

CANADA

PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

No. 500-11-045124-134

S U P E R I O R C O U R T  
(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

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**MOTION FOR THE APPROVAL OF A PROPOSAL**  
(Sections 58 *et seq.* of the *Bankruptcy and Insolvency Act*)

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

1. By the present motion the Debtor/Petitioner, Romatec Inc. ("**Romatec**"), is seeking the approval of a proposal filed on January 9, 2014 (the "**Proposal**").
2. Romatec is a corporation constituted under the *Canada Business Corporations 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, due to general economic downturn and to increased competition, Romatec filed a *Notice of Intention to File a Proposal* 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. Romatec was initially required to file a proposal at the latest on September 15, 2013. Romatec however obtained three extensions of delay to file its proposal. The latest extension expired on January 30, 2014, the whole as more fully appears from the Court record.

- 2 -

6. On January 9, 2014, Romatec filed the Proposal with Richter, the whole as more fully appears from a copy of the Proposal communicated herewith as **Exhibit R-1** to form part hereof.
7. A meeting of the creditors was held on January 30, 2014 at the office of the Superintendent of bankruptcy, the whole as more fully appears from a copy of the *Notice of Proposal to Creditors and Notice of Hearing of Application for Court Approval of Proposal* (the "**Notice**") communicated herewith as **Exhibit R-2** to form part hereof.
8. All capitalized terms herein that are not otherwise defined shall have the meaning ascribed thereto in the Proposal.
9. The Proposal provides, among other things, for:
  - a) payment in full of the Employee Claims, Crown Claims and of the Preferred Claims
  - b) payment in full for each of the Ordinary Unsecured Creditors having a Proven Claim of less than \$500, without interest or penalty; and
  - c) payment for each of the Ordinary Unsecured Creditors having a Proven Claim of at least \$500, without interest or penalty, of its pro rata share of any amount remaining.

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The whole as more fully appears from the Proposal.

10. The Proposal is not addressed to the Secured Creditors.
11. At the meeting of the creditors, the creditors voted by a majority of 97.67% in number representing 96.20% of the value of the Ordinary Unsecured Claims to accept the Proposal, the whole as more fully appears from a copy of the minutes of such meeting communicated herewith as **Exhibit R-3** to form part hereof.
12. Richter sent a notice of the hearing of this motion within the prescribed delay to Romatec, the Official Receiver and to every creditors who had a Proven Claim, the whole as more fully appears from a copy of the Notice.
13. On February 5, 2014, Richter completed its report on the Proposal (the "**Report**") and forwarded a copy of same to the Official Receiver, the whole as more fully appears from a copy of the Report communicated herewith as **Exhibit R-4** to form part hereof.
14. In the Report, Richter states that the Proposal is an advantageous one for the creditors of Romatec. Richter is also of the view that in a bankruptcy scenario, there would be no dividend payable to the Ordinary Unsecured Creditors.

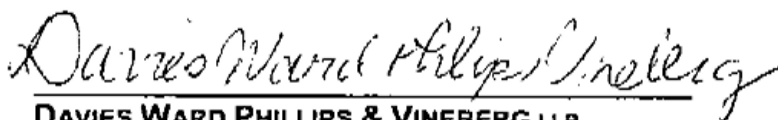
- 3 -

15. ~~The terms of the Proposal are thus reasonable and will certainly benefit the general body of the creditors of Romatec.~~

**WHEREFORE, MAY IT PLEASE THE COURT TO:**

- [A] **GRANT** the present *Motion for the Approval of a Proposal*;
- [B] **APPROVE** the proposal of Debtor/Petitioner, Romatec Inc., filed on January 9, 2014;
- [C] **THE WHOLE**, without costs, save in the event of contestation.

Montréal, February 12, 2014



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

**TRUE COPY**




**DAVIES WARD PHILLIPS & VINEBERG LLP**

**AFFIDAVIT**

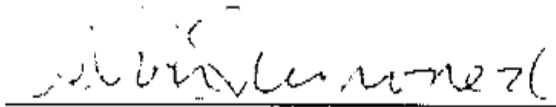
I, the undersigned, Susie Moore, comptroller of Romatec Inc., exercising my profession at 9485 Trans-Canada Highway, in the City of Saint-Laurent, Province of Québec, solemnly declare as follows:

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

**AND I HAVE SIGNED:**

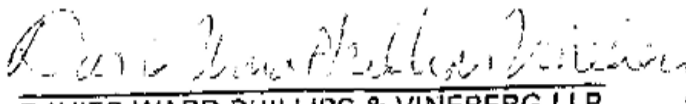
  
 \_\_\_\_\_  
**SUSIE MOORE**

Solemnly affirmed before me, in the City of Montréal, Province of Québec, this 12<sup>th</sup> day of February, 2014

  
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 Commission for Oaths for Québec



**TRUE COPY**

  
 \_\_\_\_\_  
**DAVIES WARD PHILLIPS & VINEBERG LLP**

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**NOTICE OF PRESENTATION**

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

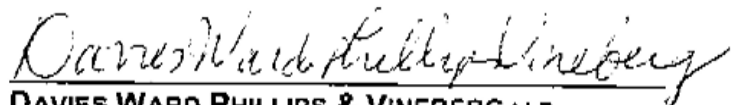
AND TO : Stéphane De Broux, CPA, CA, CIRP  
**RICHTER ADVISORY GROUP INC.**  
1981 McGill College Ave, 12<sup>th</sup> floor  
Montréal (Québec) H3A 0G6  
**Trustee**

AND TO : **Official Receiver**  
Suite 950  
1155 Metcalfe Street  
Montréal (Québec) H3B 2V6

**TAKE NOTICE** that the present *Motion for the Approval of a Proposal* will be presented for adjudication before one of the judges of the Superior Court in the district of Montréal, on February 17, 2014 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.

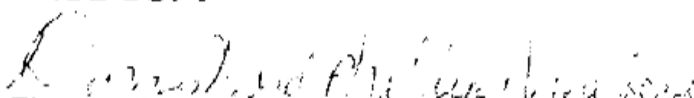
**DO GOVERN YOURSELVES ACCORDINGLY.**

Montréal, February 12, 2014



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

**TRUE COPY**

  
**DAVIES WARD PHILLIPS & VINEBERG LLP**

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:** Proposal dated January 9, 2014
- Exhibit R-2:** Notice of Proposal to Creditors and Notice of Hearing of Application for Court Approval of Proposal
- Exhibit R-3:** Minutes of the creditors' meeting held on January 30, 2014
- Exhibit R-4:** Richter's Report on the Proposal dated February 5, 2014

Montréal, February 12, 2014

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

TRUE COPY

**DAVIES WARD PHILLIPS & VINEBERG LLP**

No. 500-11-045124-134

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

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

**ROMATEC INC.**

Debtor/Petitioner

- and -

**RICHTER ADVISORY GROUP INC.**

Trustee

**MOTION FOR THE APPROVAL OF A PROPOSAL, AFFIDAVIT, NOTICE OF PRESENTATION AND LIST OF EXHIBITS**

**COPY FOR:**

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

Attorneys for Debtor/Petitioner  
Fer: Me Alain Gaul  
Dir 514 841 6577  
O/F 244605



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