

T R A N S L A T I O N *

**SUPERIOR COURT
(Commercial Chamber)**

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL

NO : 500-11-036-124-093

DATE: July 6th, 2009

PRESENT : THE HONOURABLE MR. JUSTICE JOËL A. SILCOFF, j.c.s.

IN THE MATTER OF THE ARRANGEMENT OF PEBERCAN INC. IN ACCORDANCE WITH ARTICLE 192 OF THE *CANADA BUSINESS CORPORATIONS ACT* (L.R.C., 1985, ch. C-44)

PEBERCAN INC., a corporation constituted under the Canada Business Corporations Act, having its head office at 750 Marcel-Laurin Boulevard, Suite 106, in Montreal (Saint-Laurent), Québec, H4M 2M4

Applicant

and

SAMSON BÉLAIR / DELOITTE & TOUCHE INC., a legal person duly constituted in accordance with the laws of Canada, having its head office at 1 Place Ville-Marie, Suite 3000, in Montreal, Québec, H3B 3T9

and

THE DIRECTOR named in accordance with Article 260 of the *Canada Business Corporations Act*, having its offices at 365 Laurier Street West, 9th floor, in Ottawa, Ontario, K1A 0C8

Mis-en-cause

ORDER
Canada Business Corporations Act (“CBCA”),
Art. 192 and 217

* In the event of any discrepancy between the English and French versions, the French version shall prevail.

- [1] The Court is seized with the Motion of Pebercan Inc. for the nomination of a monitor and the carrying out of an identification process and evaluation of claims;
- [2] This process of identification and evaluation of claims falls within the context of the arrangement of Pebercan Inc., which the Court approved by Order on June 1st, 2009;
- [3] **SEEING** the *Motion for the Naming of a Monitor and the Carrying Out of an Identification and Evaluation of Claims Process*, as well as the Affidavit and Exhibits filed in its support;
- [4] **WHEREAS** the Director named in accordance with Article 260 CBCA was given notice of the presentation of said Motion and its staff decided that not to appear or be heard at the hearing for the present Order;
- [5] **WHEREAS** Mr. Jean-Claude Gourvès and Mr. Cédric Sirven, who are both shareholders of the Applicant as well as Plaintiffs in a proceeding for an oppression remedy and damages against the Applicant and Mr. Michel Reybier and Peberinvest B.V., have intervened seeking the dismissal of the Motion, or subsidiarily, their exclusion from the Claims Process;
- [6] **WHEREAS** after argument, the Court renders the present Order, which includes provisions specific to the claim of Mr. Jean-Claude Gourvès and Mr. Cédric Sirven;
- [7] **CONSIDERING** the consent of the Applicant, the proposed monitor, Mr. Jean-Claude Gourvès and Mr. Cédric Sirven, that the present Order be rendered;
- [8] **FOR THESE REASONS, THE COURT :**
- [9] **DECLARES** valid and sufficient the Notice of Presentation of the Motion for the present Order;
- [10] **APPROVES** the Claims Process of the Applicant, Pebercan Inc. (the "**Applicant**"), in accordance with the document annexed to the present Order;
- [11] **DECLARES** that all terms commencing with a capital letter in the present Order and not otherwise defined have the meaning attributed to them in the Claims Process;

- [12] **NAMES** Samson Bélair / Deloitte & Touche Inc. monitor of the Claims Process (the “**Monitor**”) to accomplish, as an officer of this Court, the duties of the Monitor in accordance with the Claims Process, the present Order and any other future order of the Court within the context of the present proceedings;
- [13] **AUTHORIZES** the Monitor to determine such services to be retained, namely, employees, representatives, advisors and others that may be reasonably necessary to execute the Claims Process, the present Order and any other future order of the Court, within the context of the present proceedings, including one or more entities related to the Monitor or belonging to the same group;
- [14] **AUTHORIZES** the Monitor to retain counsel, namely the partnership of De Grandpré Chait L.L.P., to advise and represent it, with respect to the Claims Process and as well as in the present proceedings;
- [15] **ORDERS** the Applicant to discharge, upon presentation of its invoices, the fees and disbursements of the Monitor, the attorneys of the Monitor, and other hired advisors, whether prior to or after the rendering of the present Order, in connection with the Claims Process, the present Order and any other future order of the Court within the context of the present proceedings, and to remit to each of them in advance a reasonable provision for such fees and disbursements upon demand in this regard;
- [16] **DECLARES** that the Monitor and its directors, officers, employees and representatives, will incur no responsibility or obligation pursuant to the nomination of the Monitor and the accomplishment of its obligations pursuant to the present Order and any other order of the Court within the context of the present proceedings, save and except for any responsibility or obligation resulting from their gross or intentional negligence, and no action or other proceeding may be instituted against the Monitor or its directors, officers, employees and representatives, in connection with its nomination, its conduct as Monitor, or the accomplishment of any provision of any order of the Court except in the event of prior consent of the Court, after having given notice to the Monitor and the Applicant;
- [17] **ORDERS** that the Applicant, its directors, officers, employees and representatives provide the Monitor with immediate access, without any restriction, to its offices, books, archives, data, including electronic data and any other documents and information regarding the Applicant’s business conduct, to the extent necessary or useful to the accomplishment of its duties

as Monitor in accordance with the Claims Process, of the present Order and any other order of the Court within the context of the present proceedings;

- [18] **APPROVES** the Notice to Creditors, Information Leaflet, Proof of Claim Form and Notice of Dismissal form, substantially in the form of the documents joined as annexes A-1 and A-2 to the Claims Process annexed herewith or filed as Exhibits RPR-3 and RPR-4;
- [19] **ORDERS** that the Claims Process bind all persons who may purport to have a claim against the Applicant, save for Exempt Claims;
- [20] **ORDERS** that notice of the Claims Process and the distribution of the Informational Documents in this regard will be given in the manner and within the delays provided for in the Claims Process annexed herewith;
- [21] **ORDERS** that the commencement date for the identification of the existence of claims against the Applicant (the "**Commencement Date**") be that of the present Order;
- [22] **ORDERS** that any person alleging to have a claim as at the Commencement Date against the Applicant or against any director, officer, employee or representative, past or present, of the Applicant, in connection with the conduct of the Applicant's business, must file a Proof of Claim in the hands of the Monitor prior to August 21st, 2009 at 5:00 P.M., eastern daylight-saving time (the "**Deadline for Claims**"), failing which such person will be irrevocably and definitively barred from the right to assert said claim;
- [23] **EXEMPTS** Mr. Jean-Claude Gourvès and Mr. Cédric Sirven from the obligation to file a Proof of Claim in the hands of the Monitor by reason of their claims against the Applicant and Mr. Michel Reybier, raised in action number 500-11-032645-083 of the archives of the Superior Court of Montreal (hereinafter the "**Pending Action**") and **ORDERS** that these claims be disposed of in the manner set forth in the following paragraphs;
- [24] **EXEMPTS** Mr. Jean-Claude Gourvès and Mr. Cédric Sirven from following the procedure set forth in paragraphs 19, 28, 29, 30, 31, 32 and 33 of the present Order with respect to their claims raised in the Pending Action;

- [25] **ORDERS** that the debate regarding the merit of the claims of Mr. Jean-Claude Gourvès and Mr. Cédric Sirven against the Applicant and Mr. Michel Reybier continue within the Pending Action;
- [26] **ORDERS** the Applicant and Mr. Gourvès and Mr. Sirven to consult each other as to a method of accelerating the timetable for the proceedings so that the Pending Action may be ready for hearing as early as possible and **SUBJECTS** this timetable, as well as the scheduling of a trial date, to the authority of the Court within the context of the present proceedings;
- [27] **DECLARES** that nothing in the present Order will affect the competence of the Court in the determination of the provisions to be constituted, as the case may be, prior to any distribution to the shareholders of the Applicant, including by reason of the claims of Mr. Gourvès and Mr. Sirven set forth in the Pending Action;
- [28] **ORDERS** that no Claimant may file a Proof of Claim with the Monitor after the Deadline for Claims (the "**Late Proof of Claim**") unless the Monitor has been shown, to its satisfaction, or if the Monitor sends a Notice of Dismissal, to the satisfaction of this Court, that it was impossible for the Claimant, despite its diligence, to file its Claim before the Deadline for Claims and that it has filed its Claim within ten (10) days from the time that the reason preventing it from doing so has terminated;
- [29] **ORDERS** that the Late Proofs of Claim :
- a) will not be taken into account in the determination of the amount of any distribution to the shareholders of the Applicant, up until they are filed with the Monitor and up until the Monitor has determined their merit and amount;
 - b) will not have the right to receive payment from the provisions for the payment of other Claims against the Applicant that have been identified before the time fixed in the preceding sub-paragraph; and
 - c) may not be the object of a Claim against the shareholders of the Applicant by reason of a distribution to the shareholders of the Applicant prior to this time;
- [30] **ORDERS** that any person that files a Proof of Claim in hands of the Monitor must provide the Monitor upon demand and within the delay prescribed by the Monitor, any document, information or additional proof, including proof by way of affidavit, to the extent judged necessary by the Monitor, in order for it to evaluate the merit of and the amount of such Claim, failing which, the Monitor

shall dismiss the Proof of Claim and send a Notice of Dismissal to the Claimant;

- [31] **ORDERS** the Monitor, together with the Applicant, to examine each admissible Proof of Claim in order to determine if its merit or amount is contested or may be contested;
- [32] **ORDERS** that to the extent that the Monitor concludes, after having consulted the Applicant, that the Claim advanced in a Proof of Claim is contested or may be contested, the Monitor may attempt to resolve the dispute with the agreement of the Applicant or send a Notice of Dismissal to the Claimant dismissing the Proof of Claim in whole or in part, by giving the reasons of such complete or partial dismissal;
- [33] **ORDERS** that any Claimant wanting to contest a Notice of Dismissal may do so by way of motion to the Court, served upon the Monitor and attorneys of the Applicant within ten (10) days of receipt of the Notice of Dismissal, failing which the total or partial dismissal of its Claim will become final and binding upon the Claimant;
- [34] **ORDERS** the Monitor to report to the Court and to the Applicant, either verbally or in writing, by no later than September 11, 2009, as to the debts and obligations of the Applicant and its subsidiary, Peberco Limited, and to such claims to which they are subject, and that it provide its recommendations with respect to any subsequent step that may be necessary in order to pay, as applicable, the debts, the obligations and claims, including the claims of Mr. Gourvès and Mr. Sirven mentioned hereinabove;
- [35] **THE WHOLE** without costs.

(s) Joël A. Silcoff, j.c.s.

Joël A. Silcoff, j.c.s.

Me Serge Guérette
Me Gilles Leclerc
Fasken Martineau DuMoulin S.E.N.C.R.L., s.r.l.
Attorneys for the Applicant

Me Sébastien Richemont
Me Richard Vachon
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Attorneys for Mr. Jean-Claude Gourvès and Cédric Sirven

Me Stephen Raicek
Me Eric Lalanne
De Grandpré Chait S.E.N.C.R.L.
Attorneys for the Mis-en-Cause Samson Bélair /Deloitte & Touche Inc.

CLAIMS PROCESS

1. Definitions

In this Claims Process, the following terms have the meaning attributed to them hereafter:

“Arrangement” means the arrangement concerning Pebercan Inc. under the terms of Article 192 of the *Canada Business Corporations Act* (“**CBCA**”) as set forth in the articles of arrangement filed with the Director named in accordance with the terms of the CBCA;

“Notice to Claimants” means the notice published in newspapers to advise eventual Claimants of the Claims Process in conformity with the Order concerning the Claims Process;

“Notice of Dismissal” means the written notice from the Monitor to a Claimant dismissing a Proof of Claim in whole or in part and stating the reasons for such dismissal;

“Monitor” means the person named by the Court to administer the Claims Process, namely Samson Bélair / Deloitte & Touche Inc.;

“Commencement Date” means July 6th, 2009;

“Deadline for Claims” means 5:00 P.M., eastern daylight-savings time, August 21st, 2009, or any subsequent date established by the Court;

“Informational Documents” means the set of documents comprising the Information Leaflet, a copy of the present Claims Process, a Proof of Claim Form and any other document that the Monitor may deem appropriate to join;

“Information Leaflet” means the explanatory leaflet included in the Informational Documents on the topic of the Claims Process, the Deadline for Claims and the manner in which to fill out and provide the Proofs of Claim, substantially in the form of the document joined as annex A-1;

“Proof of Claim Form” means the prescribed form for the filing of a Proof of Claim with the Monitor substantially in the form of the document joined as annex A-2;

“Order concerning the Claims Process” means the order rendered by the Court in accordance with the *Motion for the Naming of a Monitor and the Carrying Out of an Identification and Evaluation of Claims Process*;

“Peberco” means Peberco Limited, a corporation constituted under the laws of Bermuda and a wholly-owned subsidiary of the Corporation;

“Person” means any individual, legal person, partnership, patrimonial trust, including, without limiting the generality of the foregoing, a company, an association, a corporation, a cooperative or any other type of business association, their successors, liquidators, directors or other legal representatives, in accordance with the applicable laws of Canada;

“Proof of Claim” means a proof of claim filed by a Claimant with the Monitor in conformity with the Information Leaflet and Proof of Claim Form, specifying the Claim and supported by a statement of account, invoice or affidavit;

“Claims Process” means the process described herein to identify and evaluate the merit and amount of the Claims, as well as any additional procedure put in place by the Court to fulfill the Claims;

“Claimant” means any person who has or who claims to have a Claim, other than an Exempt Claim, against the Corporation or any of its directors, officers, employees and representatives in connection with the operation of the Corporation’s business;

“Claim” means any demand based on facts that would have taken place, on any commitment that would have been made and on any responsibility that may have been incurred, in whole or in part, at the Commencement Date, should the alleged obligation be contractual or extracontractual or based solely on the law, present or future, known or unknown, conditional or absolute, due or to become due, liquidated or not, in law or in *equity*, guaranteed or not, as principal debtor, surety or guarantor, including all interest and indemnities susceptible to accrue on this obligation, should this claim be admitted or contested and should it be the object of judicial proceedings at the Commencement Date or not;

“Exempt Claim” means a Claim of the nature of those enumerated in Article 3;

“Late Claim” means a Proof of Claim filed with the Monitor after the Deadline for Claims;

“Corporation” means Pebercan Inc.;

“Court” means the Commercial Chamber of the Superior Court of Québec, district of Montreal and, as applicable, the Québec Court of Appeal;

2. **Creditors affected by the Claims Process**

The Claims Process binds all the Claimants, except for the holder of an Exempt Claim, solely in relation to this Exempt Claim.

3. Exempt Claims

The following Claims are not subject to the Claims Process and shall not be extinguished by the application of Article 7 hereafter:

- a) the Claims of shareholders of the Corporation entitled to first distribution, any subsequent distribution and the last distribution, the whole as defined in the Arrangement, but with regards to such distributions only;
- b) the Claims of Peberco or Peberco's creditors based on the undertaking of the Corporation to indemnify Peberco's creditors by reason of the payment of any dividend, the reduction of its capital paid and its liquidation and dissolution, but under this respect only.

4. Monitor's role under the Claims Process

The Monitor is responsible for administering the procedures aimed at the filing and evaluation of the Claims in the manner prescribed herein. The Monitor is authorized to exercise all acts and to carry out all duties provided by the Order Concerning the Claims Process, including those named herein.

5. Notice to creditors

In conformity with the Order Concerning the Claims Process, the Monitor:

- a) sends the Informational Documents by first class mail no later than July 10th, 2009:
 - i) to all the creditors appearing in the books and archives of the Corporation on the Commencement Date and on the date that the Informational Documents are mailed and
 - ii) to the persons having instituted proceedings served upon the Corporation and that remain pending at the date that the Informational Documents are mailed and which make reference to a cause of action that would have been crystallized in whole or in part before the Commencement Date;
- b) publishes a notice to the Claimants once per week for the duration of two consecutive weeks in each of the following newspapers, no later than July 15th, 2009:
 - *The Gazette*
 - *La Presse*
 - *a daily English newspaper in Bermuda*
- c) sends a copy of the Informational Documents by mail, messenger, fax or email as soon as possible upon demand of any Claimant.

6. Filing of Proofs of Claim

- a) Each Claimant must file a Proof of Claim with the Monitor from now until the Deadline for Claims;
- b) The Proofs of Claim may be remitted to the Monitor in person, or sent by messenger, mail, fax or email to the address, to the fax number and the email address mentioned in the Information Leaflet no later than the Deadline for Claims;
- c) In order that it be deemed admissible by the Monitor, a Proof of Claim must adhere to the format of a Proof of Claim duly completed in the manner prescribed in the Information Leaflet;
- d) The Monitor can renounce invoking certain technical irregularities in the format or contents of a Proof of Claim to the extent that it considers that it sufficiently evidences the existence of a Claim and its amount.

7. Failure to file a Proof of Claim

Any Claimant who has failed to file a compliant Proof of Claim with the Monitor by the Deadline for Claims:

- a) will be definitively deprived of the right to assert and execute any Claim against the Corporation or against any past, present or future director, officer, employee or representative of the Corporation;
- b) will not have the right to any other notice;
- c) will not participate as Claimant in the Claims Process; and
- d) will not receive any payment under such Claim;

under reserve of Article 8 hereinbelow.

8. Late filing of Proofs of Claim

A Claimant may not file a Late Claim unless the Monitor has been shown, to its satisfaction, or if the Monitor remits a Notice of Dismissal, to the satisfaction of the Court, that it was impossible for the Claimant, despite its diligence, to file its Proof of Claim before the Deadline for Claims and that it has filed its Proof of Claim within ten (10) days from the reason for preventing it from doing so has terminated. Late Claims (i) are not taken into consideration in the determination of the amount of any distribution to the shareholders of the Corporation so long as they have not been filed with the Monitor and deemed admissible; (ii) do not have the right to receive payment from the provisions

constituted to fulfill the other responsibilities of the Corporation prior to that time, and (iii) the Claimant does not have the right to make a Late Claim against the shareholders of the Corporation by reason of any prior distribution to the shareholders of the Corporation.

9. Evaluation of the Proofs of Claim by the Monitor

Under the terms of the present Claims Process, the Monitor is entitled to require from any Claimant that produces a Proof of Claim, all information and all additional documents, including affidavits, to the extent reasonably necessary for the evaluation of the merit and the amount of the Claim which is the object of the Proof of Claim and, if the Claimant fails to provide such information and documents to the Monitor within the prescribed delay, the Monitor may dismiss the Proof of Claim as if it were never validly received and send a Notice of Dismissal to the Claimant.

10. Litigious claims:

If the Monitor, after having consulted the Corporation, concludes that the Claim invoked in a Proof of Claim is contested or may be contested, the Monitor may attempt to resolve the dispute with the agreement of the Corporation and/or send a Notice of Dismissal to the Claimant.

11. Appealing Notices of Dismissal

All Claimants that wish to appeal a Notice of Dismissal may do so by motion to the Court, served upon the Monitor and Fasken Martineau DuMoulin S.E.N.C.R.L. s.r.l., the attorneys of the Corporation, within ten (10) days of receipt of the Notice of Dismissal, failing which the total or partial dismissal of the Claim will be final and irrevocable and binding upon the Claimant.

In calculating the delay to appeal a Notice of Dismissal, the Claimant will be deemed to have received the Notice of Dismissal:

- a) if mailed by first class mail, three (3) business days after giving it to the post office;
- b) if given in person, upon receipt of said document at the address of the addressee;
- c) if delivered by messenger, one business day following the remittance of the document to the messenger; and
- d) if sent by fax, the day of the transmission of the document by fax.

12. Report on received Claims

As soon as possible after the Deadline for Claims, the Monitor will report to the Court and the Corporation regarding the Claims received as well as their nature, and regarding any useful subsequent step to treat the identified Claims, as applicable.

ANNEX A-1

PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL
SUPERIOR COURT OF QUÉBEC (COMMERCIAL CHAMBER)

IN THE MATTER OF THE ARRANGEMENT OF PEBERCAN INC. IN ACCORDANCE
WITH ARTICLE 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*
(L.R.C. 1985, c. C-44)

INFORMATION LEAFLET

Pebercan Inc. (“**Pebercan**” or the “**Corporation**”) filed a demand for judicial approval of an arrangement in accordance with Article 192 of the *Canada Business Corporations Act* (L.R.C. 1985, c. C-44) (the “**Arrangement**”). This Arrangement was approved by the necessary majority of security holders in Pebercan on May 26th, 2009 and approved by order of the Superior Court of Québec, Commercial Chamber, district of Montreal (the “**Court**”) on June 1st, 2009.

By additional order of the Court dated July 6th, 2009 (the “**Order Concerning the Claims Process**”), Pebercan was authorized to hold a process aimed at facilitating the identification and evaluation of the obligations of the Corporation at _____ (the “**Claims Process**”) in order to enable it to distribute the remainder of its assets and thereafter, to dissolve itself. The Arrangement provides that all the debts of Pebercan must be paid or be the object of a reserve under the surveillance of the Court before distribution to the shareholders may take place.

Under the terms of the Order Concerning the Claims Process, the Court has named Samson Bélair / Deloitte & Touche Inc. monitor (the “**Monitor**”) to coordinate and supervise the administration of the Claims Process.

Kindly refer to the Order Concerning the Claims Process and Schedule A of this Order, entitled “**Claims Process**” for a description of the first step of the process of identification of the creditors, which treats all aspects regarding the filing of the Proofs of Claims in this matter. These documents form part of those that are remitted to you with the present leaflet. Any term commencing with a capital letter and which is not otherwise defined has the meaning attributed to it in the Claims Process.

A. CLAIMS PROCESS

The object of the Claims Process is to identify and evaluate the merit and the amount of your Claim against the Corporation.

Please address any notice and request for information in connection with the Claims Process as follows:

Samson Bélair / Deloitte & Touche Inc.

(in its capacity as designated Monitor by the Court
in the matter of the arrangement of Pebercan Inc.)

Suite 3000

1 Place Ville-Marie

Montreal, Québec H3B 4T9

C/O Mr. Philippe Jordan, CMA, CIRP

Telephone: (514) 393-8386

Fax : (514) 393-4103

Email : phjordan@deloitte.ca

B. GUIDELINES AND OTHER INFORMATION FOR THE CLAIMANTS

1. Proof of claim

Should you believe that you hold a claim against Pebercan, or a claim against its directors, officers, employees or representatives relating to the conduct of the Corporation's business, that arose in whole or in part on or before July 6th 2009, you must:

- a) complete the Proof of Claim Form attached herewith or any other document containing the same information;
- b) join to the Proof of Claim Form a statement of account or a sworn declaration giving the details of the Claim by referring to the contract or other documents at the source of the Claim, as applicable;
- c) sign the Proof of Claim Form or have it signed by an authorized representative of the Claimant;
- d) send the completed Proof of Claim form to the Monitor in one of the ways prescribed by Article 6 of the Claims Process.

THE PROOFS OF CLAIM MUST BE RECEIVED BY THE MONITOR BEFORE 5:00 P.M. EASTERN DAYLIGHT-SAVING TIME, ON AUGUST 21ST, 2009 (THE "DEADLINE FOR CLAIMS"). FAILURE TO SEND A PROOF OF CLAIM SO THAT IS

RECEIVED BY THE MONITOR BEFORE THE DEADLINE FOR CLAIMS WILL STOP YOU FROM MAKING YOUR CLAIM AGAINST PEBERCAN OR ITS DIRECTORS, OFFICERS, EMPLOYEES AND REPRESENTATIVES AND THIS CLAIM WILL BE DEFINITELY NULL AND VOID, WITHOUT FURTHER NOTICE.

The late filing of a Proof of Claim will only be authorized if you establish, to the satisfaction of the Monitor, or to that of the Court in the case of disagreement, that it was impossible for you, having acted with diligence, to file said Proof of Claim before the Deadline for Claims and that said Proof of Claim is produced **within ten (10) days** from the time which the reason prohibiting or from doing so has terminated. The rights attached to a Late Claim may be limited. Refer to Article 8 of the Claims Process.

2. *Evaluation of Proofs of Claim by the Monitor*

In accordance with the Order regarding the Claims Process, the Monitor has the right to request from any Claimant that files a Proof of Claim such other information and documents that it deems reasonably necessary, including sworn declarations, in order to recognize and evaluate that Proof of Claim. Should you fail to provide the information and documents requested within the prescribed period, the Monitor may dismiss your Proof of Claim as if it were never validly filed, and send a Notice of Dismissal.

3. *Contested claims / Notice of Dismissal*

If the Monitor, after having consulted the Corporation concludes that the merit or the amount of the Claim that forms the object of the Proof of Claim is contested or may be contested, the Monitor may attempt to resolve the dispute with the agreement of the Corporation and/or provide a Notice Dismissal to the Claimant.

A Notice of Dismissal is a motivated written notice sent by the Monitor to a Claimant, dismissing in whole or in part its Proof of Claim and providing the reasons in support of such dismissal.

4. *Appealing Notices of Dismissal*

ANY CLAIMANT THAT WISHES TO APPEAL A NOTICE OF DISMISSAL ISSUED BY THE MONITOR MAY DO SO BY WAY OF MOTION TO THE COURT, SERVED UPON THE MONITOR AND FASKEN MARTINEAU DUMOULIN S.E.N.C.R.L. S.R.L., (Me Serge Guérette), THE ATTORNEYS OF THE CORPORATION, WITHIN TEN (10) DAYS OF RECEIPT OF THE NOTICE OF DISMISSAL, FAILING WHICH COMPLETE OR PARTIAL DISMISSAL OF THE CLAIM WILL BE FINAL AND BINDING UPON THE CLAIMANT.

ANNEX A-2

PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL
SUPERIOR COURT OF QUÉBEC (COMMERCIAL CHAMBER)

IN THE MATTER OF THE ARRANGEMENT OF PEBERCAN INC. IN ACCORDANCE
WITH ARTICLE 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*
(L.R.C. 1985, c. C-44)

PROOF OF CLAIM

C. IDENTIFICATION OF THE CLAIMANT

1. Complete name of the Claimant: _____
2. Complete address: _____
3. Telephone number: _____
- 4: Fax number: _____
5. Email address: _____
6. Name and title of the person to contact: _____

D. CLAIM

I, _____ (name of the claimant or authorized representative of the claimant), hereby attest that;

1. I am a claimant or I am a the _____ of the claimant and I have complete knowledge of all the circumstances surrounding the claim hereinafter described;
2. On _____ 2009, the claimant had the following claim against Pebercan Inc. ("**the Corporation**");
3. This claim remains unpaid or incomplete.
- 4.

If the claim seeks the payment of a specific amount, please state the amount and the currency in which it is payable:

Amount of the claim: _____
currency

C. DETAILS OF THE CLAIM

a) The details of the claim or of the undersigned are described hereafter, or appear in the statement of account and/or other documents joined hereto:

(Please provide the complete details of the subject of the claim and the documents in its support, including the amount, the description of the transactions or agreements at the source of the claim, the name of any surety who would have guaranteed the claim, the date and the name and the number of any invoice, the details of any credit, discount, etc. claimed.)

b) In connection with the claim:

- The claimant has security on the property of the Corporation;
- The claimant does not have security.

Dated in _____, on _____ 2009
location date

Name of the Claimant in capital letters

By: _____

THE PROOF OF CLAIM MUST BE RETURNED AND RECEIVED BY THE MONITOR BEFORE 5:00 P.M., EASTERN DAYLIGHT-SAVING TIME, ON AUGUST 21ST, 2009, AT THE FOLLOWING ADDRESS:

Samson Bélair / Deloitte & Touche Inc.
(in its capacity as designated Monitor by the Court in the matter of the arrangement of Pebercan Inc.)
Suite 3000
1 Place Ville-Marie
Montréal, Québec H3B 4T9

C/O Mr. Philippe Jordan, CMA, CIRP
Telephone: (514) 393-8386
Fax : (514) 393-4103
Email : phjordan@deloitte.ca