

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

No.: 500-11-034815-080

SUPERIOR COURT  
(Commercial Division)  
The Companies' Creditors Arrangement Act

IN THE MATTER OF THE PLAN OF  
ARRANGEMENT OF:

**KOMUNIK CORPORATION,  
KOMUNIK DATAMARK INC.  
KOMUNIK INTRAMEDIA INC.**

Debtors

and

**RSM RICHTER INC.**

Monitor/Petitioner

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**MOTION TO DISCHARGE THE MONITOR**  
(*The Companies' Creditors Arrangement Act*)

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**TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL DIVISION, IN AND FOR THE DISTRICT OF MONTREAL, THE PETITIONER RESPECTFULLY SUBMITS THAT:**

**INTRODUCTION**

1. On November 18, 2008, the Honourable Justice William Fraiberg, j.c.s., issued an order (the **Initial Order**) granting Komunik Corporation, Komunik Datamark Inc. and Komunik Intramedia Inc. (collectively, the **Company**) protection under the *Companies' Creditors Arrangement Act* (the **CCAA**) and appointing the petitioner RSM Richter Inc. as monitor (the **Monitor**) in these CCAA proceedings;
2. On March 27, 2009, Justice Fraiberg issued the Fourth Extension Order which *inter alia* approved a transaction between the Company and 4488385 Canada Inc. (the **Purchaser**) for the sale of substantially all of the Company's assets (the **Transaction**) for a sum of \$17.5 Million (the **Purchase Price**), as more fully appears from the Court record;
3. The Fourth Extension Order authorized the Monitor to distribute the proceeds received from the Transaction to HSBC Bank Canada and to HSBC Capital (Canada) Inc., up to the full amount owing to them by the Company, as of the date of such distribution, under the following conditions:
  - a) Subject to the completion of the Working Capital Adjustment Calculation contemplated at Section 2.10 of the asset purchase and sale agreement entered into by the Company and the Purchaser on February 20, 2009 (the **APS**), as well as the satisfaction of the covenant at Section 4.2 (b) of the APS;

- b) Provided that all prior ranking obligations have been paid in full or otherwise provided for, including all present and future source deductions, all present and future wages and vacation pay (except vacation pay owing to employees to be hired by the Purchaser), all amounts which may be required to satisfy the Company's obligations under its key employee retention plan, all present and future sales taxes and all of the Company's post-filing obligations, including amounts owing to suppliers and professionals;
4. As appears from the Monitor's Sixth Report filed in support of the Fifth Petition for the Extension of the Stay Order, the Monitor, on behalf of the Company, submitted the calculation of the Purchased Working Capital (as defined in the APS) to the Purchaser on April 8, 2009, the whole in accordance with Section 2.10 of the APS;
  5. On April 23, 2009, the Purchaser provided the Monitor with an Objection Notice, reflecting a Purchased Working Capital which, in the Monitor's view, was inconsistent with the terms of the APS;
  6. On May 14, 2009, the Purchaser served a *Petition to establish the value of the Purchased Working Capital*, as more fully appears from the Court record;
  7. On June 17, 2009, the Monitor submitted an *Amended Petition for Various Orders* in which it sought *inter alia* an order approving its analysis of the adjustment to be made to the Purchase Working Capital;
  8. On June 19, 2009, Justice Fraiberg made an Order by which it prayed act of a settlement reached between the Purchaser and the Monitor relating to the adjustment of the Purchase Working Capital, as more fully appears from the Court record;
  9. On June 25, 2009, in accordance with the Order made by the Court on June 19, 2009, the Monitor remitted to the Purchaser the sum of \$2,442,782.00 representing the agreed upon adjustment to the Purchased Working Capital;
  10. On August 6, 2009, the Deputy Minister of Revenue of Quebec (**DMR**) filed a Motion entitled *Requête en levée de la suspension d'exécution, en vue de distraire des sommes et d'ordonner leur remise* (the **GST Motion**) seeking to collect a sum of \$469,492.25, which according to DMR represented general sales tax held in trust for its sole benefit, as more fully appears from the Court record;
  11. On August 14, 2009, HSBC Capital (Canada) Inc., as secured creditor of the Company, filed before this Court petitions in bankruptcy against the Company (**Petitions in bankruptcy**), as more fully appears from the Court record. RSM Richter Inc. was the trustee (the **Trustee**) named in the Petitions in bankruptcy and ultimately approved by the creditors to act in that capacity;
  12. On December 7, 2009, the Honourable Justice Chantal Corriveau, j.c.s., issued an order dismissing the GST Motion and granting the Petitions in bankruptcy filed against the Company, as more fully appears from the Court record;

13. In her judgment, Justice Corriveau also ruled that the sums held by the Monitor were not held in trust for the benefit of DMR and as the Company was now bankrupt, DMR was to be considered as an unsecured creditor in the context of the proceedings under the *Bankruptcy and Insolvency Act*;
14. On December 22, 2009, DMR filed a Motion for Leave to Appeal against the decision of Justice Corriveau to dismiss the GST Motion, which was granted on January 27, 2010, but DMR eventually filed a discontinuance of its appeal on May 19, 2011;

#### **DISCHARGE OF THE MONITOR**

15. On June 11, 2009, Justice Fraiberg authorized the Monitor to distribute the sum of \$10 Million to HSBC Bank Canada, the Company's first ranking secured creditor;
16. Following the distribution of the sum to \$10 Million to HSBC Bank Canada and because the Company is bankrupt as of December 7, 2009, all the remaining funds that were held in trust by the Monitor were transferred to the trustee in bankruptcy to the estate of the Company for the purpose distribution under the *Bankruptcy and Insolvency Act*;
17. The Monitor hereby asks this Court to approve the Final Monitor's Statement of Receipts and Disbursements filed in support of the present motion as **Exhibit R-1**;
18. To the knowledge of the Monitor, all of its duties have been fulfilled and there presently exists no realizable assets of the Company;
19. HSBC Bank Canada, as the Company's first ranked secured creditor, and HSBC Capital (Canada) Inc., as second ranked secured creditor of the Company, have taken cognizance of the Final Monitor's Statement of Receipts and Disbursements (R-1) and confirmed their approval thereof;
20. The known former directors of the Company, the Company' legal counsel as well as HSBC Bank Canada and HSBC Capital (Canada) Inc. are all aware that as per the APS, the Purchaser is in possession of books and records relating to the Company and to the extent they wish to take possession thereof, they should make their own direct arrangements with the Purchaser;
21. The Monitor hereby asks the Court that it be discharged from any obligation it may have with respect to the D&O Charge created pursuant to paragraph 29 of the Initial Order;
22. The Trustee to the bankruptcy of the Company has sent to all creditors who have filed proofs of claim its Notice of its Final Statement of Receipts and Disbursements and its Application for Discharge with respect to the bankruptcy, with respect to which no objection was received;
23. This present motion is well founded in fact and in law;

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

**GRANT** the present *Motion to discharge the Monitor*,

**DECLARE** that the present *Motion to discharge the Monitor* was validly served and filed;

**APPROVE** the fees, receipts and disbursements as represented in the Final Monitor's Statement of Receipts and Disbursements dated March 27, 2012 (Exhibit R-1);

**ORDER** that the Petitioner RSM Richter Inc. be discharged and relieved from any obligations, liabilities, responsibilities and duties in its capacity as Monitor pursuant to the Initial Order or any other orders rendered in the context of these proceedings, for all legal purposes, provided however that notwithstanding its discharge herein, the Petitioner shall continue to have benefit of the provisions of all Orders made in these CCAA proceedings, including all approvals, protection and stays of proceeding in its favour;

**ORDER** that the Petitioner RSM Richter Inc. be discharged from any obligation it may have with respect to the D&O Charge created pursuant to paragraph 29 of the Initial Order;

**AUTHORIZE** the Petitioner RSM Richter Inc. to declare to any party that it no longer has any interest in the books and records of the Debtors Komunik Corporation, Komunik Datamark Inc. and Komunik Intramedia Inc.;

**ORDER** that no claim or proceedings may be instituted against the Petitioner RSM Richter Inc. on matters relating, directly or indirectly, to its activities and obligations in its capacity as Monitor, except by leave of the Court;

**APPROVE** the activities of the Monitor as set out in the reports previously filed with this Court, from the first to the ninth report (the **Reports**), and **ORDER** that the Monitor be released and discharged for everything described in the Reports;

**REQUEST** the aid and recognition of any Court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America or elsewhere to give effect to the order to be rendered;

**THE WHOLE** without costs, except in case of contestation, and with costs against any opposing or contesting party.

Montreal, June 1, 2012

  
\_\_\_\_\_  
**NORTON ROSE CANADA LLP**  
Attorneys for the Monitor

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

No.: 500-11-034815-080

SUPERIOR COURT  
(Commercial Division)  
The Companies' Creditors Arrangement Act

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and

**RSM RICHTER INC.**

Monitor/Petitioner

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**AFFIDAVIT**

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I, the undersigned, **Shawn Travitsky**, Principal, exercising my profession, for the present purposes at 2 Place Alexis Nihon, Suite 1820, in the City and District of Montreal, Province of Quebec, H3Z 3C2, solemnly declare:

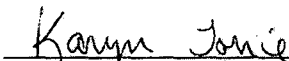
1. I am a Principal at RSM Richter Inc., and as such have personal knowledge of the present matter;
2. All facts contained in the attached *Motion to discharge the Monitor* are true.

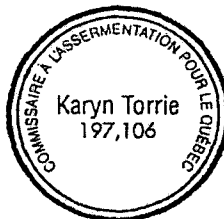
**AND I HAVE SIGNED:**



\_\_\_\_\_  
**SHAWN TRAVITSKY**

**SOLEMNLY AFFIRMED** before me,  
in Montreal, on ~~May~~ June 1, 2012

  
\_\_\_\_\_  
Commissioner for Oaths



CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

No.: 500-11-034815-080

SUPERIOR COURT  
(Commercial Division)  
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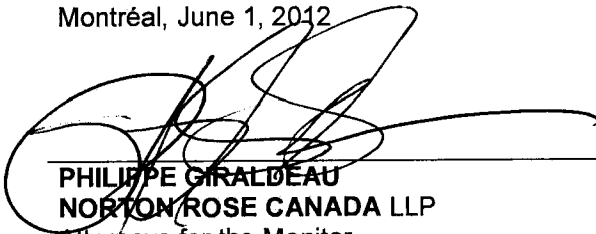
**ATTESTATION OF AUTHENTICITY  
(Article 82.1 C.C.P.)**

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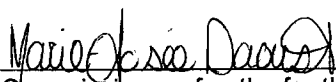
The undersigned, **PHILIPPE GIRALDEAU**, Attorney of the firm Norton Rose Canada LLP, doing business at 1 Place Ville-Marie, suite 2500, in the City and District of Montreal, Province of Quebec, under my oath of office, declare:

1. On June 1, 2012, at 1:55 p.m., Norton Rose Canada LLP received by electronic mail the affidavit of Shawn Travitsky in support of the Motion to discharge the monitor dated June 1, 2012;
2. The copy of the affidavit attached hereto is a true copy of the affidavit of Shawn Travitsky received by electronic mail from RSM Richter Inc. on June 1, 2012, from the Affiant.

Montréal, June 1, 2012

  
\_\_\_\_\_  
**PHILIPPE GIRALDEAU**  
**NORTON ROSE CANADA LLP**  
Attorneys for the Monitor

Solemnly declared before me, in the City and District of  
Montreal, Province of Quebec on June 1, 2012

  
\_\_\_\_\_  
Commissioner of oaths for the Province of Quebec



CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

No.: 500-11-034815-080

SUPERIOR COURT  
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Monitor/Petitioner

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**NOTICE OF PRESENTATION**

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**TO:** Mtre Jean Fontaine e-mail: [JFontaine@stikeman.com](mailto:JFontaine@stikeman.com)  
**STIKEMAN ELLIOTT**  
1155 René-Lévesque Blvd. West, Suite 4000  
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**AND TO:** Mtre Denis Ferland e-mail: [dferland@dwpv.com](mailto:dferland@dwpv.com)  
and Christian Lachance e-mail: [clachance@dwpv.com](mailto:clachance@dwpv.com)  
**DAVIES WARD PHILLIPS &  
VINEBERG LLP**  
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**AND TO:** Mr. Andrew J. Hatnay e-mail: [ahatnay@kmlaw.ca](mailto:ahatnay@kmlaw.ca)  
**KOSKIE MINSKY LLP**  
Barristers & Solicitors  
20 Queen Street West, Suite 900  
Toronto, Ontario M5H 3R3

**AND TO:** Mtre. Mara Greenstone e-mail: [mara.greenstone@bdc.ca](mailto:mara.greenstone@bdc.ca)  
**BANQUE DE DÉVELOPPEMENT  
DU CANADA/  
BUSINESS DEVELOPMENT BANK  
OF CANADA**  
5, Place Ville Marie, Suite 400  
Montréal, Quebec H3B 5E7

**AND TO:** Mr. Aaron Welch e-mail: [Aaron.Welch@gov.bc.ca](mailto:Aaron.Welch@gov.bc.ca)  
**MINISTRY OF ATTORNEY  
GENERAL OF BRITISH COLUMBIA**

- AND TO:** Mr. Alain Paquin  
125 du Flavre  
Lachenaie, Quebec J6V 1N4
- AND TO:** Mr. François Paradis  
624 St-Timothée  
Montreal, Quebec H2L 5C5
- AND TO:** Mr. Patrick Préfontaine  
1818 Du Manoir  
Montreal, Quebec H2V 1B9
- AND TO:** Mr. François R. Roy  
1629 Sherbrooke West  
Montreal, Quebec H3H 1E2
- AND TO:** Mtre Christos Panagopoulos e-mail: [cpanagopoulos@heenan.ca](mailto:cpanagopoulos@heenan.ca)  
**HEENAN BLAIKIE**  
2500 – 1250 René-Lévesque West  
Montreal, Quebec H3B 4Y1
- AND TO:** Mtre Manon Thivierge e-mail: [mthivierge@heenan.ca](mailto:mthivierge@heenan.ca)  
**HEENAN BLAIKIE**  
2500 – 1250 René-Lévesque West  
Montreal, Quebec H3B 4Y1
- AND TO:** Mtre Vanessa Coiteux e-mail: [vcoiteux@stikeman.com](mailto:vcoiteux@stikeman.com)  
**STIKEMAN ELLIOTT**  
1155 René-Lévesque West, 40<sup>th</sup> floor  
Montreal, Quebec H3B 3V2
- AND TO:** Succession de Jean Bourbonnais  
4040 Trafalgar Road  
Montreal, Quebec H3Y 1R2
- AND TO:** Mr. Sebastien Demers  
3844 Girouard  
Montreal, Quebec H4A 3C7
- AND TO:** Mtre Prachi Shah e-mail: [prachi.shah@clydeco.ca](mailto:prachi.shah@clydeco.ca)  
**CLYDE & CO.**  
630 Rene-Levesque Blvd. West, Suite 1700  
Montreal, Quebec H3B 1S6
- AND TO:** Mtre Jacques Vincent email: [j.vincent@lplv.com](mailto:j.vincent@lplv.com)  
**LAMARRE PERRON LAMBERT VINCENT**  
200-480 Saint-Laurent Blvd.  
Montreal, Quebec H2Y 3Y7  
*Counsel for the Purchaser 4488385 Canada Inc.*
- AND TO:** 4488385 Canada Inc.  
8600 Decarie Blvd.  
Suite 200  
Mont-Royal, Quebec H4P 2N2



**AND TO:** Mtre Pierre Zemaitis  
**LARIVIÈRE, MEUNIER (REVENU QUEBEC)**  
**DIRECTION DU CONTENTIEUX DU MINISTÈRE DU REVENU**  
C.P. 5000, Succ. Desjardins  
22th floor, North Tower, D221LC  
Montréal, Quebec H5B 1A7

**TAKE NOTICE** that the foregoing *Motion to discharge the Monitor* will be presented on June 11, 2012, at 9:00 a.m., or so soon thereafter as counsel may be heard in room 16.10, at the Montreal Courthouse, located at 1 Notre-Dame Street East, Montreal, Quebec, H2Y 1B6.

**DO GOVERN YOURSELVES ACCORDINGLY.**

Montreal, June 1, 2012

  
\_\_\_\_\_  
**NORTON ROSE CANADA LLP**  
Attorneys for the Monitor

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

No.: 500-11-034815-080

SUPERIOR COURT  
(Commercial Division)  
The Companies' Creditors Arrangement Act

IN THE MATTER OF THE PLAN OF  
ARRANGEMENT OF:

**KOMUNIK CORPORATION,  
KOMUNIK DATAMARK INC.  
KOMUNIK INTRAMEDIA INC.**

Debtors

and

**RSM RICHTER INC.**

Monitor/Petitioner


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**LIST OF EXHIBITS**

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Exhibit R-1: Final Monitor's Statement of Receipts and Disbursements.

Montreal, June 1, 2012

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**NORTON ROSE CANADA LLP**  
Attorneys for the Monitor

CANADA  
 PROVINCE OF QUÉBEC  
 DISTRICT OF QUEBEC  
 DIVISION NO.: 01-MONTREAL  
 COURT NO.: 500-11-034815-080  
 ESTATE NO.: 41-342321, 41-342322, 41-342323

**SUPERIOR COURT**  
 Insolvency and Bankruptcy act  
 (Commercial Division)

**IN THE MATTER OF THE PLAN OF ARRANGEMENT OF KOMUNIK CORPORATION, KOMUNIK DATAMARK INC. AND KOMUNIK INTRAMEDIA**

a body politic and corporate, duly incorporated according to law and having its head office and principal place of businesses  
 at 1500 St-Patrick St, Montreal, Quebec, H3K 0A3  
 at 2800 Francis Hugues Avenue, Laval, Quebec, H7L 3M4  
 at 1500 A Nobel Street, Boucherville, Quebec, J4B 5H3

Debtors

**FINAL MONITOR'S STATEMENT OF RECEIPTS AND DISBURSEMENTS (Notes 1,2)**

**RECEIPTS**

1. Proceeds from sale transaction (Note 3)		\$ 15,057,259.10
2. Collection of accounts receivable		42,856.28
3. Reimbursement of deposits		353,664.35
4. Income tax refund		145,554.28
5. Miscellaneous refunds		19,034.93
6. Interest		5,670.55
7. Taxes		
a) GST received	\$ 14,955.91	
b) QST received	10,335.70	
c) Reimbursement of GST	-	
d) Reimbursement of QST	-	
		<u>25,291.61</u>

**TOTAL RECEIPTS**

15,649,331.10

**DISBURSEMENTS**

8. Miscellaneous:		
a) Bank charges	646.44	
b) Stock taking and possession	1,339.75	
c) Telephone	880.52	
d) Postage on general correspondence	120.00	
e) Other	65.37	
		<u>3,052.08</u>
9. Payroll, selling and other costs		
a) Wages, payroll deductions and other benefits	246,018.08	
b) Commissions	248,016.61	
c) Consulting fees	11,900.00	
d) Transport	36,821.50	
e) Rent	55,679.83	
f) Insurance	20,352.81	
g) Other	64,594.51	
		<u>683,383.34</u>
10. Transfers of funds to Trustee (Note 4)		<u>3,704,421.80</u>

**TOTAL DISBURSEMENTS BEFORE SALES TAXES, MONITORS FEES AND LEGAL FEES AND COSTS**

4,390,857.22

11. Taxes:

a) GST paid on disbursements exclusive of fees	17,159.27	
b) QST paid on disbursements exclusive of fees	16,841.17	
c) GST on legal fees	19,053.71	
d) QST on legal fees	9,618.31	
e) GST charged on Monitor's remuneration	25,607.30	
f) QST charged on Monitor's remuneration	5,910.39	
g) Payment of sales taxes	113,444.01	
		<u>207,634.16</u>

12. Monitor's remuneration

512,145.84

13. Legal fees and costs

a) Solicitor to the Debtor - Stikeman Elliott	122,168.94	
b) Monitor's counsel - Ogilvy Renault	346,170.26	
c) Solicitor to the Secured creditor	64,768.51	
d) Other	5,586.17	
		<u>538,693.88</u>

**TOTAL DISBURSEMENTS**

5,649,331.10

**AMOUNT AVAILABLE FOR DISTRIBUTION**

10,000,000.00

14. Remittance to secured lender (Note 5)

10,000,000.00

**REMAINING FUNDS**

\$ -

**IN THE MATTER OF THE PLAN OF ARRANGEMENT OF KOMUNIK CORPORATION, KOMUNIK DATAMARK INC. AND KOMUNIK INTRAMEDIA  
FINAL MONITOR'S STATEMENT OF RECEIPTS AND DISBURSEMENTS (Notes 1,2)**

**NOTES**

Note 1: Pursuant to an order of the Quebec Superior Court, District of Montreal (Commercial Division) made on November 18, 2008, Komunik Corporation, Komunik Datamark Inc, and Komunik Intramedia Inc. (collectively the "Company") were granted protection under the Companies Creditors' Arrangement Act ("CCAA") and RSM Richter Inc. ("Richter") was appointed as the Monitor in the CCAA proceedings. Ultimately, the Company was unable to accomplish a reorganization and did not file a Plan of Arrangement to its creditors. As a consequence, the Company's assets were sold and operations ceased on March 30, 2009.

The secured creditors subsequently filed a Petition in Bankruptcy against the Company and on December 7, 2009 the Quebec Superior Court made a Bankruptcy Order against the Company. Richter was appointed as Trustee to the Estate of the Bankrupt by the Official Receiver.

Note 2: By order of the Court, the Estates of Komunik Corporation, Komunik Datamark Inc. and Komunik Intramedia Inc. were consolidated into one Estate.

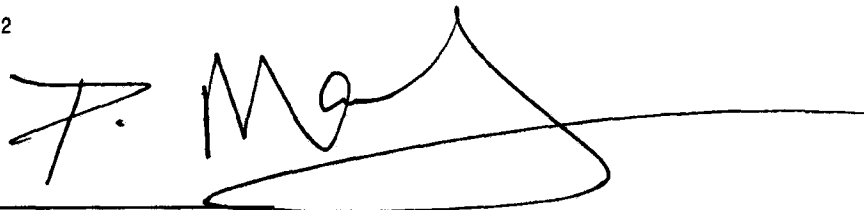
Note 3: On February 20, 2009, the Company entered into a transaction whereby pursuant to an Asset Purchase and Sale Agreement ("APS") with 4488385 Canada Inc. (the "Purchaser"), it agreed to sell most of its remaining assets and transfer the majority of the employees. The APS was approved by the Quebec Superior Court on March 27, 2009 and the transaction closed on March 30, 2009. The Purchaser remitted a total of \$17.5 million to the Monitor to hold in Trust for the Company, subject to the rights of its creditors. The purchase price was subject to a working capital adjustment. A settlement of the working capital adjustment was reached between the parties for an amount of \$2.443 million.

Note 4: After the initial \$10MM transfer referred to in note 5, the Monitor transferred the remaining funds resulting from the sale of assets to the Trustee's bankruptcy account for distribution under the *Bankruptcy and Insolvency Act*.

Note 5: On June 11, 2009, the Quebec Superior Court authorized a partial distribution of \$10 million to HSBC Bank Canada, the Company's principal secured lender. The residual funds were distributed as per Note 4.

Dated March 27, 2012

RSM Richter Inc.  
Monitor

A handwritten signature in black ink, appearing to read 'P. Manel', is written over a horizontal line. The signature is stylized and extends to the right, crossing the line.

Per: Philip Manel, CA, CPA

NO: 500-11-034815-080

SUPERIOR COURT  
DISTRICT OF MONTRÉAL  
(Commercial division)

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and

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Monitor/Petitioner

**MOTION TO DISCHARGE THE MONITOR  
(The *Companies' Creditors Arrangement  
Act*), AFFIDAVIT, ATTESTATION OF  
AUTHENTICITY, NOTICE OF  
PRESENTATION, LIST OF EXHIBITS  
AND EXHIBIT R-1**

ORIGINAL

BO-0042

# 01012644-0010

Mtre Julie Himo

**NORTON ROSE CANADA LLP**

**BARRISTERS & SOLICITORS**

1 Place Ville Marie, Suite 2500

Montréal, Quebec H3B 1R1 CANADA

Telephone: 514.847.6017

Fax: 514.286.5474

julie.himo@nortonrose.com