITY AVENUE TORONTO ON M5J 1T1	0.00	0.00	0.00
195	LES PRODUITS MIROPAC	102 - 310 ST-FRANCOIS-XAVIER DELSON QC J5B 1Y1	156,629.76	0.00	156,629.76
196	LES PROMENADES ST-BRUNO LEASEHOLDS INC. Attn: ATTN: EXECUTIVE VICE-PRESIDENT, NATIONAL PROPERTY OPERATIONS LES PROMENADES ST BRUNO	20 QUEEN ST. W, 5TH FL Toronto ON M5H 3R4	0.00	0.00	0.00
197	LES RIVIERES SHOPPING CTRE LTD UNIT L7, 4225 DES FORGES BLVD, T	SUITE C-500 1001 SQUARE VICTORIA MONTREAL QC H2Z 2B5	0.00	0.00	0.00
198	LES SERVICES G&K (QC) INC.	8400, 19E AVENUE MONTREAL QC H1Z 4J3	1,922.20	0.00	1,922.20
199	LF CENTENNIAL PTE LTD	#03-08 BLOCK A 10, RAEBURN PARK SINGAPORE - 088702 SINGAPORE	7,841,419.77	0.00	7,841,419.77
200	LIAONING TIMES BESTEX TRAD.CO., LTD Attn: TOBIAS GEERTSMA	6TH FLOOR TIMES BUILDING NO 7 DALIAN - 116001 CHINA	48,691.72	0.00	48,691.72
201	LIBERTY AND ASSOCIATES INC	29 HOLTON AVE WESTMOUNT QC H3Y 2E9	1,416.49	0.00	1,416.49
202	LIFESTYLE TRIMCO VIAGGIO Attn: LLOYD KEILSON	LLOYD KEILSON 323 MALTA STREET BROOKLYN NY 11207 USA	0.00	0.00	0.00
203	LINDA FORBES ENTERPRISES	217 - 1868 GLENN DR Vancouver BC V6A 4K4	8,162.65	0.00	8,162.65
204	LITHO MILLES-ILES LTEE	355 GEORGE VI TERREBONNE QC J6Y 1N9	2,893.19	0.00	2,893.19
205	LOCATION DICKIE MOORE	4955 CHEMIN SAINT-FRANCOIS ST-LAURENT QC H4S 1P3	431.16	0.00	431.16
206	LUMEN	C.P. 295 SUCC. PTE-CLAIRE POINTE CLAIRE QC H9R 4N9	10,246.18	0.00	10,246.18
207	MANHATTAN LTD.	UNIT 1001-1002, 10/F NANYANG PLAZA 57 HUNG TO RD, KWUN TONG KOWLOON - HONGKONG	115,830.05	0.00	115,830.05
208	MANITOBA HYDRO	P.O. BOX 7900 STATION MAIN WINNIPEG MB R3C 5R1	283.31	0.00	283.31
209	MANNINGTON*	FILE 96261 PO BOX 96261 CHICAGO IL 60693 USA	24,182.93	0.00	24,182.93
210	MANPOWER	PO BOX 4277 STN A TORONTO ON M5W 5W1	1,432.58	0.00	1,432.58
211	MANTERO SETA SPA	VIA A VOLTA 74 COMO - 22100 ITALY	17,755.30	0.00	17,755.30
212	MARIE CLAUDE BELLEMARE	ST 117 905 HODGE ST LAURENT QC H4N 2B3	360.00	0.00	360.00
213	MARIE CLAUDE PAQUETTE	2970 RUE DU TRIANON APT 404 MONTREAL QC H3N 1W6	0.00	0.00	0.00

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District of: Quebec
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FORM 78 -- Continued

List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
214	MARIE SAINT-AMOUR, ATTORNEY	620 - 4060 ST.CATHERINE ST. W. MONTREAL QC H3Z 2Z3	14,794.97	0.00	14,794.97
215	MARKET MALL LEASEHOLDS INC	C/O THE CADILLAC FAIRVIEW CORP LTD 20 QUEEN STREET WEST, 5TH FLOOR TORONTO ON M5H 3R4	0.00	0.00	0.00
216	MBL-MULTI-SERVICES	2807 AVENUE BOURQUE MSCOUCHE QC J7K 4C5	21,016.18	0.00	21,016.18
217	MEDIA DE CAISSES ENREG. INC	9580 BLD GOUIN O. MONTREAL QC H8Y 1R3	8,922.65	0.00	8,922.65
218	MERCER	C.P. 12554 SUCC. CENTRE-VILLE MONTREAL QC H3C 6R1	4,938.10	0.00	4,938.10
219	METROLAND COMMUNITY NEWSPAPERS	3125 WOLFDAL ROAD MISSISSAUGA ON L5C 1W1	8,788.50	0.00	8,788.50
220	MEXX EUROPE	JOHAN HUIZINGALAAN 400, POSTBUS 90092 AMSTERDAM - 100 GBB NETHERLANDS	38,600,000.00	0.00	38,600,000.00
221	MEXX LIFESTLYE BV	JOHAN HUIZINGALAAN 400, POSTBUS 90092 AMSTERDAM 100 GBB NETHERLANDS	42,700,000.00	0.00	42,700,000.00
222	MICRO-INFORMA	3215 PITFIELD ST-LAURENT QC H4S 1H3	27,374.03	0.00	27,374.03
223	MIDTOWN PLAZA INC MIDTOWN PLAZA	C/O 20 VIC MANAGEMENT INC 300 - ONE QUEEN STREET EAST TORONTO ON M5C 2W5	0.00	0.00	0.00
224	MIL-IDEE INC	9855 RUE MEILLEUR MONTREAL QC H3L 3J6	86,730.03	0.00	86,730.03
225	MILLER THOMSON LLP	3700 - 1000 DE LA GAUCHETIERE ST. W. MONTREAL QC H3B 4W5	12,394.31	0.00	12,394.31
226	MINISTRY OF FINANCE B.C. Attn: MICHAEL SHISKIN	P.O. BOX 9445 STN PROV., VICTORIA BC V8W 9V5	0.00	0.00	0.00
227	MINORONZONI SRL Attn: E FERMI	PONTE SAN PIETRO 24036 BERGAMO ITALY -	20,012.05	0.00	20,012.05
228	MINOROZONI S.R.L.	C/O MASCALI STUDIO LEGALE 21/A 24121 BERGAMI - ITALY	0.00	0.00	0.00
229	MIRABEL OUTLET CENTER GENERAL PARTNERSHIP MONTREAL PREMIUM OUTLETS	C/O SIMON PROPERTY GROUP - PREMIUM OUTLETS 105 EISENHOWER PARKWAY, 1ST FLOOR ROSELAND NJ 07068 USA	0.00	0.00	0.00
230	MOBILFLEX	1175 CH INDUSTRIEL SIANT NICOLAS QC G7A 1B2	373.67	0.00	373.67
231	MONTEZ HILLCREST INC AND HILLCREST HOLDINGS INC HILLCREST MALL	OXFORD PROPERTIES GROUP 200 - 200 BAY STREET TORONTO ON M5J 2J2	0.00	0.00	0.00
232	MORGUARD INVESTMENTS INC ST-LAURENT SHOPPING CENTRE	C/O 713949 ONTARIO LIMITED 1200, BOUL ST-LAURENT, BOX 199 OTTAWA ON K1K 3B8	0.00	0.00	0.00
233	MORNEAU SHEPELL LTD	P.O. BOX 11503 SUCC. CENTREVILLE MONTREAL QC H3C 5N7	9,312.98	0.00	9,312.98
234	MTS ALLSTREAM INC	P O BOX 7500 WINNIPEG MB R3C 3B5	749.02	0.00	749.02

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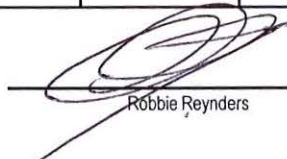
List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
235	MULTIBAG IMPORTS INC.	200 - 5653 PARE MONTREAL QC H4P 1S1	37,075.44	0.00	37,075.44
236	M-WISE RETAIL BASED	ENTREPOTDOK 52 AMSTERDAM 1018AD - The Netherlands	23,350.97	0.00	23,350.97
237	MYDEL COURIER	3490 RUE ASHBY ST-LAURENT QC H4R 2C1	491.60	0.00	491.60
238	NAVITAS BUSINESS INTELLIGENCE INC	117 RIVER GLEN BLVD OAKVILLE ON L6H5Z5	41,810.00	0.00	41,810.00
239	NEOPEAK INTERNET SOLUTIONS INC	110 ROLTELETS DELSON QC J5B 2K6	431.15	0.00	431.15
240	NEOPOST CANADA LTD	150 STEELCASE ROAD W. MARKHAM ON L3R 3J9	4,270.18	0.00	4,270.18
241	NEWMARKET HYDRO LTD. NEWMARKETHYDRO	590 STEVEN COURT NEW MARKET ON L3Y 6Z2	25.39	0.00	25.39
242	NIAGARA ON THE LAKE	8 HENEGAN RD BOX 460 VIRGIL ON L0S 1T0	216.10	0.00	216.10
243	NORTEK MECHANICAL SERVICES	1350 QUEEN ST. W. BRAMPTON ON L6X 0B2	23,258.47	0.00	23,258.47
244	NORTH AMERICAN (BOUCHERVILLE) CORP. & CREIT (BOUCHERVILLE) CARREFOUR RIVE SUD BOUCHERVILLE	GP LIMITED 2851 JOHN STREET, SUITE ONE Markham ON L3R 5R7	0.00	0.00	0.00
245	NUMBERLY Attn: CECILE ROSSET	33 W 19TH STREET NEW YORK NY 10011 USA	0.00	0.00	0.00
246	OAKVILLE HYDRO ELECT.	PO BOX 1900 OAKVILLE ON L6J 5E3	2,474.24	0.00	2,474.24
247	OAKVILLE PLACE HOLDINGS INC OAKVILLE PLACE, UNIT 119	900 - 1, ADELAIDE STREET EAST P O BOX 194 TORONTO ON M5C 2V9	0.00	0.00	0.00
248	OBJECTIF LUNE	500 - 2030 BOUL.PIE-IX MONTREAL QC H1V 2C8	1,977.57	0.00	1,977.57
249	OMNIPLAST	5350 RAMSEY ST HUBERT QC J3Y 2S4	35,211.70	0.00	35,211.70
250	ONTREA INC AND IVANHOE CAMBRIDGE II INC RICHMOND CENTRE	C/O THE CADILLAC FAIRVIEW CORP LTD 20 QUEEN STREET WEST, 5TH FLOOR TORONTO ON M5H 3R4	0.00	0.00	0.00
251	ONTREA INC POLO PARK SHOPOPING CENTRE	C/O THE CADILLAC FAIRVIEW CORP LTD 20 QUEEN STREET WEST, 5TH FLOOR TORONTO ON M5H 3R4	0.00	0.00	0.00
252	ONTREA INC.,LESSOR CHINOOK CTRE,STORE 0271A	C/O THE CADILLAC FAIRVIEW CORP.LTD 20 QUEEN ST.W.,5TH FL. TORONTO ON M5H 3R4	0.00	0.00	0.00
253	OPEN TEXT/GXS	275 FRANK TOMPA DRIVE WATERLOO ON N2L 0A1	867.44	0.00	867.44
254	OPTIMA SANTE GLOBALE	7647 RUE ST-HUBERT MONTREAL QC H2R 2N7	6,516.16	0.00	6,516.16
255	ORCHARD PARK SHOPPING CTR HOLDINGS UNIT NO 1524	PO BOX 194 900 - 1 ADELAIDE ST. EAST TORONTO ON M5C 2V9	0.00	0.00	0.00
256	ORLANDO CORPORATION MEXX HEARTLAND TOWN CENTER	6205 AIRPORT ROAD, 5TH FL Mississauga ON L4V 1E3	0.00	0.00	0.00

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List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
257	OSHAWA CENTRE HOLDINGS INC. OSHAWA CENTRE, UNIT 2531A	300 - 95 WELLINGTON STREET WEST TORONTO ON M5J 2R2	0.00	0.00	0.00
258	OSHAWA PUC NETWORKS INC. OSHAWAPUC	100 SIMCOE STREET SOUTH OSHAWA ON L1H 7M7	2,257.25	0.00	2,257.25
259	OTTAWA POLICE SERVICE	PO/CP 9634 STATION T OTTAWA ON K1G 6H5	135.00	0.00	135.00
260	OUTSOURCED PROGRAM MANAGEMENT	200 - 500 JEAN-TALON W. MONTREAL QC H4P 1W9	3,640.20	0.00	3,640.20
261	OWP BRILLEN GMBH	SPITALHOFSTRASSE 94 PASSAU - 94032 GERMANY	2,418.56	0.00	2,418.56
262	OXFORD PROP.GR.INC.AND CPP INV. REAL ESTATE EDMONTON CTRE W.UNIT D213	ROYAL BANK PLAZA, NORTH TOWER 900 - 200 BAY STREET TORONTO ON M5J 2J2	0.00	0.00	0.00
263	OXFORD PROPERTIES RETAIL HOLDINGS II INC UPPER CANADA MALL	ROYAL BANK PLAZA, NORTH TOWER 900 - 200 BAY STREET TORONTO ON M5J 2J2	0.00	0.00	0.00
264	PACIFIC CENTRE LEASEHOLDS LIMITED PACIFIC CENTRE, STORE #0001D	C/O THE CADILLAC FAIRVIEW CORP LTD 20 QUEEN STREET WEST, 5TH FLOOR TORONTO O M5H 3R4	0.00	0.00	0.00
265	PAPILLON ENTERPRISES	135 MOZART D.D.O. QUEBEC QC H9G 3A2	1,609.65	0.00	1,609.65
266	PEDROSA & RODRIGUES S.A	C/O GLOBAL DEBT SOLUTIONS 120-2295 CORPORATE BLVDE.NW BOCA RATON FL 33431 USA	16,842.49	0.00	16,842.49
267	PEPIN, MARIE CLAUDE	9357 MILLENE MONTREAL QC H2M 1X1	170.00	0.00	170.00
268	PERMIT WORLD	12 ROCK AVENUE UNIT B KITCHENER ON N2M 2P1	1,888.88	0.00	1,888.88
269	PETER'S HANDYMAN SERV.INC	4681 BOND ST. BURNABY BC V5H 1G7	2,782.50	0.00	2,782.50
270	PLACE DU ROYAUME INC PLACE DU ROYAUME	900 - 1, ADELAIDE STREET WEST P O BOX 194 TORONTO ON M5C 2V9	0.00	0.00	0.00
271	PLACE LAURIER HOLDINGS PLACE LAURIER	CHAMPLAIN BUILDING 1000 - 2700, BOUL LAURIER SAINTE-FOY QC G1V 4J9	0.00	0.00	0.00
272	PLACE ROSEMERE INC PLACE ROSEMERE SHOPPING CENTRE	55 CITY CENTRE DRIVE MISSISSAUGA ON L5B 1M3	0.00	0.00	0.00
273	PLANTERRA LTD	2275 CHEMIN ST-FRANCOIS DORVAL QC H9P 1K3	653.04	0.00	653.04
274	PRESENT	5255 BD HENRI BOURASSA O MONTREAL QC H4R 2M6	14,192.95	0.00	14,192.95
275	PRISMA CONSTRUCTION	124 RUE MCGILL SUITE 300 MONTREAL QC H2Y 2E5	907,964.54	0.00	907,964.54
276	PRODUIT DECORATIFS OMNI	3455 AVENUE DU PARC MONTREAL QC H2X 2H6	1,734.05	0.00	1,734.05
277	PROFLECT	5124 RUE JARRY EST. MONTREAL QC H1R 1Y4	3,717.74	0.00	3,717.74
278	PROFORMA	P.O. BOX 57558 STATION A TORONTO ON M5W 5M5	72,514.64	0.00	72,514.64

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List "A"
 Unsecured Creditors
 Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
279	PROPERTY MANAGER, QUARTIER DIX30 MANAGEMENT LP QUARTIER DIX30	210 - 9160, BOUL LEDUC BROSSARD QC J4Y 0E3	0.00	0.00	0.00
280	PROTECTION INCENDIE VIKING INC	1885 BOUL. LEON HARMEL QUEBEC QC G1N 4K4	17,406.47	0.00	17,406.47
281	PROTECTION INCENDIE VIKING INC.	FRANCE GARNEAU 3005 PITFILED ST-LAURENT QC H4S 1H4	0.00	0.00	0.00
282	PROVINCE OF BRITISH COLUMBIA Attn: MICHAEL SHISKIN	P.O. BOX 9445 STN PROV GOVT VICTORIA BC V8W 9V5	0.00	0.00	0.00
283	PROXIMITY BBDO	2 BLOOR ST. W. 29TH FLOOR TORONTO ON M4W 3R6	18,588.50	0.00	18,588.50
284	PULERO, M. AND C., LDA.	RUA PORTUZELO CARAPECOS BARCELOS - 4750 389 PORTUGAL	14,554.22	0.00	14,554.22
285	PUROLATOR INC.	ETOBICOKE POSTAL STATION A PO BOX 1100 ETOBICOKE ON M9C 5K2	327,263.33	0.00	327,263.33
286	QUADRANT COSMETICS CORP	1491 YONGE ST. TORONTO ON M4T 1Z4	24,333.75	0.00	24,333.75
287	QUANTUM	800-2000 MCGILL COLLEGE AVE. MONTREAL QC H3A 3H3	38,898.89	0.00	38,898.89
288	QUICK X TRANSPORT.0102840	151 REVERCHON STREET POINTE CLAIRE PQ H9P 1K1	2,387.03	0.00	2,387.03
289	R N OSWAL HOSIERY FACTORY	CIRCULAR ROAD SHIVPURI LUDHIANA - 141008 INDIA	509.11	0.00	509.11
290	RAFFAELLO BETTINI SRL	50058 SIGNA (FIRENZE) ITALY VIA ROMA, 113 - ITALY	8,712.79	0.00	8,712.79
291	RAVINE EQUITIES INC., LESSOR CRU4, 3500 UPTOWN BLVD UNIT 107	55 CITY CENTRE DRIVE MISSISSAUGA ON L5B 1M3	0.00	0.00	0.00
292	RCI ENVIRONNEMENT INC	9501 BOUL RAY LAWSON ANJOU QC H1J 1L4	667.76	0.00	667.76
293	RCM ARCHITECTURAL	127 DU VIEUX MOULIN C.P. 210 ST ISIDORE QC G0S 2S0	406,316.63	0.00	406,316.63
294	REGIONAL OPERATIONS MANAGER	ADMINISTRATION OFFICE 1500 MCGILL COLLEGE AVE., LEVEL 5 MONTREAL QC H3A 3J6	0.00	0.00	0.00
295	REGULVAR	1985 BOUL INDUSTRIEL LAVAL QC H7S 1P6	718.59	0.00	718.59
296	REMCO FORWARDING LIMITED	1 WILKINSON ROAD BRAMPTON ON L6T 4M6	18,559.67	0.00	18,559.67
297	RESOURCE LTD.	MANASTIRSKI LIVADI CHARLES CHAMPEAU STR. 112 1404 SOFIA - BULGARIA	138,350.15	0.00	138,350.15
298	REVENU QUEBEC (GST) 851819284RT0001	RC23CPF, 3E ETAGE 1600, BOUL. RENE-LEVESQUE O. MONTREAL QC H5B 1A5	935,506.93	0.00	935,506.93
299	REVENU QUEBEC (QST) 1218135923TQ0001	RC23CPF, 3E ETAGE 1600, BOUL. RENE-LEVESQUE MONTREAL QC H3H 2V2	410,412.48	0.00	410,412.48

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FORM 78 -- Continued

List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
300	RGIS INVENTORY SPECIALISTS	P.O. BOX 2422 STATION A TORONTO ON M5W 2K6	2,331.75	0.00	2,331.75
301	RICOH CANADA INC	300 - 5520 EXPLORER DRIVE MISSISSAUGA ON L4W 5L1	40,167.16	0.00	40,167.16
302	RIOCAN HOLDINGS INC.,LESSOR SOUTH TRAIL CROSSING, UNIT 87	C/O RIOCAN YONGE ST. EGLINGTON CTRE 500 - 2300 YONGE ST.,PO BOX 2386 TORONTO ON M4P 1E4	0.00	0.00	0.00
303	RIOCAN HOLDINGS INC.,LESSOR GEORGIAN MALL,#NO32	GEORGIAN MALL ADM.OFFICE 509 BAYFIELD STREET BARRIE ON L4M 4Z8	0.00	0.00	0.00
304	RIOCAN HOLDINGS INC.,LESSOR RIOCAN HARDWOOD CTRE, UNIT 4	C/O RIOCAN PROPERTY SERV. 315 - 700 LAWRENCE AVE.W. TORONTO ON M6A 3M4	0.00	0.00	0.00
305	RIOCAN HOLDINGS INC.,LESSOR RIOCAN HARDWOOD NO.4	PO BOX 2386 500 - 2300 YONGE ST. TORONTO ON M4P 1E4	0.00	0.00	0.00
306	RIOCAN HOLDINGS INC.,LESSOR RIOCAN MERIVALE , UNIT 12	RIOCAN (REIT), RIOCAN PROP.SERV. 1239 DONALD STREET OTTAWA ON K1J 8L3	0.00	0.00	0.00
307	RIOCAN MANAGEMENT INC 180 B CHEMIN DU LAC MILLETTE	500 - 7475, BOUL NEWMAN LASALLE QC H8N 1X3	0.00	0.00	0.00
308	RIOCAN MANAGEMENT INC CARREFOUR CHAMPETRE BROMONT	500 - 7475, BOUL NEWMAN LASALLE QC H8N 1X3	0.00	0.00	0.00
309	RIOCAN MANAGEMENT INC MEGA CENTRE NOTRE-DAME	500 - 7475, BOUL NEWMAN LASALLE QC H8N 1X3	0.00	0.00	0.00
310	RIOCAN MANAGEMENT INC OTTAWA TANGER OUTLETS	TANGER OUTLETS OTTAWA 315 - 700 LAWRENCE AVENUE WEST TORONTO ON M6A 3B4	0.00	0.00	0.00
311	RIOCAN MANAGEMENT INC TRINITY COMMON	500 - 2300 YONGE STREET TORONTO ON M4P 1E4	0.00	0.00	0.00
312	RIOCAN MANAGEMENT INC. Attr: RICA TAYLOR	500-2300 YONGE STREET TORONTO ON M4P 1E4	0.00	0.00	0.00
313	RIOCAN MANAGEMENT INC. MEXX COLOSSUS CENTER	2300 YONGE STREET, SUITE 500 Toronto ON M4P 1E4	0.00	0.00	0.00
314	RIOCAN MANAGEMENT INC. RIOCAN LE GASPE	C/O WESTGATE SHOPPING CENTRE 1309 CARLING AVE. Ottawa ON K1Z 7L3	0.00	0.00	0.00
315	RIOCAN PROPERTY SERVICES SOUTH EDMONTON COMMON	14969 STONY PLAIN ROAD EDMONTON AB T5P 4W1	0.00	0.00	0.00
316	RIOCAN REAL ESTATE INVESTMENT TRUST SIGNAL HILL CENTER	500-2300 YONGE ST., PO BOX 2386 Toronto ON M4P 1E4	0.00	0.00	0.00
317	RIOKIM HOLDINGS (LANGLEY POWER CENTRE) INC LANGLEY POWER CENTER	C/O RIOCAN REAL ESTATE INVESTMENT TRUST 500 - 2300 YONGE STREET TORONTO ON M4P 1E4	0.00	0.00	0.00
318	RIOTRIN PROP. (KIRKLAND) INC.,LESSOR UNIT B8	610 - 150 ISABELLA ST. OTTAWA ON K1S 1V7	0.00	0.00	0.00
319	ROBCAN AIR CONDITIONING LTD	19 - 7955 TORBRAM RD BRAMPTON ON L6T 5B9	10,231.02	0.00	10,231.02

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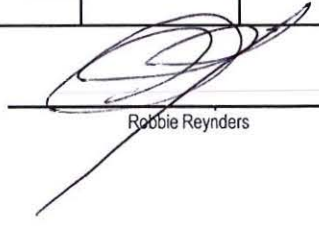
List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
320	S.L.I. SYSTEMS INC	3900 - 268 BUSH STREET San Francisco CA 94104 USA	21,027.65	0.00	21,027.65
321	SALECYCLE INC *	13800 COPPERMINE ROAD HERNDON VA 20171 USA	281.51	0.00	281.51
322	SALEEM ISMAIL	19 NORTHCLIFFE BLVD TORONTO ON M6H 3G9	13,330.67	0.00	13,330.67
323	SAMUEL STRAPPING SYST.	2370 DIXIE ROAD MISSISSAUGA ON L4Y 1Z4	2,540.62	0.00	2,540.62
324	SASKTEL	PO BOX 2121 REGINA SK S4P 4C5	182.16	0.00	182.16
325	SCARBOROUGH TOWN CENTRE HOLDINGS INC SCARBOROUGH TOWN CENTRE	OXFORD PROPERTIES GROUP 900 - 200 BAY STREET TORONTO ON M5J 2J2	0.00	0.00	0.00
326	SECURITAS CANADA LIMITED	PO BOX 9214 STATION A TORONTO ON M5W 3M1	19,735.82	0.00	19,735.82
327	SECURITAS USA / EASTERN OPERATIONS CENTER	2 CAMPUS DRIVE PARSIPPANY NJ 07054 USA	0.00	0.00	0.00
328	SENSORMATIC CANADA INC	C/O TYCO INTEGRATED SEC. 5700 HENRI BOURASSA O. MONTREAL QC L4W 5J8	31,149.56	0.00	31,149.56
329	SERLAN INC	957 RAOUL CHARRETTE JOLIETTE QC J6E 8S4	506.00	0.00	506.00
330	SERVICE DE GESTION FCR LP LES GALLERIES DE LANAUDIÈRE	2628, RUE SALABERRY MONTREAL QC H3M 1L3	0.00	0.00	0.00
331	SERVICE GIBEAULT	15 ST-ALPHANSE STE-THERESE QC J7E 1G3	425.19	0.00	425.19
332	SERVICE PRO-MATH INC	2909, JOSEPH A. BOMBARDIER LAVAL QC H7P 6C4	4,616.26	0.00	4,616.26
333	SERVICES D'EAU JONLI WATER SERV.	414 - 8255 MOUNTAIN SIGHTS MONTREAL QC H4P 2B5	1,095.71	0.00	1,095.71
334	SHAPE ABBOTSFORD WEST LIMITED PARTNERSHIP AND HOOPP REALTY INC HIGH STREET SHOPPING CENTRE	SHAPE PROPERTIES CORP 2020 - 505 BURARD STREET VANCOUVER BC V7X 1M6	0.00	0.00	0.00
335	SHAPE ABBOTSFORD WEST LIMITED PARTNERSHIP AND HOOPP REALTY INC WEST EDMONTON MALL	SHAPE PROPERTIES CORP. 2020 - 505 BURARD STREET VANCOUVER BC V7X 1M6	0.00	0.00	0.00
336	SHIRLEY MURRAY AND ASS. CONSULTING SHIRLEYMURRAY	1580 KING ST. W. TORONTO ON M6K 1J7	1,411.30	0.00	1,411.30
337	SHRED-IT	5000 THIMENS BLVD ST-LAURENT QC H4R 2B2	2,339.94	0.00	2,339.94
338	SIGNATURE SERVICE D'ENTRETIEN	200 - 4315, FRONTENAC MONTREAL QC H2H 2M4	25,075.79	0.00	25,075.79
339	SIMENS CANADA LTD	BUILDING TECHN.DIV. 1577 NORTH SERVICE RD EAST OAKVILLE ON L6H 0H6	285.33	0.00	285.33
340	SIMRAN INTERNATIONAL	PLOT NO-421 PACE CITY-II SECTOR 37 GURGAON HARYANA - 122001 INDIA	28,072.72	0.00	28,072.72
341	SINDONI MARYLENE	- ---	900.00	0.00	900.00

01-Jun-2015

Date


 Robbie Reynders

District of: Quebec
 Division No. 01- Montréal
 Court No. 500-11-047847-146
 Estate No. 41-1938986

FORM 78 -- Continued

List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
342	SKARCHUK, EILEEN	BOX 571 FIIM FLOM MB R8A 1N4	0.00	0.00	0.00
343	SKYVIEW EQUITIES LTD	C/O TONKO REALTY ADVISORS LTD #300 - 707, 10TH AVENUE SW CALGARY AB T2R 0B3	0.00	0.00	0.00
344	SLAVIN & RAPHAEL Attn: STEVEN SLAVIN	STEVEN SLAVIN 80 WINGOLD AVE TORONTO ON M6B 1P5	0.00	0.00	0.00
345	SOUTHWESTERN ELECTRIC INC	1233 KILWORTHY RD RR2 KILWORTHY ON P0E 1G0	5,876.32	0.00	5,876.32
346	SPECTRUM INDUSTRIES LTD	UNIT 2808-09, 28TH FL PAUL Y.CTRE NO51 HUNG TO RD KWUNTONG, KOWLOON - HONG KONG	30,143.05	0.00	30,143.05
347	SQUARE ONE PROPERTY CORPORATION SQUARE ONE CENTER	OXFORD PROPERTIES GROUP 900 - 200 BAY STREET TORONTO ON M5J 2J2	0.00	0.00	0.00
348	ST MICHAEL STRATEGIES	201 - 701 SALABERRY CHAMBLY QC J3L 1R2	1,529.85	0.00	1,529.85
349	STANEX Attn: STACEY POLY	2437 GUENETTE ST-LAURENT QC H4R 2E9	0.00	0.00	0.00
350	STEVEN SLAVIN AGENCY	80 WINGOLD AVE. NORTH YORK ON M6B 1P5	5,712.65	0.00	5,712.65
351	STINGRAY 360 Attn: Christopher Freeman	Christopher Freeman 730 WELLINGTON MONTREAL QC H3C 1T4	7,715.53	0.00	7,715.53
352	STP COMERCIO E IND. DE VESTUARIO S.A.	LOTE 88 ZONA INDUSTRIAL DO SOCORRO QUINCHAES - 4820 570 PORTUGAL	5,494.04	0.00	5,494.04
353	STRIDER APPAREL	- --	0.00	0.00	0.00
354	SUNLIFE ASS. CO OF CDA,GR.FINANCE	BILLING AND COLLECTIONS P.O. BOX 11010, STATION A MONTREAL QC H3C 4T9	13,113.91	0.00	13,113.91
355	SUPER-SAVE DISPOSAL INC	19395 LANGLEY BYPASS SURREY BC V3S 6K1	2,705.99	0.00	2,705.99
356	T.E.C. LEASEHOLDS LIMITED Attn: ATTN: EXECUTIVE VICE-PRESIDENT, NATIONAL PROPERTY OPERATIONS TORONTO EATON CENTRE	5TH FL, 20 QUEEN ST. W Toronto ON M5H 3R4	0.00	0.00	0.00
357	TASTE21 B.V.	FLEVOLAAN 21A WEESP 1380 AB - The Netherlands	27,014.01	0.00	27,014.01
358	TELERON INC	13500 METROPOLITAN EST MONTREAL QC H1A 3W1	2,082.43	0.00	2,082.43
359	TELUS COMMUNICATIONS INC.	PO BOX 7575 VANCOUVER BC V6B 8N9	361.89	0.00	361.89
360	TENAQUIP	20701 CHEMIN STE. MARIE STE-ANNE DE BELLEVUE QC H9X 5X5	573.50	0.00	573.50
361	THE CADILLAC FAIRVIEW CORPORATION LIMITED CHAMPLAIN PLACE	20 QUEEN STREET WEST TORONTO ON M5H 3R4	0.00	0.00	0.00

01-Jun-2015

Date


 Robbie Reynders

District of: Quebec
 Division No. 01 - Montréal
 Court No. 500-11-047847-146
 Estate No. 41-1938986

FORM 78 -- Continued

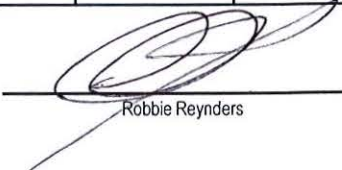
List "A"
 Unsecured Creditors

Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
362	THE CADILLAC FAIRVIEW CORPORATION LTD Attn: ATTN: ELLEN WILLIAMSON RIDEAU CENTRE	20 QUEEN ST. W Toronto ON M5H 3R4	0.00	0.00	0.00
363	THE CORP.OF THE CITY OF KITCHENER CITYKITCHENER	FINANCE AND CORP.SERV. PO BOX 91113 REVENUE DIV. KITCHENER ON N2G 4R6	1,073.83	0.00	1,073.83
364	THE EGLINTON TOWN CENTRE INC EGLINTON TOWN CENTRE	12045 MCCOWAN ROAD STOUFVILLE ON L4A 8A2	0.00	0.00	0.00
365	THE OUTLET COLL. (NIAGARA) LTD OUTLET COLL. STORE 309 AND PREM.	300 TAYLOR RD NIAGARA ON THE LAKE ON L0S 1J0	0.00	0.00	0.00
366	THE TRADE AID COMPANY	LES CASCADES EDITH CAVELL STREET PORT LOUIS MAURITIUS -	13,651.23	0.00	13,651.23
367	TLU FASHION BV	MIDDELWEG 2A NIEUWKUJK - 52530 The Netherlands	14,754.91	0.00	14,754.91
368	TMS FASHION (H.K.) LIMITED *	UNIT 1001-1002 57 HUNG TO RD, KWUN TONG KOWLOON - HONG KONG	3,913.46	0.00	3,913.46
369	TMS FASHION (H.K.) LIMITED Attn: JANE O DIETRICH	UNIT 1001-1002, 10/F NANYANG PLAZA 57 HUNG TO RD, KWUN TONG KOWLOON - HONG KONG	252,713.94	0.00	252,713.94
370	TNT EXPRESS	PO BOX 46259 POSTAL STATION A TORONTO ON M5W 4K9	226.32	0.00	226.32
371	TORCHIA COMMUNICATIONS	1600-1 W.MOUNT SQUARE WESTMOUNT QC H3Z 2P9	32,640.58	0.00	32,640.58
372	TRAILER WIZARDS LTD.	2150-46TH AVENUE LACHINE QC H8T 2P2	2,069.52	0.00	2,069.52
373	TRIOVEST Attn: RUSS FAWCETT	10025 JASPER AVE, SUITE 48 EDMONTON AB T5J 2B8	0.00	0.00	0.00
374	TTC *	30 HEMLOCK DRIVE CONGERS NY 10820 140 USA	29,075.18	0.00	29,075.18
375	TYCO INTEGRATED SECURITY CDA INC	5700 HENRI BOURASSA O MONTREAL QC H4R 1V9	12,748.69	0.00	12,748.69
376	ULTRANIX (INDUSTRIE) LTEE	225 LABROSSE POINTE CLAIRE QC H9R 1A3	1,231.65	0.00	1,231.65
377	UNIMAIA, AGENCIA, DE SERV.TEXTEIS, LDA	RUA DE TEXUGUIERA, 97 MAIA MAIA - 4470 819 PORTUGAL	5,005.34	0.00	5,005.34
378	UNIONE BUYING *	FLOOR, CHOORI WALAN GALI BADLIYAN DELHI - 110006 INDIA	3,252.14	0.00	3,252.14
379	UNIVERSAL SENSOR SYSTEMS INC.	2359 GUENETTE ST-LAURENT QC H4R 2E9	63.24	0.00	63.24
380	URBAN PAINTING & DECORATING LTD. Attn: Angela Rossi	131 WHITMORE ROAD, UNIT 10 Woodbridge ON L4L 6E3	0.00	0.00	0.00
381	UTILITIES KINGSTON	SUPERVISOR BILLING AND CUSTOMER CARE, FINANCE PO BOX 790 KINGSTON ON K7L 4X7	2,908.27	0.00	2,908.27
382	VAUGHAN PROMENADE SHOPPING CENTRE INC THE PROMENADE	C/O THE CADILLAC FAIRVIEW CORP LTD 20 QUEEN STREET WEST TORONTO ON M5H 3R4	0.00	0.00	0.00

01-Jun-2015

Date


 Robbie Reynders

District of: Quebec
 Division No. 01 - Montréal
 Court No. 500-11-047847-146
 Estate No. 41-1938986

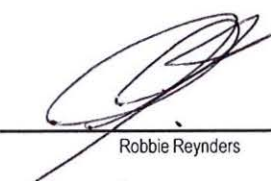
FORM 78 -- Continued

List "A"
 Unsecured Creditors
 Mexx Canada Company

No.	Name of creditor	Address	Unsecured claim	Balance of claim	Total claim
383	VEZINA THODE ARCHITECTES	1001 RUE LENOIR B-534 MONTREAL QC H4C 2Z6	1,379.70	0.00	1,379.70
384	WASTE MGMT OF CDA CORP. Attn: Judith Torres	PO BOX 4205 STATION A TORONTO ON M5W 5L4	3,397.92	0.00	3,397.92
385	WEST EDMONTON MALL PROPERTY INC WEST EDMONTON MALL	WEST EDMONTON MALL 3000 - 8882 - 170TH STREET EDMONTON AB T5T 4M3	0.00	0.00	0.00
386	WHY NOT FASHION LIMITED	ROOM 1318-1320 13/F HOLLYWOOD PLAZA KOWLOON - HONG KONG	201,851.90	0.00	201,851.90
387	WOOD WYANT INC	42 DE L ARTISAN VICTORIAVILLE QC G6P 7E3	3,192.58	0.00	3,192.58
388	WORKERS COMPENSATION BOARD OF B.C. Attn: TIFFANY LAM	COLLECTION SECTION-LEGAL AND INSOLVENCY CLERK P.O. BOX 5350 STN TERMINAL VANCOUVER BC V6B 5L5	0.00	0.00	0.00
389	WORKERS COMPENSATION BOARD SASKATCHEWAN	200-1881 SCARTH ST. Regina SK S4P 4L1	0.00	0.00	0.00
390	XPO LOGISTICS	420 RUE AIME-VINCENT VAUDREUIL-DORION QC J7V 5V5	976.32	0.00	976.32
391	YESCO BC LIGHTNING SERVICE	8 AKRON ROAD TORONTO ON M8W 1T2	1,516.35	0.00	1,516.35
392	YESIM SATIS MAGAZALARI VE	ANKARA YOLU 11. KM KAVSAGI - GURSU	194,678.21	0.00	194,678.21
393	ZHEJIANG G&f FOREIGN TRADING CO., LTD.	308 NORTH ZHONGSHAN ROAD HANGZHOU - CHINA	11,304.33	0.00	11,304.33
Total:			148,106,483.70	0.00	148,106,483.70

01-Jun-2015

Date


 Robbie Reynders

RICHTER

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 wage earner must complete subparagraph (E), if applicable.
- Section F must be completed with regard to a pension plan.
- A claim against director(s) (subparagraph (G)), in a proposal which compromises a creditor's claim, must contain full particulars and calculations.
- A customer of a bankrupt securities firm must complete subparagraph (H).

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.

T. 866.209.4115
F. 514.934.8603
mexx@richter.ca

Richter Advisory Group Inc.
Richter Groupe Conseil Inc.
1981 McGill College
Montréal (QC) H3A 0G6

Montréal, Toronto

(français – recto)



RICHTER

PROOF OF CLAIM

(Section 50.1, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 81.5, 81.6, 102(2), 124(2), 128(1), and Paragraphs 51(1)(e) and 66.14(b) of the Act)

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

In the Matter of the Proposal of **Mexx Canada Company** of the City of St-Laurent, Province of Quebec, and the claim of _____, creditor.

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

1. That I am a creditor of the above-named debtor (or that I am _____ (state position or title) of _____ (name of creditor or representative of the creditor).
2. That I have knowledge of all of the circumstances connected with the claim referred to below.
3. That the debtor was, at the date of the Notice of Intention, namely December 3, 2014, 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.*)
4. Check and complete appropriate category
 - A. UNSECURED CLAIM OF \$ _____
(Other than as a customer contemplated by Section 262 of the Act)
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 LESSOR 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).

T. 866.209.4115
F. 514.934.8603
mexx@richter.ca

Richter Advisory Group Inc.
Richter Groupe Conseil Inc.
1981 McGill College
Montréal (QC) H3A 0G6 Montréal, Toronto





- E. CLAIM BY WAGE EARNER OF \$ _____
 That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$ _____
 That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$ _____

- F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$ _____
 That I hereby make a claim under subsection 81.5 of the Act in the amount of \$ _____
 That I hereby make a claim under subsection 81.6 of the Act in the amount of \$ _____

- G. 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.)

- H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____
 That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows:
(Give full particulars of the claim, including the calculations upon which the claim is based.)

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, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's-length manner.

6. That the following are the payments that I have received from, the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: *(provide details of payments, credits and transfers at undervalue)*

Dated at _____, this _____ day of _____

Signature of creditor

Signature of witness

Telephone number: _____ Fax number: _____

E-mail address: _____

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 **Mexx Canada Company**

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 _____

Signature of creditor

Per: _____
Name and Title of Signing Officer

Signature of witness

RICHTER

CANADA
Province of Québec
District of: Québec
Division No.: 01-Montréal
Court No.: 500-11-047847-146
Estate No.: 41-1938986

SUPERIOR COURT
(Commercial Division)
Bankruptcy and Insolvency Act

VOTING LETTER (Division 1 Proposal) (Paragraph 51(1)f) of the Act)

In the Matter of the Proposal of Mexx Canada Company

I, _____, creditor
(or I, _____, representative of _____, creditor)
of _____ (*name of city*), a creditor in the above matter for the sum of
\$ _____, hereby request the trustee acting with respect to the proposal of **Mexx Canada Company**
to record my vote _____ (**for or against**) the acceptance of the proposal as made on June 1, 2015.

Dated at _____, this _____ day of _____ 201____.

Name of Individual Creditor (Please print)

Signature of Individual Creditor

Signature of Witness

- OR -

Name of Corporate Creditor (Please print)

Signature of Corporate Creditor

Signature of Witness

Name and Title of Signing Officer (Please print)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF QUÉBEC
DIVISION NO.: 01-MONTREAL
COURT NO.: 500-11-047847-146
ESTATE NO.: 41-1938986

SUPERIOR COURT
(Commercial Division)
Bankruptcy and Insolvency Act

IN THE MATTER OF THE PROPOSAL OF :

Mexx Canada Company

a body politic and corporate, duly
incorporated according to law and having
had its head office and its principle place of
business at:
905 Hodge Street
Saint-Laurent, QC H4N 2B3

Debtor

- and -

Richter Advisory Group Inc.

Trustee

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

1. The purpose of the First Meeting of Creditors is to consider the proposal filed on June 1, 2015 (hereinafter referred to as the "Proposal") by Mexx Canada Company (hereinafter referred to as the "Debtor" or "Mexx").
2. Pursuant to Sections 50(5) and 50(10)(b) of the *Bankruptcy and Insolvency Act* (hereinafter referred to as the "Act"), and in order to assist the Ordinary Unsecured Creditors (hereinafter referred to as the "Unsecured Creditors") in considering the Proposal, the Trustee is hereby submitting its report on the financial situation of the Debtor and on the Proposal.
3. The Trustee cautions the reader that it has neither conducted an audit nor a verification of the books and records of the Debtor. Consequently, the Trustee cannot render an opinion as to the accuracy of the information contained therein. The information discussed herein emanates from the books and records of the Debtor, as well as from discussions with the Management of the Debtor.
4. All the terms that are not otherwise defined herein shall have the meaning ascribed thereto in the Proposal.

INTRODUCTION

5. On December 3, 2014, Mexx filed a Notice of Intention to File a Proposal pursuant to the Act (hereinafter referred to as the "NOI"), the whole as appears from the documents filed into the court records.
6. On December 10, 2014, documents were sent by regular mail to all creditors of the Debtor, as they were identified by it, which included a copy of the Debtor's NOI, the whole as appears from the documents filed into the court records.
7. On December 18, 2014, January 26, 2015, March 12, 2015 and April 16, 2015, the Court granted extensions of time for the filing of a Proposal through to June 1, 2015 in order to allow the Debtor to pursue the liquidation of its inventory and the wind down of its operations.
8. On June 1, 2015, the Debtor filed a Proposal to its creditors. We enclose herewith the Proposal made by the Debtor to its Creditors, a proof of claim form, a voting form, a proxy and a notice indicating the place and time of the Creditors' meeting to address the Proposal and an employee notice (where applicable).
9. This report summarizes the relevant information and key elements that may assist the Creditors in evaluating the Debtor's affairs and the Proposal. The report is presented with the following sections:
 - Overview of the Debtor
 - Causes of Insolvency
 - Restructuring Initiatives
 - Financial Information
 - Proposal
 - Estimated Distribution to the Ordinary Unsecured Creditors
 - Conclusion and Recommendation
10. Information related to the overview of the Debtor, causes of insolvency and restructuring measures have previously been summarized in prior reports of the Trustee, most notably in the Trustee's First Report dated December 16, 2014. All prior reports can be located on the Trustee's website at: <http://www.richter.ca/en/insolvency-cases/m/mexx-canada-company>

OVERVIEW OF THE DEBTOR

11. At the time of the filing of the NOI, Mexx operated a chain of 95 retail stores located across Canada. In addition, Mexx operated a wholesale business and had point of sale locations in various department stores operated by the Bay. Mexx was a part of the Mexx Group, which was an international fashion group engaged in the design and sale of clothing and accessories for men, women and children. The Debtor relied upon the Mexx Group for various services including accounting, treasury, design and procurement.

12. The parent company of Mexx was Mexx Lifestyle B.V. (“Mexx HoldCo”). An affiliate of The Gores Group (“Gores”) was the ultimate controlling party of Mexx HoldCo.
13. At the time of the filing of the NOI, the Debtor employed approximately 1,700 people in its retail operations and a further 85 people at its head office and distribution center located in Montreal, Quebec.

CAUSES OF INSOLVENCY

14. Commencing in 2011, Mexx began experiencing a decline in sales and operations with a significant downturn in 2014. Management attributes this negative trending to a number of factors including:
 - Increasing competition in the marketplace;
 - Fixed cost structure (head office and distribution center) not in line with the level of operations;
 - Unprofitability of numerous retail locations.

RESTRUCTURING INITIATIVES

15. As a result of the downturn commencing in 2011, the Debtor undertook various restructuring measures including reduction of head office personnel, closure of unprofitable retail locations and retention of external consultants to perform marketing and profitability analyses.
16. In September 2014, the Debtor engaged Richter Advisory Group Inc. to assist in its restructuring efforts which included store profitability analyses, liquidity management and modeling as part of a restructuring plan that would have included the closure of a significant number of the existing 95 retail locations, head office personnel reductions, refinancing of its current loans and the exiting of its head office and distribution center. Unfortunately, the Debtor could not reach an agreement for new financing, and as a result of its liquidity issues as well as financial difficulties being experienced by its related entities in Europe, it was determined to commence formal restructuring proceedings by filing the Notice of Intention. Mexx Europe BV (“Mexx Europe”), the legal owner of the trademarks used under license by the Debtor in Canada and the operational nexus of the Mexx Group’s global activities outside Canada, filed for bankruptcy as well on December 3, 2014 in the Netherlands along with various affiliated companies, and a trustee (hereinafter referred to as the “Dutch Trustee”) was appointed to take control over those operations. Mexx HoldCo subsequently filed for bankruptcy in the Netherlands, and the Dutch Trustee was appointed to take control over its operations as well.
17. The Dutch Trustee commenced a marketing process for the sale of the Mexx operations in Europe and also sought buyers for the purchase of a scaled down operation in Canada. While the Dutch Trustee was successful in completing a sale for part of the European operations, no interested parties were ultimately located for the Canadian operations.
18. Following the commencement of the NOI and in view of a lack of financing to continue operations in Canada, and a lack of support to continue operations from the Mexx Group, the Debtor determined that the best way to maximize value for all of its stakeholders would be to conduct an orderly liquidation of its operations.

19. In this respect, the Trustee circulated a request for proposals to various interested parties to liquidate all of the inventory and fixtures located in the retail locations and the head office / distribution center. The Debtor ultimately determined that a joint venture proposal consisting of Merchant Retail Solutions ULC and Gordon Brothers Canada ULC would provide the highest recovery. Following court approval, the liquidation commenced on or about December 19, 2014 with the final stores being closed in early March 2015. The head office / distribution center was closed by March 31, 2015 and all employees were terminated by March 31, 2015 as well, with a few subsequently retained on a contractual basis to assist in accounting and treasury.

FINANCIAL INFORMATION

20. We summarize the assets and liabilities of the Debtor in the following sections:

A) Assets

As a result of the above-noted liquidation, as of the filing of the Proposal, the Debtor's statement of affairs reflected the following assets:

Mexx Canada Company Estimated Assets As of May 31, 2015 (in thousands)	
Cash and other assets	\$ 5,204
Accounts Receivable	430
	<u>\$ 5,634</u>

Cash and Other Assets (\$5.2 million)

Representing cash on hand of approximately \$5.0 million plus collection of funds held in the Trustee's escrow account as well as various supplier deposits (assumed to be in June 2015).

Accounts Receivable (\$0.4 million)

Consisting of wholesale accounts receivable, the majority of which are disputed and likely uncollectible. All accounts have been remitted to a third party collection agent.

B) Liabilities

The Debtor's statement of affairs reflects the following liabilities:

Mexx Canada Company			
Estimated Liabilities			
As of May 31, 2015			
(in thousands)			
Secured Creditors		\$	-
Preferred Creditors			-
Subsequent Creditors			-
Unsecured Creditors			
Trade creditors	\$	15,992	
Related Parties		81,588	
Employees (severance)		4,227	
Landlord Damages		46,300	148,107
			<u>\$ 148,107</u>

We comment as follows:

Secured Creditors (\$0)

At the time of the filing of the NOI, Mexx owed approximately \$17.7 million to GE Canada Finance Holding Company (\$4.7 million) and to Crystal Financial LLC (\$13 million). All amounts owing to the secured creditors were repaid in full during the liquidation process. The Trustee obtained an independent legal opinion as to the validity of the security held by the secured creditors.

Preferred Creditors (estimated at \$0)

The Company believes that all amounts owing to Preferred Creditors have been paid in full by the Company. However, it will be determined through the claims process if any creditors will claim preferred status.

Subsequent Creditors (estimated at \$0)

To the knowledge of the Trustee, substantially all Subsequent Creditors have been paid (or have been accounted for in the calculation of cash on hand) including the payment of approximately US\$0.3 million to Gores for services rendered subsequent to the filing of the Debtor's NOI on account of consulting and monitoring during the liquidation which are in line with past practice.

Unsecured Creditors (\$148.1 million)

Please note that the following:

- Trade Creditors: the amounts reflected above are based on the books and records of the Debtor.
- Related Parties: the amounts reflected above are based on the books and records of the Debtor and relate primarily to amounts owing to Mexx's parent company Mexx HoldCo as

well as Mexx Europe (as the owner of the intellectual property licensed and utilized by the Debtor).

- **Employees:** the amounts reflected above consist of estimated amounts owing for notice in connection with the termination of employment of all employees. All wages as well as accrued vacation pay were paid to terminated employees. The \$4.6 million estimate for severance and notice is anticipated to be \$3.0 million based on a revised calculation incorporating a recently received government notice.
- **Landlords:** the amounts reflected below represent an estimate of the aggregate amount that could be claimed by landlords pursuant to section 65.2(4)(b) of the Act in respect of damages for resiliated leases.

Proof of claim forms will be sent to all known creditors. However, at the present date, the Trustee is unable to determine if the Debtor's records are consistent with those of its creditors. Upon reception of the proofs of claim, the Trustee will review them and deal with any discrepancies for purposes of collocation of claims.

The Trustee cautions that these amounts may change as proofs of claims are filed and such changes may be significant.

PROPOSAL

21. The Trustee notes that the following is only a summary of the Terms of the Proposal. Creditors are advised to read the Proposal for complete details of the Terms of the Proposal.

A) Summary

The Terms of the Proposal provide that following Approval, the Debtor will remit to the Trustee all cash on hand (including collection of receivables and deposits) which shall be used to create a Settlement Fund (which is estimated to be no less than \$4.7 million) which will be used for distribution to the Subsequent Creditors, Secured Creditors, the Preferred Creditors and then the Unsecured Creditors in full and final settlement of their Claims against the Debtor. As noted below, a further \$0.6 million (the "Gores Contribution") shall be remitted to the Trustee for payment to Employee Creditors.

B) Proposal Expenses

Proposal expenses which consist primarily of the fees and expenses of Debtor's counsel, the Trustee and its counsel shall be paid by Mexx in priority to all Claims and Subsequent Claims.

C) Subsequent Creditors

Refers to the payment of claims arising from goods supplied and services rendered from and after the filing of the NOI. These amounts will be paid by the Debtor or the Trustee in the ordinary course of business.

D) Secured Creditors

Secured Creditors (if any) shall be paid in accordance with arrangements existing between the Debtor and the holders of Secured Claims or as may be arranged between the Debtor and the holders of Secured Claims.

E) Preferred Creditors

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

- Claims of Her Majesty in right of Canada or a province which could be subject to a demand under Section 224 (1.2) of the *Income Tax Act*, or under any substantially similar provision of provincial legislation, owing at the time of the filing of the NOI, will be paid in full, within six (6) months of Approval;
- Claims that employees would be qualified to receive under paragraph 136(1)(d) of the Act if the Debtor became bankrupt, if any, will be paid in full, immediately after the approval by the Court of the Proposal. It should be noted that with respect to all of the employees creditors who are currently employed by the Debtor, all of their employees' claims, excluding severance or notice, have been or shall have been paid in full by the Debtor to such employees in the normal course of business;
- Preferred Claims other than those referred to above shall be paid, without interest or penalty, in full, in priority to the claims of Unsecured Creditors within thirty (30) days after Approval.

F) Unsecured Creditors

The balance of the Settlement Fund shall be distributed to Unsecured Creditors in full and final settlement of their Unsecured Claims, without interest, as follows:

- i. the lesser of a) the amount of the Proven Claim of each such Unsecured Creditor and b) \$1,800 (the "First Level Distribution") which amount (subject to any required reserves for disputed claims) shall be received within thirty (30) days after Approval for all Unsecured Creditors other than Employee Creditors and fifteen (15) days after receipt by the Trustee of the required governmental confirmation in respect of Employee Creditors;
- ii. an amount equal to each Unsecured Creditor's pro rata share of any amount remaining in the Settlement Fund after distribution of the First Level Distribution amounts (subject to any required reserves for disputed claims) (the "Second Level Distribution"), paid as follows:
 - a. 80% of the Second Level Distribution within thirty (30) days after Approval for all Unsecured Creditors other than Employee Creditors and fifteen (15) days after receipt by the Trustee of the required governmental confirmation in respect of Employee Creditors only;
 - b. 20% of the Second Level Distribution, within ninety (90) days after Approval.

- iii. No later than ten (10) days after Approval, Gores will remit the Gores Contribution to the Trustee to be remitted to the Employee Creditors on a pro-rata basis of their respective Proven Claim.

G) Other

The Proposal provides that the statutory terms of Sections 91 to 101 of the Act, and similar provincial provisions, shall not apply as permitted by Section 101.1 of the Act.

The Proposal will constitute a compromise of all claims against the present and past directors of the Debtor and will operate as a full and complete discharge in favour of such directors with respect to such claims.

Each of the Unsecured Creditors with a Proven Claim equal to or less than \$1,800 shall be deemed to have voted in favour of the Proposal. Likewise, any employee that has not filed a proof of claim, prior to the first meeting of creditors, shall be deemed to have voted in favour of the Proposal in an amount equal to their respective Employee Claim.

The proposal shall be deemed to be accepted by the creditors if, and only if, the Unsecured Creditors vote for the acceptance of the Proposal by a majority in number and two thirds in value of the Unsecured Creditors present, personally or by proxy, at the meeting and voting on the resolution or are deemed to have voted in favour of the resolution.

ESTIMATED DISTRIBUTION TO ORDINARY UNSECURED CREDITORS

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

Mexx Canada Company Comparison of Alternatives As of May 31, 2015 (in thousands)						
	Proposal			Bankruptcy		
Cash Available per Cash Flow		\$	4,770,000		\$	4,770,000
Incremental Professional Fees			-			(200,000)
Gores Contribution			600,000			-
Funds Available for Distribution		\$	5,370,000		\$	4,570,000
WEPPA payment ¹			-			1,855,623
Total Distribution		\$	5,370,000		\$	6,425,623
Distribution Allocation						
	Claim	\$	%	Claim	\$	%
Employees (\$1,800)	\$ 1,305,066	\$ 1,305,066	100.0%			
Employees	600,000	600,000	100.0%			
Employees	1,141,073	23,505	2.1%			
Employees ¹	3,046,139	1,928,571	63.3%	3,046,139	1,883,557	61.8%
Trade (\$1,800)	350,638	350,638	100.0%			
Trade	96,371,712	1,985,160	2.1%			
Trade	96,722,350	2,335,798	2.4%	96,722,350	2,269,469	2.3%
Landlords (\$1,800)	154,800	154,800	100.0%			
Landlords	46,159,099	950,831	2.1%			
Landlords ²	46,313,899	1,105,631	2.4%	95,000,000	2,229,057	2.3%
Government (WEPPA) ³	-	-	0.0%	1,855,623	43,540	2.3%
	\$ 146,082,388	\$ 5,370,000	3.7%	\$ 196,624,113	\$ 6,425,623	3.3%

¹ In a bankruptcy, approximately \$1.7 million of the amount to be paid to employees is assumed to be paid directly by the Federal Government through amounts that can be claimed under the Wage Earner Protection Program Act ("WEPPA").

² In a bankruptcy, landlord claims have been assumed to be approximately 75% of the estimated maximum claim amount in respect of damages (to the end of the leases) for all resiliated leases.

³ In a bankruptcy, the Federal Government would have an unsecured claim for the amount paid to employees under the WEPPA.

Based on Management's representations and the aggregate amount of the Unsecured Creditors, as reflected in the Debtor's statement of affairs, at the present time, the Trustee estimates that the proceeds from the Settlement Funds available for distribution to Unsecured Creditors would represent an estimated recovery of 3.7% of the Unsecured Creditors and that approximately 970 employees and trade creditors would be paid in full, whereas in a bankruptcy the estimated recovery to Unsecured Creditors would be 3.3% with 1,060 employees paid in full.

The approval of the Proposal will avoid a bankruptcy and is expected to result in a quicker distribution to the creditors generally.

CONCLUSION AND RECOMMENDATION

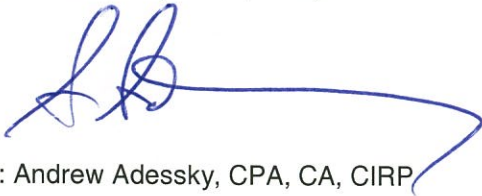
24. The proposal provides for the distribution of all available cash on hand (estimated to be no less than \$4.7 million) plus an amount equal to \$0.6 million to be contributed by Gores for the exclusive benefit of the significant number of former employees of the Company, representing approximately seventy-five

percent (75%) of the creditors of the Company. For this significant group of creditors and for the majority of trade creditors generally, the recovery available under the proposal is slightly better than the recovery available under a bankruptcy for all creditors other than the landlords. Accordingly, while the Trustee recommends that employees and trade creditors approve the proposal, it is unable to make the same recommendation to the landlords. In light of the expedited process for determining claims and the reduced administrative expenses under the proposal, the proposal is fair and reasonable for the majority of the creditors who represent approximately 98% in number and 68% in value of all creditors.

25. Pursuant to the terms of the proposal, the majority of the Settlement Fund will be distributed within 30 days following the approval of the proposal by the court (and the receipt of any required governmental confirmations in respect of the employees only). In the context of a bankruptcy, further analysis and work by the undersigned trustee would be required in order to address all administrative matters arising in the bankruptcy including the final determination of claims, certain of which may be significantly higher in a bankruptcy than in a proposal. The foregoing matters should be carefully considered by all creditors.

Dated at Montréal, Province of Québec, this 5th day of June 2015.

Richter Advisory Group Inc., Trustee



Per: Andrew Adessky, CPA, CA, CIRP