

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

NO.: 500-11-046776-148
ESTATE NO.: 41-1929950

IN THE MATTER OF THE PROPOSAL
OF:

ACCESSOIRES LA BREA
INTERNATIONAL INC., a corporation and
legal person having its registered office at
5800 rue Saint-Denis, Suite 1206,
Montreal, Quebec, H2S 3L5;

Debtor

-and-

RICHTER ADVISORY GROUP INC., a
corporation and legal person having a
place of business at 1981 McGill College,
in the City of Montreal, Province of Quebec
H3A 0G6;

Trustee/Petitioner

MOTION FOR APPROVAL OF A PROPOSAL
(Section 58 of the *Bankruptcy and Insolvency Act*, Canada)

TO ONE OF THE HONOURABLE JUSTICES OF THE COMMERCIAL DIVISION OF THE SUPERIOR COURT FOR THE DISTRICT OF MONTREAL SITTING AS THE "COURT" AS DEFINED AND DESIGNATED UNDER THE *BANKRUPTCY AND INSOLVENCY ACT*, CANADA OR TO THE REGISTRAR OR DEPUTY REGISTRAR THEREOF, TRUSTEE/PETITIONER RESPECTFULLY SUBMITS:

1. Accessoires La Brea International Inc. ("Debtor") filed a Proposal (the "Proposal") pursuant to the relevant provisions of the *Bankruptcy and Insolvency Act*, Canada (the "BIA") on November 6, 2014 with Richter Advisory Group Inc. (the "Trustee" or "Petitioner"), as trustee thereunder, all as appears of record herein, a copy of the Proposal is produced herewith as Exhibit P-1.
2. The Trustee scheduled a meeting of the Debtor's creditors for November 25, 2014, giving notice to each creditor of the Debtor concerned by the Proposal, to the Debtor and to all other required persons, the whole in accordance and with the documentation set forth in Section 51(1) BIA (collectively the "Notice of Meeting"), a copy of which Notice of Meeting can be found at Exhibit C-1 of the Trustee's report (the

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"Trustee's Report" or "Report") produced herewith along with all of its Exhibits as Exhibit P-2.

3. The Debtor's creditors entitled to vote on the Proposal at the meeting of the Debtor's creditors held on November 25, 2014, voted to approve the Proposal by majorities overwhelmingly greater than the statutory majorities required under the relevant provisions of the BIA.

4. In particular, the Proposal was accepted by 100% in number and 100% in dollar value of all of the creditors entitled to vote and voting at such meeting, the whole as appears from the minutes of the meeting of Creditors prepared by the Trustee, a copy of which is produced herewith as Exhibit P-3.

5. The Proposal complies with all of the requirements set forth in the relevant provisions of the BIA and the terms of the Proposal are reasonable and are calculated to benefit the general body of the Debtor's creditors. In particular, the Proposal, *inter alia*, provides for:

(a) payment by the Debtor of dividends totalling \$100,000.00, distributed in accordance with the terms of the Proposal;

(b) the subordination and postponement by Marc Létourneau (the Debtor's principal) of all loans payable to Marc Létourneau by the Debtor; and

(c) the establishment of a committee of the therein defined "Ordinary Creditors" in order to assist the Trustee in administering the Proposal.

6. There are no reasons, under any of the relevant provisions of the BIA, for this Honourable Court to refuse or delay approval of the Proposal.

7. The Proposal and the Notice of Meeting sent by the Trustee to the Debtor and to the Debtor's creditors contained a notice of the hearing of the present Motion. Accordingly, notice of the hearing of the present Motion was sent, together with and forming part of the Notice of Meeting and the Proposal, to the Debtor and to all of the Debtor's creditors more than 15 days prior to the date of hearing of the present Motion.

8. The Trustee has forwarded to the Official Receiver and filed with this Honourable Court its Report (Exhibit P-2) required by Section 58(d) BIA.

9. The present Motion is well founded in fact and in law.

WHEREFORE TRUSTEE/PETITIONER PRAYS FOR JUDGMENT OF THIS HONOURABLE COURT:

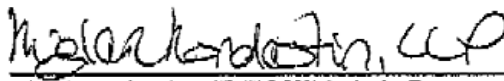
A. **SHORTENING** the delay to forward a copy of the report of the Trustee on the Proposal to the Official Receiver;

- 3 -

- B. **DISPENSING** the necessity of notification of the hearing of the present Motion to the Debtor's creditors, other than the notice sent to the Debtor's creditors with the Notice of Meeting of November 12, 2014;
- C. **GRANTING** the present Motion;
- D. **APPROVING** the Proposal dated November 6, 2014 of Accessoires La Brea International Inc. (produced as **Exhibit P-1** herein) for all purposes as envisaged and required by the relevant provisions of the *Bankruptcy and Insolvency Act*, Canada; and
- E. **ORDERING** the provisional execution of the judgment to be rendered herein notwithstanding appeal and without the necessity of furnishing any security,

THE WHOLE WITHOUT COSTS.

Montreal, November 28, 2014



KUGLER KANDESTIN, L.L.P.

Attorneys for Trustee/Petitioner


TRUE COPY
COPIE CONFORME

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

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IN THE MATTER OF THE PROPOSAL
OF:

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Debtor

-and-

RICHTER ADVISORY GROUP INC.


Trustee/Petitioner

ATTESTATION OF AUTHENTICITY
(Article 82.1 C.C.P.)

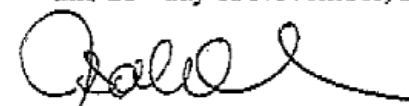
The undersigned, JEREMY CUTTLER, attorney of the Firm Kugler Kandestin, L.L.P., carrying on business at 1 Place Ville Marie, Suite 2101, in the City and District of Montreal, Province of Quebec, under my oath of office, declare that:

1. On November 28, 2014, Kugler Kandestin, L.L.P. received by e-mail the Solemn Declaration of Mr. Benoit Gingues signed on November 8, 2014 and received by Kugler Kandestin, L.L.P. at 11:28 a.m. on the same date;
2. The copy of the Solemn Declaration attached hereto is a true copy and such Solemn Declaration was received by Kugler Kandestin, L.L.P. as set forth in paragraph 1 above.

AND I HAVE SIGNED


JEREMY CUTTLER

Solemnly declared before me at Montreal
this 28th day of November, 2014.


Commissioner of Oaths for Quebec




TRUE COPY
COPIE CONFORME

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(Commercial Division)

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IN THE MATTER OF THE PROPOSAL
OF:

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Debtor

-and-


RICHTER ADVISORY GROUP INC.;
Trustee/Petitioner

SOLEMN AFFIRMATION

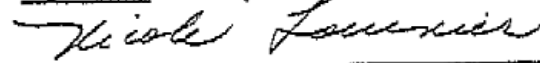
I, the undersigned, **BENOIT GINGUES**, licensed trustee, of the firm Richter Advisory Group Inc., carrying on business at 1981 McGill College, in the City of Montreal, Province of Quebec, do hereby solemnly declare the following:

1. THAT I am a licensed trustee and a duly authorized representative of Richter Advisory Group Inc., the Trustee/Petitioner and have knowledge of all of the facts alleged in the Trustee/Petitioner's "Motion for Approval of Proposal" (herein the "Motion"); and
2. THAT all of the facts alleged in the present Motion are, to my knowledge, true and correct.

AND I HAVE SIGNED:


BENOIT GINGUES

SOLEMNLY DECLARED before me at the
City of Montreal, Province of Quebec, this
28 day of November, 2014.


Commissioner for Oaths for Quebec



Kugler KanestIn, LLP
TRUE COPY
COPIE CONFORME

NOTICE OF PRESENTATION

TO: ACCESSOIRES LA BREA INTERNATIONAL INC.

and all of the Creditors of Accessoires La Brea International Inc.
who were previously notified.

**TO: Benoit Gingues, CPA, CA, CIRP
RICHTER ADVISORY GROUP INC.
1981 McGill College, 12th floor
Montreal, Quebec
H3A 0G6
Fax: 514-934-8603**


**TO: THE SUPERINTENDENT OF BANKRUPTCY
Sun Life Building
1155 Metcalfe Street, Suite 950
Montreal, Quebec
H3B 2V6**

GENTLEMEN:

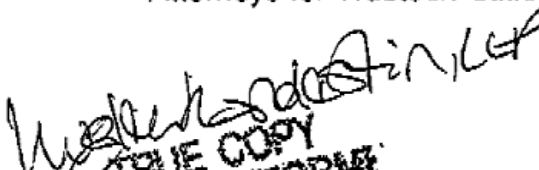
TAKE NOTICE that the present "Motion for Approval of a Proposal" of Trustee/Petitioner herein shall be presented for adjudication before the Registrar (or Deputy Registrar) of the Commercial Division of the Superior Court of Quebec for the District of Montreal sitting in Room 16.10 of the Palais de Justice, 1 Notre-Dame Street, East, Montreal, Quebec, H2Y 1B6, at 9 o'clock a.m. on December 3, 2014.

DO GOVERN YOURSELVES ACCORDINGLY.

MONTREAL, this 28th day of November, 2014



KUGLER KANDESTIN, L.L.P.
Attorneys for Trustee/Petitioner


**TRUE COPY
COPIE CONFORME**

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LIST OF EXHIBITS

- EXHIBIT P-1: Proposal
- EXHIBIT P-2: Trustee's Report
- EXHIBIT P-3: Minutes of the Meeting of Creditors of November 25, 2014

Montreal, November 28th, 2014

Kugler Kandestin, LLP
KUGLER KANDESTIN, L.L.P.
Attorneys for Trustee/Petitioner

Kugler Kandestin, LLP
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(Commercial Division)
DISTRICT OF MONTREAL

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-and- Debtor

RICHTER ADVISORY GROUP INC., a corporation and legal person having a place of business at 1981 McGill College, in the City of Montreal, Province of Quebec H3A 0G6;

Trustee/Petitioner

Our file no. 5642-001

MOTION FOR APPROVAL OF A PROPOSAL
(Section 58 *Bankruptcy and Insolvency Act*,
Canada)

Copy for:

RICHTER ADVISORY GROUP INC.
Attention: Benoit Gingues, CPA, CA, CIRP

Me Jeremy Cuttler
KUGLER KANDESTIN
AVOCATS • ATTORNEYS
S.E.N.C.R.L. • LLP

1 Place Ville Marie, Suite 2101
Montréal, Québec, Canada H3B 2C6

Tel: (514)878-2861
Fax: (514)875-8424

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