

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No. 500-11-045124-134

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE NOTICE OF
INTENTION TO MAKE A PROPOSAL
OF:

ROMATEC INC.

Debtor/Petitioner

- and -

RICHTER ADVISORY GROUP INC.

Trustee

FIRST MOTION FOR AN EXTENSION OF DELAY TO FILE A PROPOSAL
(Section 50.4(9) of the *Bankruptcy and Insolvency Act*)

TO ONE OF THE JUDGES OF THE SUPERIOR COURT IN THE DISTRICT OF
MONTRÉAL, THE DEBTOR/PETITIONER STATES AS FOLLOWS:

1. INTRODUCTION & RESTRUCTURING PROCEEDINGS

1. By the present motion, the Debtor/Petitioner, Romatec Inc. ("Romatec"), is seeking an extension until October 31, 2013 of the delay to file a proposal.
2. Romatec is a corporation constituted under the *Canada Business Corporation Act* having its principal place of business in Montréal, Québec.
3. Romatec has been in the business of distributing industrial valves, pumps and instrumentation products and solutions for the process industry for over 50 years. More precisely, Romatec actuates valves for clients in sectors such as Oil and Gas, Agricultural, Mining, Industrial and Water & Wastewater industries.
4. On August 16, 2013, Romatec filed a *Notice of Intention to File a Proposal* (the "Notice") with the Official Receiver, and Richter Advisory Group Inc. ("Richter") was appointed trustee thereunder, the whole as more fully appears from the Court's record.
5. On August 23, 2013, Richter sent the Notice to every known creditor of Romatec.
6. Romatec, with the help of its legal and financial advisors, has determined that it would be in the best interests of its creditors to maximize value through the restructuring of its business. Therefore, since the filing of the Notice, Romatec has been developing and implementing a restructuring plan.

- 2 -

7. Such restructuring plan requires, among other things, a rationalisation of Romatec's operations.
8. To successfully carry out its restructuring plan, Romatec recently sent termination notices for two commercial leases as well as several equipment rental contracts. In addition to the foregoing, Romatec is currently negotiating with potential investors who could participate in the restructuring.

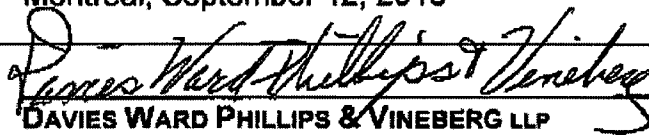
II. EXTENSION OF DELAY TO FILE A PROPOSAL

-
9. Given that the Notice was filed on August 16, 2013, Romatec is required to file a proposal at the latest on September 15, 2013.
 10. As of the date of the present motion, Romatec is unable to file a proposal as, among other things, it requires more time to negotiate with potential investors and to fully implement the restructuring plan it has developed with its legal and financial advisors.
 11. Most importantly, Romatec seeks this extension in order to allow it to file a viable proposal in due course that will satisfy its creditors.
 12. A copy of Romatec's cash-flow statement and a copy of the report on the state of Romatec's business and financial affairs are communicated herewith as **Exhibit R-1** to form part hereof.
 13. Romatec's creditors will suffer no prejudice if the extension sought herein is granted. Quite to the contrary, a bankruptcy would actually be more prejudicial to Romatec's creditors.
 14. At all times, Romatec has acted in good faith and with due diligence with a view of maximizing the payment to be made to its creditors.

WHEREFORE, MAY IT PLEASE THE COURT TO:

- [A]** GRANT the present *First Motion for Extension of Delay to File a Proposal*;
- [B]** ABRIDGE the time for service of the present *First Motion for Extension of Delay to File a Proposal* and **DECLARE** that same is properly presentable;
- [C]** EXTEND until October 31, 2013 the delay granted to Romatec Inc. to file its proposal;
- [D]** THE WHOLE, without costs, save in the case of contestation.

Montréal, September 12, 2013


DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for the Debtor/Petitioner,
Romatec Inc.

AFFIDAVIT

I, the undersigned, Susie Moore, Comptroller of Romatec Inc., exercising my profession at 9485 Trans Canada Highway, in the City of Saint-Laurent, Province of Québec, solemnly declare as follows:

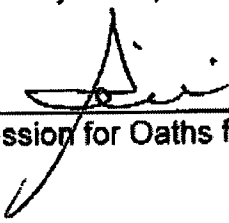
1. I am a duly authorized representative of the Debtor/Petitioner, Romatec Inc.;
2. All the facts contained in the attached *First Motion for an Extension of Delay to File a Proposal* are true.

AND I HAVE SIGNED:



SUSIE MOORE

Solemnly affirmed before me, in the City of Montréal, Province of Québec, this 12th day of September, 2013



 Commission for Oaths for Québec



NOTICE OF PRESENTATION

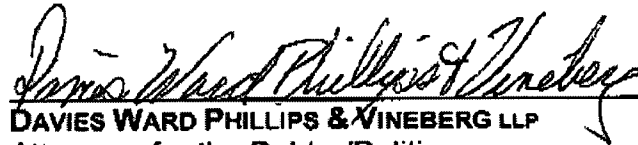
TO: Steven M. Shein
KAUFMAN LARAMÉE LLP
800 René-Lévesque Blvd West, Suite 2220
Montréal (Québec) H3B 1X9
Attorneys for TD Bank

AND TO : Stéphane De Broux, CPA, CA, CIRP
RICHTER ADVISORY GROUP INC.
1981 McGill College Ave, 12th floor
Montréal (Québec) H3A 0G6
Trustee

TAKE NOTICE that the present *First Motion for an Extension of Delay to File a Proposal* will be presented for adjudication before one of the judges of the Superior Court in the district of Montréal, on September 13, 2013, at 9:00 a.m., in room 16.10 of the Montréal Courthouse, located at 1 Notre-Dame Street East, in the City of Montréal, Province of Québec, or so soon thereafter as counsel may be heard.

DO GOVERN YOURSELVES ACCORDINGLY.

Montréal, September 12, 2013



DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for the Debtor/Petitioner,
Romatec Inc.

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No. 500-11-045124-134

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE NOTICE OF
INTENTION TO MAKE A PROPOSAL
OF:

ROMATEC INC.

Debtor/Petitioner

- and -


RICHTER ADVISORY GROUP INC.

Trustee

LIST OF EXHIBITS

Exhibit R-1: Copy of Romatec's cash flow statement and copy of the report on the state of Romatec's business and financial affairs.

Montréal, September 12, 2013


DAVIES WARD PHILLIPS & VINEBERG LLP
Attorneys for the Debtor/Petitioner,
Romatec Inc.

No. 500-11-045124-134

S U P E R I O R C O U R T
(Commercial Division)
District of Montreal

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

ROMATEC INC.

Debtor/Petitioner

- and -

RICHTER ADVISORY GROUP INC.

Trustee

FIRST MOTION FOR AN EXTENSION OF DELAY TO FILE A PROPOSAL, AFFIDAVIT, NOTICE OF PRESENTATION AND LIST OF EXHIBITS

COPY FOR:

Stéphanie De Broux, CPA, CA, CIRP
RICHTER ADVISORY GROUP INC.
1981 McGill College Ave., 12th Floor
Montréal (Québec) H3A 0G6

Attorneys for Debtor/Petitioner
Per. Me Hugo Babos-Marchand
Dir 514 841 6536

O/F 244605

DAVIES

DAVIES WARD PHILLIPS & VINEBERG LLP

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

Tel 514 841 6400
Fax 514 841 6499
BP-0181