

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c.C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF 3113736 CANADA LTD., 4362063 CANADA LTD., and
A-Z SPONGE & FOAM PRODUCTS LTD.

(the "Applicants")

MOTION RECORD

(Re: Stay Extension, Returnable June 29, 2017)

June 26, 2017

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Barristers and Solicitors
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TO: SERVICE LIST

INDEX

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INDEX

Tab	Document
1	Notice of Motion, dated June 26, 2017
2	Affidavit of Tony Vallecoccia, sworn June 26, 2017
A	The Plan Sanction Affidavit of Tony Vallecoccia (without exhibits), sworn January 13, 2017
B	Correspondence between David Ullmann and Jean Duval with respect to agreed upon settlement of Revenu Quebec Action, dated October 17, 2016 and October 20, 2016
C	Letter from Tax Court advising of a scheduled settlement conference, dated May 5, 2017
D	Monitor’s Letter to Jean Duval outlining settlement, dated May 25, 2017
E	Tax Court’s Order, dated June 7, 2017
F	Plan Implementation Certificate, dated June 23, 2017
3	Draft Order

1

Court File No. CV-12-9545-00CL

ONTARIO
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A-Z SPONGE & FOAM PRODUCTS LTD.

(the "**Applicants**")

NOTICE OF MOTION
(Re: Stay Extension, Returnable June 29, 2017)

THE MOVING PARTIES, 3113736 Canada Ltd. (formerly known as Valle Foam Industries (1995)) ("**Valle Foam**"), 4362063 Canada Ltd. (formerly known as Domfoam International Inc.) ("**Domfoam**"), and A-Z Sponge & Foam Products Ltd. ("**A-Z Foam**") (collectively, the "**Applicants**") will make a motion to a judge presiding over the Commercial List at 9:30 a.m. on June 29, 2017 at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING:

This motion is to be heard orally.

THE MOTION IS FOR:

1. an Order substantially in the form contained at Tab 3 of the Applicants' Motion Record, extending the Stay Period (as that term is defined in the Initial Order of the Honourable Mr. Justice Newbould dated January 12, 2012) to and including November 30, 2017; and
2. such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

3. on January 12, 2012, the Applicants sought and were granted protection under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (“**CCAA**”), as amended pursuant to the Order of the Honourable Mr. Justice Newbould (the “**Initial Order**”);
4. Deloitte & Touche Inc., now known as Deloitte Restructuring Inc., was appointed in the Initial Order to act as monitor in these CCAA proceedings (“**Monitor**”);
5. as a result of the sale of assets of the Applicants, Valle Foam changed its name to 3113736 Canada Ltd., and Domfoam changed its name to 4362063 Canada Ltd. The style of cause of these proceedings was changed by the Order of Justice Brown, dated June 15, 2012 to reflect the change of names;
6. the Order of the Honourable Mr. Justice Brown, dated June 15, 2012 established a process to identify pre- and post-filing claims against the Applicants and/or their officers and directors (“**Claims Process Order**”)
7. the Meeting Order was approved by the Honourable Mr. Justice Penny on September 6, 2016, accepting Domfoam’s Plan of Compromise and Arrangement (“**Plan**”) for filing with the Court and authorizing Domfoam to seek approval of the Plan at the meeting of the creditors (“**Creditors’ Meeting**”);
8. no plan of compromise or arrangement has yet been put forward for Valle Foam or A-Z Foam;
9. the Creditors Meeting was held on October 19, 2016;

10. the Applicants achieved the required statutory “double majority” needed to approve the Plan. Proven Creditors holding 92% in number and 99% in value voted to approve the Resolution in favour of the Plan;
11. the Plan was sanctioned by way of Order from the Honourable Mr. Justice Hainey, dated January 24, 2017;
12. the conditions precedent to Plan implementation have been satisfied or waived, and the Plan has been implemented;

Extension of Stay Period

13. the Initial Order granted a Stay Period until February 10, 2012;
14. The Stay Period granted under the Initial Order was subsequently extended for all of the Applicants from time to time by orders of this Honourable Court;
15. most recently, the Stay Period was extended to June 30, 2017, by the Order of the Honourable Mr. Justice Hainey, dated January 24, 2017;
16. the Applicants have been acting and continue to act in good faith and with due diligence in these CCAA proceedings;
17. it is just and convenient and in the interests of the Applicants and their stakeholders that the requested Order be granted and the Stay Period extended;
18. the proposed extension of the Stay Period is supported by the Monitor and there is no known opposition;

19. the provisions of the CCAA and the inherent and equitable jurisdiction of this Honourable Court;
20. Rule 1.04, 1.05, 2.03, 3.02, 16 and 37 of the Ontario *Rules of Civil Procedure*, RRO 1990, Reg 194, as amended, and section 106 of the Ontario *Courts of Justice Act*, RSO 1990, c C 43, as amended; and
21. Such further and other grounds as counsel may advise.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

22. The Affidavit of Tony Vallecoccia, to be sworn;
23. The Sixteenth Report of the Monitor, to be filed; and
24. Such further and other material as counsel may advise and this Court may permit.

June 26, 2017

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2

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IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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ARRANGEMENT OF 3113736 CANADA LTD., 4362063 CANADA LTD., and
A-Z SPONGE & FOAM PRODUCTS LTD.

(the "**Applicants**")

AFFIDAVIT OF TONY VALLECOCCIA

(sworn June 26, 2017)

I, **TONY VALLECOCCIA**, of the Town of Milton, in the Regional Municipality of Halton, in the Province of Ontario, **MAKE OATH AND SAY**:

1. I am the President and Chief Executive Officer of 3113736 Canada Ltd., formerly known as Valle Foam Industries (1995) Inc. ("**Valle Foam**"), and of 4362063 Canada Ltd., formerly known as Domfoam International Inc. ("**Domfoam**"), and a director of Valle Foam, Domfoam and A-Z Sponge & Foam Products Ltd. ("**A-Z Foam**") (collectively, the "**Applicants**"), and as such have knowledge of the matters to which I hereinafter depose, except where otherwise stated.

2. To the extent that the matters deposed to in this affidavit are based on my review of documents or information and belief, I have stated the source of my information and belief and do verily believe the information to be true.

3. I swear this affidavit in support of the Applicants' motion for an Order extending the stay of proceedings for all of the Applicants to and including November 30, 2017.

Background

4. On January 12, 2012, the Applicants sought and were granted protection under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended ("CCAA"), pursuant to the Order of the Honourable Mr. Justice Newbould (the "**Initial Order**").

5. Deloitte & Touche Inc., now known as Deloitte Restructuring Inc., was appointed in the Initial Order to act as monitor in these CCAA proceedings ("**Monitor**").

6. As a result of the sale of assets of the Applicants, Valle Foam changed its name to 3113736 Canada Ltd., and Domfoam changed its name to 4362063 Canada Ltd. The style of cause of these proceedings was changed by the Order of Justice Brown dated June 15, 2012 to reflect the change of names. For the purpose of this affidavit, the said Applicants will still be referred to as Valle Foam, Domfoam and A-Z Foam.

7. On September 6, 2016, the Honourable Mr. Justice Penny approved the Applicants' order seeking acceptance of Domfoam's Plan of Compromise and Arrangement, dated August 23, 2016 ("**Plan**") for filing with the Court and authorizing Domfoam to seek approval of the Plan at a meeting of the creditors ("**Meeting Order**").

8. Pursuant to the Meeting Order, the meeting of the creditors of Domfoam was held on October 19, 2016 ("**Creditors' Meeting**"). The Plan was approved by an overwhelming majority (92% in number and 99% in value) of creditors at the Creditors' Meeting.

9. The details of the Plan and the Creditors' Meeting are described in my Affidavit sworn on January 13, 2017 in support of the Applicants' motion for an Order sanctioning and approving the Plan, and authorizing Domfoam and the Monitor to implement it ("**Plan Sanction Affidavit**"). The Plan Sanction Affidavit (without exhibits) is attached hereto and marked as **Exhibit "A"**. The balance of this affidavit provides an update on those matters described in the Plan Sanction Affidavit.

Plan Sanction and Implementation

10. The Plan was approved and sanctioned by the Honourable Mr. Justice Hainey on January 24, 2017.

11. As described in the Plan Sanction Affidavit, Domfoam commenced an action in the Tax Court of Canada ("**Tax Court**") to contest the position taken by Revenu Quebec regarding the amount of its claim in the CCAA proceedings and, in particular, the liability of Domfoam for the repayment of certain GST and QST amounts related to the hiring by Domfoam of certain temporary workers prior to the CCAA filing ("**Revenu Quebec Action**").

12. Settling the Revenu Quebec Action was one of the preconditions of Plan implementation.

13. The Applicants, with the approval of counsel to the directors and officers and the Monitor, attempted to settle the Revenu Quebec Action in October 2016. Attached hereto and marked as **Exhibit "B"** is a copy of correspondence between my counsel, David Ullmann, and counsel for Revenu Quebec, Jean Duval, dated October 17, 2016 and October 20, 2016 with respect to an agreed upon settlement of the Revenu Quebec Action.

14. There is also a similar action pending in the Superior Court of Quebec, which the Applicants believed was similarly settled by the agreement reached at Exhibit “B” because Mr. Duval had settlement authority over both actions.

15. Based on these settlement discussions, the Monitor issued a Notice of Revision or Disallowance (“**Notice of Disallowance**”) to counsel for Revenu Quebec on January 9, 2017, disallowing a portion of Revenu Quebec’s claim in the CCAA proceeding. However, on January 20, 2017, Revenu Quebec filed a Notice of Dispute with the Monitor advising that it was not in agreement with the Notice of Disallowance.

16. As a result, a settlement conference was scheduled before the Tax Court for June 5, 2017. Attached hereto and marked as **Exhibit “C”** is a copy of a letter from the Tax Court, dated May 5, 2017, advising the parties that a settlement conference was scheduled in the Revenu Quebec Action.

17. On May 19, 2017, Revenu Quebec advised the Monitor that it was withdrawing its Notice of Dispute. Therefore, the proven claim for Revenu Quebec was settled at the amount set out in the Monitor’s Notice of Disallowance. Attached hereto and marked as **Exhibit “D”** is a copy of the Monitor’s letter to counsel for Revenu Quebec, Jean Duval, dated May 25, 2017, outlining the settlement of the Revenu Quebec Action.

18. On June 5, 2017, my lawyer, David Ullmann, counsel for the Monitor, and counsel for Revenu Quebec, appeared by way of teleconference at the Tax Court settlement conference. The parties advised the Tax Court that the Revenu Quebec Action had been settled, and the settlement conference was adjourned until July 5, 2017 to allow the parties to work out minutes

of settlement. Attached hereto and marked as **Exhibit “E”** is a copy of the Tax Court’s Order, dated June 7, 2017.

19. As mentioned above, a precondition to implementation of the Plan is that Domfoam and its directors and officers provide a binding undertaking to discontinue, settle or withdraw the Revenu Quebec Action on terms satisfactory to the Monitor and the Court upon the Plan Implementation Date.

20. Since the Revenu Quebec Action has now been settled as outlined at Exhibit “D”, I have provided a binding undertaking on behalf of Domfoam and in my capacity as Domfoam’s sole director and officer to withdraw the Revenu Quebec Action.

21. The prerequisites to the implementation of the Plan have all now been satisfied, and, on June 23, 2017, the Monitor filed with the Court its Plan Implementation Certificate, a copy of which is attached hereto and marked as **Exhibit “F”**.

22. Following the sanction and implementation of the Plan, the Monitor has the ongoing responsibility to collect funds from the Polyols Settlement (discussed below), and to distribute those funds to creditors with proven claims under the Plan.

Extension of the Stay Period

23. The Initial Order granted a stay of proceedings (“**Stay Period**”) until February 10, 2012.

24. The Stay Period granted under the Initial Order was subsequently extended from time to time by orders of the Court, the most recent being the Order of the Honourable Mr. Justice Hainey, dated January 24, 2017, which extended the Stay Period to June 30, 2017.

25. The Applicants are seeking to extend the Stay Period up to and including November 30, 2017.

26. No cash flow is being provided with this affidavit as the Applicants have limited expenses and no employees. I am confident that the Applicants each have sufficient funds on hand to meet their obligations on a go forward basis for the period of the proposed extension.

27. I believe that the Applicants have acted, and continue to act, in good faith and with due diligence in pursuing the orderly wind down of Domfoam and collecting outstanding amounts owed to Valle Foam (as explained in further detail below). I am informed by the Monitor that it supports the request to extend the Stay Period to November 30, 2017.

28. An extension of the Stay Period is required so that distributions can be made of the funds on hand in accordance with the Plan, and to allow the Applicants to continue collecting outstanding accounts as well as funds due under the Polyols Settlement (as defined below).

Collection of the Polyols Settlement

29. The Applicants are each claimants in a U.S. class action proceeding that relates to price fixing for a product known as “Polyether Polyol” (“**Polyol**”).

30. There has been a trial in respect of one of the defendants in the Polyol matter, The Dow Chemical Company (“**Dow**”), in which a judgment has been rendered against Dow in the amount of \$1.06 billion (“**Judgment**”).

31. In March 2016, Dow withdrew its appeal of the Judgment to the United States Supreme Court and accepted a settlement under which it is to pay \$834,000,000 USD, for distribution to the class members, including the Applicants (the “**Polyols Settlement**”).

32. Refund Recovery Services LLC (“**RRS**”) has been retained as the Applicants’ exclusive agent to assist in filing the necessary documents to secure their share of the Polyols Settlement funds.

33. The amount which will be payable to the Applicants under the Polyols Settlement has not yet been determined. The parties are applying a different method for the allocation of the settlement than had been used in the previous settlements in this matter.

34. The funds are to be distributed, net of fees, in proportion to the dollar amount of each customer’s specific damages as determined by a Court designated expert. The expert will calculate each member’s damages using customer-specific estimates, bounded by the Interquartile Range for each modeled product overcharge applicable to that customer.

35. At a hearing in July 2016, the US Judge with carriage of this class action approved the above referenced method for processing and payment of claimants. The appeal period for the approval of the settlement has expired and no appeal has been made. As such, the US claims process has commenced and RRS has filed claims with the administrator on behalf of the Applicants.

36. I am advised by RRS that it has not yet been provided with an update from the administrator as to whether or not these claims have been accepted or when distributions will occur, although an update is expected in July or August 2017.

37. Funds are not anticipated to be paid to the Applicants until sometime in the Fall/Winter of 2017. It may also be that the funds will be paid in stages, as was the case with other settlements in this matter.

38. An extension of the Stay Period is required to allow for distributions to be made to the Applicants pursuant to the Polyols Settlement. The funds paid to Domfoam under the Polyols Settlement will be distributed to proven creditors *pro-rata* under the Plan.

Valle Foam Collection Efforts

39. Since the Plan Sanction Affidavit, Valle Foam has continued to pursue collection efforts of its outstanding receivables.

40. In the Plan Sanction Affidavit, I advised that there are eight actions outstanding in respect of an aggregate amount of approximately \$814,000.00. One of the two actions in which default judgment was obtained has now settled and the settlement funds are due and payable at the end of June 2017. Judgment is also close to being obtained in two additional actions. In one of these actions, the defence has already been struck, and in another action Valle Foam is proceeding with a motion to strike the defence for failure to pay costs. The Monitor has been advised of the status of each of these actions.

41. Valle Foam continues to vigorously pursue the remaining actions, including by continuing with litigation where necessary and pursuing enforcement options where possible. Extending the Stay Period will provide Valle Foam with the breathing room required to continue its collection efforts.

A-Z Foam

42. Although the business of A-Z Foam has been ceased for several years at this point in time, it is an affiliated entity of the Applicants, and the continuation of the stay is convenient as there remain amounts to collect from the Polyols Settlement and inter-company accounting to be resolved.

43. No one has at any time during the CCAA Proceedings objected to the continuation of the stay with respect to A-Z Foam, and I am not aware of any objections at this time.

44. I swear this affidavit in support of the Applicants' motion for an Order extending the Stay Period to and including November 30, 2017, and for no improper purpose.

SWORN before me at the)
City of Milton, in the Province of)
Ontario, this 26th day of June, 2017)



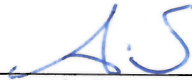
Andrae Ira Shaw, a Commissioner, etc.,)
Province of Ontario, while a Student-at-Law)
Expires March 10, 2020.)



TONY VALLECOCCIA


A

This is Exhibit "A" referred to in the Affidavit of Tony Vallecoccia
sworn the 26th of June, 2017.



Commissioner for Taking Affidavits (or as may be)

**Andrae Ira Shaw, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law,
Expires March 10, 2020.**



Court File No. CV-12-9545-00CL

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AFFIDAVIT OF TONY VALLECOCCIA
(sworn January 13, 2017)

I, **TONY VALLECOCCIA**, of the Town of Milton, in the Regional Municipality of Halton, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am the President and CEO of 3113736 Canada Ltd., formerly known as Valle Foam Industries (1995) Inc. ("**Valle Foam**"), and of 4362063 Canada Ltd., formerly known as Domfoam International Inc. ("**Domfoam**"), and a director of each of the Applicants, and as such have knowledge of the matters to which I hereinafter depose, except where otherwise stated. Where my evidence is based on information and belief, I have stated the source of that information and believe it to be true.
2. I swear this affidavit in support of a motion by the Applicants seeking an Order sanctioning and approving the Plan of Compromise and Arrangement submitted by Domfoam, dated August 23, 2016 (the "**Plan**"), and authorizing Domfoam and Deloitte & Touche, now known as Deloitte Restructuring Inc., in its capacity as Court appointed monitor ("**Monitor**") to implement it. A copy of the Plan is attached hereto and marked as **Exhibit "A"**.

3. The Plan will complete the controlled and orderly wind down of Domfoam; effect a compromise, settlement and payment of all Proven Claims in accordance with its terms; and grant certain releases in favour of Domfoam's directors and officers. The Plan accomplishes these objectives, is fair and reasonable, and is the best available resolution in the circumstances. The Monitor also supports the Plan.

4. The meeting of the creditors ("**Creditors' Meeting**") was held on October 19, 2016. Domfoam has achieved substantially more than the required statutory "double majority" needed to approve the Plan.

5. If the Plan is sanctioned by this Court and the closing conditions are satisfied, the implementation of the Plan will resolve the proceedings as against Domfoam. The proceedings in respect of each of Valle Foam and A-Z Sponge and Foam Products Ltd. ("**A-Z Foam**") will continue as issues continue to be wound up in those estates.

Background

6. On January 12, 2012, the Applicants sought and were granted protection under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, pursuant to the Order of the Honourable Mr. Justice Newbould (the "**Initial Order**").

7. As a result of the sale of assets of the Applicants, Valle Foam changed its name to 3113736 Canada Ltd., and Domfoam changed its name to 4362063 Canada Ltd. The style of cause of these proceedings was changed by the Order of Justice Brown dated June 15, 2012 to reflect the change of names. For the purpose of this affidavit, the said Applicants will still be referred to as Valle Foam, Domfoam and A-Z Foam.

8. The background to, and mechanics of, the Plan, are described in my Affidavit sworn on August 23, 2016 in support of the Applicants' motion for an Order accepting the Plan for filing, and authorizing Domfoam to call, hold and conduct a Creditors' Meeting to consider the Plan (the "**Meeting Order Affidavit**"). The Meeting Order Affidavit (without exhibits) is attached hereto and marked as **Exhibit "B"**. The balance of this affidavit reports on the Creditors' Meeting and the vote on the Plan, and also provides an update on those matters described in the Meeting Order Affidavit.

Meeting Order

9. On September 6, 2016, the Honourable Mr. Justice Penny approved the Applicants' order seeking acceptance of the Plan for filing with the Court and authorizing Domfoam to seek approval of the Plan at the Creditors' Meeting ("**Meeting Order**").

10. The Meeting Order established the requirements regarding the manner in which Creditors would receive notice of the Creditors' Meeting, and the protocol for the Creditors' Meeting. I am advised by the Monitor that the Creditors' Meeting was duly convened in accordance with the provisions of the Meeting Order, as explained in greater detail below.

Mailing of the Meeting Notice and Meeting Materials

11. To the best of my knowledge, Domfoam and the Monitor have complied with all of the requirements in the Meeting Order to disseminate materials concerning the Plan and the Creditors' Meeting to all Creditors (as defined in the Plan) and all other interested persons.

12. I am advised by the Monitor that it caused copies of the Creditors Information Package, the Meeting Order and the Monitor's Fourteenth Report to be posted on its website, and that it

also published the Notice of Meeting (attached as Schedule “A” to the Meeting Order) in the *Globe and Mail* (National Edition).

Amendments to the Plan

13. The Meeting Order authorized Domfoam to amend, modify and/or supplement the Plan in accordance with the terms of Section 11.1 of the Plan.

14. I am advised by David Ullmann, counsel for the Applicants, that, prior to the Creditors’ Meeting, he had discussions with counsel for the Crown (as defined in the Plan) regarding the treatment under the Plan of the fines owed by Domfoam and Valle Foam to the Crown as a result of offences committed under the *Competition Act* to which Domfoam and Valle Foam pled guilty prior to the commencement of the CCAA Proceedings. Details regarding these offences and fines were outlined in my affidavit, sworn on January 11, 2012 in support of the Applicants’ initial application for CCAA protection. The relevant excerpts from my January 11, 2012 affidavit are enclosed hereto and marked as **Exhibit “C”**.

15. Following discussions with the Crown, the Plan was amended prior to the Creditors’ Meeting to clarify treatment of the Crown’s claims under the Plan in a manner that was satisfactory to the Crown. In particular, I am advised by David Ullmann that the Crown was of the view that its claim could not be compromised without its consent and it did not wish to see its claim compromised. However, it also recognized that a bankruptcy of Domfoam would not produce a better result for the Crown or the creditors. As such, the Crown agreed to abstain from voting, provided the Plan was amended to highlight that the Crown’s claim was not compromised.

16. On or about October 18, 2016, the Plan was amended to include the following definition of “Competition Act Claim”:

...the proof of claim filed by Her Majesty the Queen in Right of Canada (the “**Crown**”) in respect of fines owed to the Crown by Domfoam International Inc. and Valle Foam Industries (1995) Inc. as a result of their participation in offences under ss. 45(1)(a) and 45(1)(c) of the *Competition Act*, RSC 1985, c C-34, and in accordance with the Plea Agreement between the Crown and Domfoam International Inc. and Valle Foam Industries (1995) Inc., executed on December 22, 2011.

17. Articles 4.1 (Treatment of Claims), 8.1 (Effect of Plan Generally), 9.1 (Plan Releases) and 9.2 (Injunction) were also amended to clarify that the Crown is entitled to participate in any distributions under the Plan with respect to its Competition Act Claim, but that the Competition Act Claim would not be compromised or released by the Plan. In addition, certain inconsequential administrative and typographical changes were made to the Plan. Attached hereto and marked as **Exhibit “D”** is a copy of the blacklined version of the Plan identifying the amendments described above.

18. A version of the Plan, which included the changes made on or about October 18, 2016, was circulated to the largest trade creditor, the Crown and counsel for the class action creditors (the largest creditors) in blackline prior to the Creditors’ Meeting.

The Creditors’ Meeting

19. The Creditors’ Meeting was held on October 19, 2016 at the offices of Blaney McMurtry LLP, counsel for the Applicants. In accordance with the Meeting Order, Ms. Anna Koroneos, a representative of the Monitor, acted as Chair.

20. All Creditors with Proven Claims and Unconfirmed Voting Claims were permitted to attend the Creditors' Meeting in person or appoint another person to attend as proxyholder. I am advised by the Monitor that the quorum requirement, being one Creditor with a Proven Claim present at the meeting in person or by proxy, was satisfied. The Chair declared that the meeting was properly constituted.

21. I am advised by my counsel, David Ullmann, that, on the evening of October 18, 2016, counsel for the Crown required a further minor change to be made to the definition of "Competition Act Claim" as follows:

...the proof of claim filed by Her Majesty the Queen in Right of Canada (the "**Crown**") in respect of fines owed to the Crown by Domfoam International Inc. and Valle Foam Industries (1995) Inc. as a result of their participation in offences under ss. 45(1)(a) and 45(1)(c) of the *Competition Act*, RSC 1985, c C-34, ~~and in accordance with the Plea Agreement between the Crown and Domfoam International Inc. and Valle Foam Industries (1995) Inc., executed on December 22, 2011, as approved by Court Order, dated [x].~~

22. This proposed change was made to the Plan and tabled at the Creditors' Meeting. I am advised by the Monitor that the Chair confirmed that there were no changes that would alter the substance of the Plan to the Creditors. The Plan that was put to the Creditors for a vote at the Creditors' Meeting was appended as Exhibit "A".

23. I am further advised by the Monitor that the required majority of Creditors voted in favour of the Resolution and therefore approved the Plan. According to the Monitor's tabulation, 92% of Creditors in number and 99% of Creditors in value voted in favour of the Plan.

24. A representative of the Crown did not attend the Creditors' Meeting, either in person or by proxy, and did not vote against the Plan, although the Crown had notice of the Creditors' Meeting.

25. Similarly, a representative of Revenu Quebec (whose claim is discussed below) did not attend the Creditors' Meeting and did not vote against the Plan.

26. I am advised by the Monitor that, before this motion is heard, the Monitor will deliver a report describing the conduct and outcome of the Creditors' Meeting.

Revenu Quebec Action

27. As described in the Meeting Order Affidavit, Domfoam commenced an action in the Tax Court of Canada to contest the position taken by Revenu Quebec regarding the amount of its claim in the CCAA proceedings and, in particular, the liability of Domfoam for the repayment of certain GST and QST amounts related to the hiring by Domfoam of certain temporary workers prior to the CCAA filing ("**Revenu Quebec Action**").

28. Settling the Revenu Quebec Action is one of the preconditions of Plan implementation.

29. The Applicants, with the approval of counsel to the directors and officers and the Monitor, have now settled the Revenu Quebec Action. The settlement will result in Domfoam withdrawing its claim against Revenu Quebec in the Tax Court of Canada, and bringing this matter to a conclusion. Attached hereto and marked as **Exhibit "E"** is a copy of correspondence between my counsel, David Ullmann, and counsel for Revenu Quebec, Jean Duval, dated October 17, 2016 and October 20, 2016.

30. The settlement is contingent on the Plan obtaining Court approval, which releases Domfoam's directors and officers from those claims that Revenu Quebec or Canada Revenue Agency might otherwise have possibly pursued against them.

31. There is also a similar action pending in the Superior Court of Quebec, which is similarly settled by the agreement reached herein, subject to the sanctioning of the Plan. Mr. Duval had settlement authority over both actions.

32. The parties were required by Court order to attend a settlement conference with respect to the Revenu Quebec Action on or before October 31, 2016. This settlement conference has now been adjourned to January 31, 2017, pending the sanction hearing. A copy of a letter from the Tax Court, dated December 9, 2016, approving the parties' adjournment request is attached hereto and marked as **Exhibit "F"**.

33. If this Plan is approved, Domfoam intends to withdraw the Revenu Quebec Action in both the Tax Court of Canada and the Superior Court of Quebec.

Conditions Precedent to Plan Implementation

34. The implementation of the Plan is conditional upon the fulfillment of the following conditions described in Article 7.1 of the Plan and outlined below.

35. First, the Plan must be approved by the Proven Creditors pursuant to the CCAA requirements. As mentioned above, the Plan received the approval of substantially more than the required "double majority" under the CCAA.

36. Second, the Plan must be approved by the Court pursuant to the Sanction Order.

37. Third, the appeal periods and any periods for leave to appeal with respect to the Sanction Order has expired without an appeal, or an appeal and/or leave to appeal application has been dismissed such that the sanctioning of the Plan is finally affirmed and recognized by the appellate court.

38. Fourth, Domfoam and the Directors and Officers will discontinue, settle or withdraw the Revenu Quebec Action on terms satisfactory to the Monitor and the Court upon the Plan Implementation Date. As mentioned above, the Revenu Quebec Action has been settled by the parties, in consultation with the Monitor. In addition, it is my understanding that the Monitor has issued a partial disallowance of the Revenu Quebec claim in accordance with the resolution reached in the settlement. I am advised by the Monitor that it issued a final disallowance to Revenu Quebec on January 9, 2017. Unless Revenu Quebec appeals this disallowance, which is not expected, this aspect of the matter will be fully resolved and the Plan can proceed.

39. Finally, Domfoam and the Directors and Officers will have settled or withdrawn from contesting the position of the Monitor with respect to the HST Pre and Post Filing Dispute. Domfoam is no longer contesting the position of the Monitor on this matter because the Plan releases the Directors and Officers from any potential liability. As long as the Plan is sanctioned by the Court, I will accept the position of the Monitor with respect to the HST Pre and Post Filing Dispute.

40. The sanctioning of the Plan need not wait for these condition to be complete. The Plan provides that, when the conditions set out above are satisfied, the Monitor will file a certificate with the Court stating that the prerequisites for Plan implementation have been met, and that the Plan Implementation Date has occurred.

41. Following the sanction of the Plan, the Monitor has the ongoing responsibility to collect funds from the Polyols Settlement (discussed below), and to distribute those funds to creditors with Proven Claims under the Plan.

Plan Sanction

42. Domfoam is of the view that the Plan presents significant benefits to its stakeholders and is the most reasonable and fair resolution in the circumstances for the following reasons:

- a) it allows for the efficient *pro-rata* distribution of the funds already realized by Domfoam from the liquidation, and also future funds collected from the polyols settlement without further order of the Court, as and when those funds are received;
- b) it avoids the expenses related to distributions made within a bankruptcy, thereby maximizing distribution to Domfoam's creditors;
- c) it completes the controlled and orderly wind down of Domfoam in a timely manner without costly litigation and delay;
- d) it releases Domfoam's Directors and Officers from any pre-filing claims against them;
- e) it requires Domfoam to discontinue the Revenu Quebec Action and to resolve the HST Pre and Post Filing Dispute;
- f) it received the required majority of support from the Creditors;

- g) it resolves the treatment of the Competition Act Claim without requiring a bankruptcy of Domfoam; and
- h) the Monitor supports the sanction of the Plan.

43. The anticipated dividend to be paid to the Proven Creditors will be outlined in the Monitor's Fifteenth Report, to be filed separately.

44. In addition, to the best of my knowledge, neither the Crown nor Revenu Quebec are opposing the sanctioning of the Plan. We have provided a copy of the Sanction Order to the Crown who has confirmed that they are satisfied with the provisions therein which relate to the Competition Act Claim. Revenu Quebec's response has only been to confirm that the actions in the Tax Court of Canada and the Superior Court of Quebec will be withdrawn following Plan implementation.

45. Throughout the course of the CCAA Proceedings, Domfoam has acted in good faith and with due diligence. The Plan complies with the requirements under the CCAA and the Orders of this Court. For these reasons, and the reasons outlined at paragraphs 42 and 43, above, Domfoam believes that the sanction of the Plan is fair and reasonable.

Extension of the Stay Period

46. The Initial Order granted a stay of proceedings ("**Stay Period**") until February 10, 2012.

47. The Stay Period granted under the Initial Order was subsequently extended from time to time by orders of the Court, the most recent being the Order of the Honourable Mr. Justice Newbould, dated August 30, 2016, which extended the Stay Period to January 30, 2017.

48. The Applicants are seeking to extend the Stay Period up to and including June 30, 2017.

49. No cash flow is being provided with this affidavit as the Applicants have limited expenses and no employees. I am confident that the Applicants each have sufficient funds on hand to meet their obligations on a go forward basis for the period of the proposed extension.

50. I believe that the Applicants have acted, and continue to act, in good faith and with due diligence in pursuing the orderly wind down of Domfoam and collecting outstanding amounts owed to Valle Foam (as explained in further detail below). I am informed by the Monitor that it supports the request to extend the Stay Period to June 30, 2017.

51. An extension of the Stay Period is required so that Domfoam and the Monitor can take all the steps and actions necessary or appropriate to implement the Plan (as outlined above), and to allow the Applicants to continue collecting outstanding accounts as well as funds due under the Polyols Settlement (as defined below).

A-Z Foam

52. Although the business of A-Z Foam has been ceased for several years at this point in time, it is an affiliated entity of the Applicants, and the continuation of the stay is convenient as there remain amounts to collect from the Polyols Settlement and inter-company accounting to be resolved.

53. No one has at any time during the CCAA Proceedings objected to the continuation of the stay with respect to A-Z Foam, and I am not aware of any objections at this time.

Collection of the Polyols Settlement

54. The Applicants are each claimants in a U.S. class action proceeding that relates to price fixing for a product known as “Polyether Polyol” (“**Polyol**”).

55. There has been a trial in respect of one of the defendants in the Polyol matter, The Dow Chemical Company (“**Dow**”), in which a judgment has been rendered against Dow in the amount of \$1.06 billion.

56. Refund Recovery Services LLC (“**RRS**”) has been retained as the Applicants’ exclusive agent to assist in filing the necessary documents to secure their share of the Polyol settlement funds.

57. In March 2016, Dow withdrew its appeal of the Judgment to the United States Supreme Court and accepted a settlement under which it is to pay \$834,000,000 USD, for distribution to the class members, including the Applicants (the “**Polyols Settlement**”).

58. The amount which will be payable to the Applicants under the Polyols Settlement has not yet been determined. The parties are applying a different method for the allocation of the settlement than had been used in the previous settlements in this matter.

59. The funds are to be distributed, net of fees, in proportion to the dollar amount of each customer’s specific damages as determined by a Court designated expert. The expert will calculate each member’s damages using customer-specific estimates, bounded by the Interquartile Range for each modeled product overcharge applicable to that customer.

60. At a hearing in July 2016, the US Judge with carriage of this class action approved the above referenced method for processing and payment of claimants. The Appeal period for the

approval of the settlement has expired and no appeal has been made. As such, the US claims process is expected to commence by the end of the month, or in early February.

61. I am advised by RRS that the claims administrator is currently working on finalizing the claim forms, and expects to have them ready by the end of January.

62. Funds are not anticipated to be paid to the Applicants until sometime in the Spring of 2017. It may also be that the funds will be paid in stages, as was the case with other settlements in this matter.

63. An extension of the Stay Period is required to allow for distributions to be made to the Applicants pursuant to the Polyols Settlement. As described above, the funds paid to Domfoam under the Polyols Settlement will be distributed to Proven Creditors *pro-rata* under the Plan.

Valle Foam Collection Efforts

64. Since the Meeting Order Affidavit, Valle Foam has continued to pursue collection efforts of its outstanding receivables.

65. In the Meeting Order Affidavit, I advised that there are six actions outstanding in respect of an aggregate amount of \$793,000.00. In addition, there are two outstanding actions worth approximately \$212,000.00. Judgment has been obtained in these two actions and enforcement steps are currently being taken. One action has been settled and a dismissal order was obtained on October 12, 2016. The Monitor has been advised of the status of each of these actions.

66. Valle Foam continues to vigorously pursue the remaining actions, including by continuing with the documentary discovery phase of the litigation and proceeding with

summary judgment in several cases where warranted. Extending the Stay Period will provide Valle Foam with the breathing room required to continue its collection efforts.

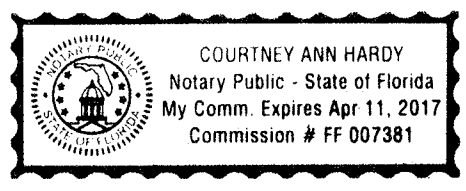
67. This affidavit is sworn in support of the Applicants' motion for an Order sanctioning and approving the Plan, and extending the Stay Period up to and including June 30, 2017, and for no improper purpose.

SWORN before me at the)
Pinellas County, in the State of)
Florida, this 13 day of January, 2017)

Courtney Ann Hardy)
Signature of Notary)

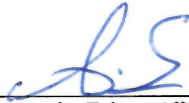
Tony Vallecoccia)
TONY VALLECOCCIA)

Personally Known _____ OR Produced Identification X)
Type of Identification Produced Ontario Driver's License)



B

This is Exhibit "B" referred to in the Affidavit of Tony Vallecoccia
sworn the 26th of June, 2017.



Commissioner for Taking Affidavits (or as may be)

**Andrae Ira Shaw, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires March 10, 2020.**

Alexandra Teodorescu

From: David T. Ullmann
Sent: Wednesday, January 04, 2017 9:34 AM
To: Alexandra Teodorescu
Subject: FW: 4362063 Canada Ltd. (f/k/a Domfoam International Inc. - Your File No. CM-210305-14

David T. Ullmann
 Partner
 dullmann@blaney.com
 ☎ 416-596-4289 | ☎ 416-594-2437

From: Duval Jean [<mailto:Jean.Duval@revenuquebec.ca>]
Sent: October-20-16 4:25 PM
To: David T. Ullmann
Cc: Bérubé Normand
Subject: RE: 4362063 Canada Ltd. (f/k/a Domfoam International Inc. - Your File No. CM-210305-14

David,

We refer to your letter dated October 17, 2016.

As your client is prepared to accept (or has accepted) our settlement offer dated February 1st, 2016, subject to the Plan of Compromise and Arrangement being approved by the Court, we understand that a discontinuance will be filed by your client in both GST and PST files as soon as possible.

Also, we understand that you will inform the Honourable Paris before October 31st of the discontinuance to be produced in the TCC file in accordance with the settlement concluded by the parties and the Plan sanctioned by the Court.

Finally, we advise you that following the unlimited general strike announced by our Union, known as "LANEQ" (Les avocats et notaires de l'État québécois), beginning October 24th, 2016, it could be impossible to join me in the next weeks.

Regards

Jean Duval | DGLRE | Direction adjointe du contentieux – Montréal – Secteur fiscal
 Revenu Québec | 3, Complexe Desjardins, Montréal (Québec), secteur D221LC, H5B 1A4
 Tél. : (514) 287-8821

Jean.Duval@revenuquebec.ca | www.revenuquebec.ca

Devez-vous vraiment imprimer ce courriel?

De : David T. Ullmann [<mailto:DUllmann@blaney.com>]
Envoyé : lundi 17 octobre 2016 15:32
À : Duval Jean
Cc : 'gmoiffat@tgf.ca'
Objet : 4362063 Canada Ltd. (f/k/a Domfoam International Inc. - Your File No. CM-210305-14

Mr. Duval,

Please see attached our letter of today's date to you, with enclosure, with respect to the above-noted matter.

David Ullmann

**Blaney
McMurtry** 2 Queen Street East | Suite 1500
Toronto, Ontario M5C 3G5

Elly Simon

Legal Assistant to David Ullmann & Stephen Gaudreau

esimon@blaney.com

☎ 416-593-7221 ext. 4800

🌐 Blaney.com



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Blaney McMurtry LLP Lawyers 416-593-1221
 2 Queen Street East Suite 1500
 Toronto, Ontario M5C 3G5 Blaney.com

David T Ullmann

D: 416-596-4289 F: 416-594-2437
 dullmann@blaney.com

October 17, 2016

BY EMAIL

WITHOUT PREJUDICE

Mr. Jean Duval
 Lariviere Meunier
 Complexe Desjardins
 secteur D221LC, C.P. 5000
 Montreal, Quebec, H5B 1A7

Dear Mr. Duval:

**Re: 4362063 Canada Ltd. (f/k/a Domfoam International Inc.) (the "Company")
 Your File No. CM-210305-14**

On February 1, 2016, you provided us with an offer to settle the above referenced matter as follows:

1. the assessments with respect to the GST and QST files will be for the amount of \$120,548.10 and \$197,480.92, respectively;
2. the Company will accept a penalty in the amount of \$20,000.00 with respect to the QST file. No penalty shall be accepted with respect to the GST amount; and
3. the interest to be paid with respect to the GST and QST files will be calculated in accordance with the law, and not at the sole discretion of the Monitor.

A copy of your client's offer to settle is enclosed herewith.

The Company is prepared to accept the settlement offer as articulated on February 1, 2016, subject to the Plan of Compromise and Arrangement ("Plan") being approved and sanctioned by the Court and subject to the understanding of the following clarifications. We confirm that the Plan provides that the directors and officers shall be released and discharged from the D&O Claims (as defined in the Plan). As such, no tax authority will have any further claim against the directors and officers of Domfoam in respect of the amounts settled hereunder.

With respect to point 2 above, we wish to clarify that the Company will not be agreeing to pay a penalty outside the CCAA process, but rather an amount, equal to the amount of \$20,000 will be accepted in the claim approved by the Monitor.

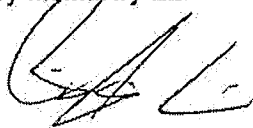
Second, we wish to confirm that the total amount agreed to here, being \$338,029.20, will be allowed in the CCAA process. This amount is a reduction of the \$622,339.13 originally claimed (which was made up of GST in the amount of \$193,357.68 and QST in the amount of \$428,981.45), and the claim will be correspondingly released.

- 2 -

We would appreciate hearing back from you with respect to the above as soon as possible. We confirm that the meeting to consider the Plan of Arrangement is scheduled to proceed on October 19, 2016. In addition, we are obliged to report to the Tax Court of Canada.

Yours very truly,

Blaney McMurtry LLP



David T Ullmann

DTU/at

Encl.

cc: Grant B. Moffat
Thornton Grout Finnigan LLP

Fev. 1. 2016 3:21PM

N° 0526 P. 1

COM-802.J.
2006-09**REVENU
QUÉBEC**

Direction du contentieux fiscal et civil

Bordereau de télécopieDate : 1^{er} février 2016

Nombre de pages : 3

Destinataire

Nom : Me David T. Ullmann

Organisme : Minden Gross LLP

Adresse :

145, King Street West
Suite 2200
Toronto, Ontario, M5H 4G2

Téléphone : 416-369-4148

Télécopieur : 416-864-9223

ExpéditeurNom : LARIVIÈRE MEUNIER
Me Jean Duval

Unité administrative : Direction du contentieux

Téléphone : 514 287-8821

Télécopieur : 514 285-5348

Opérateur

Nom : Lucie Laliberté

Téléphone : 514 287-6095

Message :

4362083 Canada Ltd. (Domfoam International Inc.) c. Sa Majesté la Reine
2014-2105(GST)G Notre dossier : CM-210305-14

Voir correspondance jointe

Avis relatif aux renseignements confidentiels

Les renseignements contenus dans ce document peuvent être confidentiels. Ils sont destinés à l'usage du destinataire ci-dessus. Si vous n'êtes pas le destinataire visé ou une personne autorisée à lui remettre ce document, vous êtes par la présente avisé qu'il est strictement interdit d'utiliser, de copier ou de distribuer ce document, d'en dévoiler la teneur ou de prendre quelque mesure fondée sur l'information qu'il contient. Vous êtes donc prié de détruire ce document et de communiquer immédiatement avec l'expéditeur pour l'aviser de cette erreur.

Complexe Desjardins, secteur D221LC
C.P. 5000, succursale Place-Desjardins
Montréal (Québec) H5B 1A7
Tél. : 514 287-8333 sans frais : 1 888 830-8808, poste 287-8333
www.revenuquebec.ca



Direction du contentieux fiscal et civil

Montreal, February 1st, 2016

Without prejudice

By facsimile : 416-864-9223

Me David T. Ullmann
MINDEN GROSS LLP
145, King Street West
Suite 2200
Toronto (Ontario) M5H 4G2

RE : 4362063 Canada Ltd. (Domfoam International Inc.)
Court N° : 2014-2105(GST)G
Court of Quebec: 500-80-028592-146
O/F : CM-210305-14

Dear Confreere,

We, hereby, confirm that our clients refuse the offer contained in your letter dated September 28th, 2015. However, our clients would accept to settle the above matters on the following basis.

1. In respect of the GST and QST files, the assessments (in rights) will be for the amount of 120 548,10 \$ (GST) and 197 480,92 \$ (QST).
2. Regarding the QST file, our client agrees to a penalty in the amount of 20 000 \$. No penalty will be paid in respect of the GST amount.
3. In respect of the GST and QST files, the interests to be paid have to be calculated in accordance with the law (and can not be let to the sole discretion of the Monitor).
4. Concerning the recourses against the Directors and Officers, our clients refuse to give a release and/or to withdraw their claims against the Directors and Officers.

Montréal
Complexe Desjardins, secteur 0221LC
C. P. 5000, succursale Place-Desjardins
Montréal (Québec) H5B 1A7
Téléphone : 514 287-8333
Sans frais : 1 888 830-8808, poste 2878333
Télécopieur : 514 285-5348

Québec
3800, rue de Marly, secteur 5-2-8
Québec (Québec) G1X 4A5
Téléphone : 418 652-6842
Sans frais : 1 888 830-7747, poste 6526842
Télécopieur : 418 577-5327

- 2 -

We look forward to receiving your client position.

Regards.

LARIVIÈRE MEUNIER



Jean Duval

Ligne directe : 514 287-8821

Courriel : jean.duval@revenuquebec.ca

Pour notification : Nolif-Montreal@revenuquebec.ca

JD/ll

C

This is Exhibit "C" referred to in the Affidavit of Tony Vallecoccia
sworn the 26th of June, 2017.



Commissioner for Taking Affidavits (or as may be)

**Andrae Ira Shaw, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires March 10, 2020.**

May 5, 2017

BY FACSIMILE

David T Ullmann
Blaney McMurtry LLP
2 Queen Street East
Suite 1500
Toronto, Ontario
M5C 3G5

Jean Duval
Larivière Meunier
Direction du contentieux - Revenu
Québec
Complexe Desjardins, secteur D221LC
C.P. 5000, Succursale Desjardins
Montréal, Québec
H5B 1A7

Dear Counsel:

RE: 4362063 Canada Ltd. fka Domfoam International Inc.
v. Her Majesty the Queen
2014-2105(GST)G

We acknowledge receipt of Mr. Ullmann's letter dated April 19, 2017, requesting that a case conference be scheduled in connection with the above-noted matter.

Please be advised that the Court has directed that the settlement conference, held before Justice Paris on April 26, 2016, be reconvened at **2:00 p.m. on June 5, 2016** at the Tax Court of Canada's office in Toronto.

An Order to this effect will follow shortly under separate cover.

Please note that the parties are to exchange and file updated Settlement Conference briefs **on or before May 23, 2017**.

Yours truly,

*"Original Signed By
Tracey Jack-Wee"*

Tracey Jack-Wee
Hearings Coordinator
(613) 992-1420

D

This is Exhibit "D" referred to in the Affidavit of Tony Vallecoccia
sworn the 26th of June, 2017.



Commissioner for Taking Affidavits (or as may be)

**Andrae Ira Shaw, a Commissioner, etc.,
Province of Ontario, while a ~~Student-at-Law~~.
Expires March 10, 2020.**



Deloitte Restructuring Inc.
Bay Adelaide East
22 Adelaide Street West
Suite 200
Toronto ON M5H 0A9
Canada

Tel: 416-775-8831
Fax: 416-601-6690
www.deloitte.ca

May 25, 2017

Via E-mail: Jean.Duval@revenuquebec.ca
Revenu Quebec
3, Complexe Desjardins
Montreal, Quebec
Secteur D221LC, H5B 1A4
Attention: Jean Duval

Dear Mr. Duval,

RE: AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 3113736 CANADA LTD., 4362063 CANADA LTD. and A-Z SPONGE & FOAM PRODUCTS LTD. (the "Applicants")

On January 9, 2017, the Monitor in the above noted proceedings issued a Notice of Revision or Disallowance (the "Notice"), a copy of which is attached, based on the settlement discussions between counsel to 4362063 Canada Ltd and Revenu Quebec. In the Notice, the Monitor admitted a portion of Revenu Quebec's claim in the amount of \$881,804.88 and disallowed \$362,041.81. The Monitor also advised that if further documentation was received with respect to source deductions, it would consider Revenu Quebec's claim for same in the total amount of \$79,635.24. Revenu Quebec was advised that if it was not in agreement with the Notice that it was required to file a Notice of Dispute by January 20, 2017.

On January 20, 2017, the Monitor received the attached Notice of Dispute which indicated that Revenu Quebec's claim totaled \$1,401,071.34, instead of \$1,243,846.69 which was included in Revenu Quebec's amended claim dated April 22, 2014. As a result, since there was no settlement, the actions continued in the Quebec Tax Court.

On May 19, 2017, Revenu Quebec advised the Monitor that it was withdrawing its Notice of Dispute (copy of email attached) and that it would provide the Monitor with the requested information for the source deductions totaling \$79,635.24. Therefore, at this time, the proven claim for Revenu Quebec in 4362063 Canada Ltd. is \$881,804.88 which may be revised upwards to include the source deductions as previously mentioned.

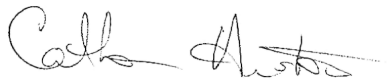
And not in its personal or corporate capacity
May 25, 2017
Page 2

We thank you for your assistance in having this matter resolved.

Yours Truly,

Deloitte Restructuring Inc.

In its capacity as court appointed Monitor of
3113726 Canada Ltd., 4362063 Canada Ltd. and A-Z Sponge & Foam Products Ltd.
And not in its personal or corporate capacity

Per: 
Catherine Hristow, BBA, CPA, CMA, CIRP
Senior Vice President

cc Paul Casey (paucasey@deloitte.ca)
Grant Moffat (GMoffat@tgf.ca)
David T. Ullmann (DUllmann@blaney.com)
Alexandra Teodorescu (ATeodorescu@blaney.com)

From: [Kwok, Carol \(CA - Toronto\)](#)
To: Jean.Duval@revenuquebec.ca
Cc: [Hristow, Catherine \(CA - Toronto\)](#)
Subject: RE: Notice of Revision or Disallowance - 43262063 Canada Ltd. (formerly known as Domfoam International Inc.)
Date: Monday, January 09, 2017 3:58:41 PM
Attachments: [image004.png](#)
[image002.png](#)
[Revenu Quebec - Notice of Revision or Disallowance.pdf](#)
[Note of Dispute.pdf](#)

There were some technical issues.
Please confirm if you receive them this time.

Thank you.

Regards,
Carol Kwok
Paraprofessional to Catherine Hristow | Financial Advisory Services
Deloitte LLP
Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 200, Toronto, Ontario, M5H 0A9, Canada
D: +1 (416) 775 4709 | F: +1 (416) 601 6690
cakwok@deloitte.ca | deloitte.ca



Deloitte.

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--
Please consider the environment before printing.

From: Kwok, Carol (CA - Toronto)
Sent: Monday, January 9, 2017 3:19 PM
To: 'Jean.Duval@revenuquebec.ca' <Jean.Duval@revenuquebec.ca>
Cc: Hristow, Catherine (CA - Toronto) <christow@deloitte.ca>
Subject: Notice of Revision or Disallowance - 43262063 Canada Ltd. (formerly known as Domfoam International Inc.)

Dear Sir/Madam,

Please find attached from Ms. Catherine Hristow re 43262063 Canada Ltd. (formerly known as Domfoam International Inc.):

- Notice of Revision or Disallowance
- Note of Dispute

Please confirm of receipt.

Thank you.

Best regards,
Carol Kwok
Paraprofessional to Catherine Hristow | Financial Advisory Services
Deloitte LLP
Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 200, Toronto, Ontario, M5H 0A9, Canada
D: +1 (416) 775 4709 | F: +1 (416) 601 6690
cakwok@deloitte.ca | deloitte.ca



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--
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ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF 3113736 CANADA LTD., 4362063
CANADA LTD. and A-Z SPONGE & FOAM PRODUCTS LTD.
(the "Applicants")

NOTICE OF REVISION OR DISALLOWANCE

TO: Revenu Quebec
3, Complexe Desjardins
Montreal, Quebec
Secteur D221LC, H5B 1A4

Attention: Jean Duval, DGLRE, Direction adjointe du contentieux – Montreal –
Secteur fiscal
Via E-mail: Jean.Duval@revenuquebec.ca

Based on the discussions that Revenu Quebec has had with legal counsel to the Company, the Monitor has partially accepted your Amended Proof Claim as set out below:

Amended Claim:

Claim Against	Amended Proof of Claim dated April 22, 2014	Allowed Amount	Disallowed Amount
43262063 Canada Ltd. (formerly known as Domfoam International Inc.)	\$1,243, 846.69	\$881,804.88	\$362,041.81
Total	\$1,243,846.69	\$881,804.88	\$362,041.81

REASONS FOR REVISION

From Revenu Quebec Audit Work Sheet			
QST		348,868.20	
QST-temporary agencies-settlement		197,480.92	546,349.12
Penalty-settlement			20,000.00
Total QST			566,349.12
GST		185,667.56	
GST-temporary agencies-settlement		120,548.10	306,215.66
Total QST and GST owing before interest			872,564.78
From April 22, 2014 Revised proof of claim			
Income tax-April 30, 2011			9,240.10
Total QST, GST and income tax			881,804.88

There is a further amount that the Monitor will consider reviewing with respect to 2011 source deductions which were not included in the original proof of claim in the amount of \$68,900.21 plus a penalty of \$10,735.03 for a total of \$79,635.24. Supporting documentation must be submitted in the timeframe as noted below.

IF YOU INTEND TO DISPUTE THIS NOTICE OF REVISION OR DISALLOWANCE:

You must, no later than **5:00 p.m. (Toronto Time) on January 20, 2017** deliver to the Monitor a Notice of Dispute of Revision or Disallowance (a copy of which is attached for your reference.)

Deloitte Restructuring Inc.

Bay Adelaide Centre East Tower
22 Adelaide Street West Suite 200
Toronto, Ontario
M5H 0A9

Attention: Catherine Hristow

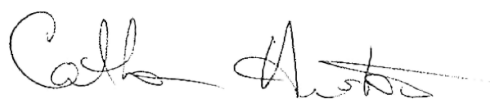
Telephone: (416) 775-8831

Facsimile: (416) 601-6690

E-mail: christow@deloitte.ca

DATE: January 9, 2017

Deloitte Restructuring Inc.

A handwritten signature in black ink, appearing to read "Catherine Hristow". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Catherine Hristow, BBA, CPA, CMA, CIRP

Senior Vice President – Financial Advisory – Restructuring Services Inc.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF 3113736 CANADA LTD., 4362063
CANADA LTD. and A-Z SPONGE & FOAM PRODUCTS LTD.**

(the "Applicants")

NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE

1. PARTICULARS OF CREDITOR:

(a) Full Legal Name of Creditor: _____

(b) Full Mailing Address of Creditor: _____

(c) *Telephone Number of Creditor: _____

(d) *Facsimile Number of Creditor: _____

(e) *E-mail Address of Creditor- _____

(f) Attention (Contact Person): _____

****In order to ensure that all Claims are processed in an expedited manner you must provide one (1) or more of your telephone number, fax number or e-mail address.***

2. PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:

(a) Have you acquired this Claim by Assignment? Yes No
(If yes, attach document evidencing assignment)

(b) Full Legal Name of original Creditor(s): _____

3. DISPUTE OF REVISION OR DISALLOWANCE OF CLAIM FOR VOTING AND/OR DISTRIBUTION PURPOSES:

We hereby disagree with the value of our Claim set out in the Notice of Revision or Disallowance dated _____, as set out below:

Claim:

Claim Against	Claim per Proof of Claim	Allowed Amount	Disallowed Amount
	\$	\$	\$
Total Claims			

REASONS FOR DISPUTE:

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction (s) or agreement(s) giving rise to the Claim, name of any guarantor(s) that has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)

If you intend to dispute a Notice of Revision or Disallowance, you must, **no later than 5:00 p.m. (Toronto Time) on January 20, 2017** deliver to the Monitor a Notice of Dispute of Revision or Disallowance in accordance with the Claims Solicitation Procedure Order to the following address, email or facsimile:

Deloitte Restructuring Inc.

Bay Adelaide Centre East Tower
22 Adelaide Street West Suite 200
Toronto, Ontario
M5H 0A9

Attention: Catherine Hristow

Telephone: (416) 775-8831
Facsimile: (416) 601-6690
E-mail: christow@deloitte.ca

If you do not deliver a Notice of Dispute of Revision or Disallowance by the time and date set out above, as applicable, the value of your Claim shall be deemed to be as set out in the Monitor's Notice of Revision or Disallowance.

Dated at _____ this _____ day of _____, 2017.

Per: _____

From: [Sarrazin Sylvie](#)
To: [Hristow, Catherine \(CA - Toronto\)](#)
Subject: TR: Notice of Dispute of Revision or Disallowance - 4362063 Canada Ltd. (formerly known as Domfoam International Inc.)
Date: Friday, January 20, 2017 3:20:19 PM
Attachments: [20170120145241.pdf](#)
Importance: High

Bonjour madam Hristow

We are delivering to the Monitor by the present e-mail a Notice of dispute of revision or disallowance in the above mentioned file. Please keep us informed of any developments in this file. Thank you.

Me Sylvie Sarrazin | Directrice-adjointe | DGLRE | Direction du contentieux – Montréal – Secteur civil
Revenu Québec | Complexe Desjardins C.P.3000, secteur D221LC, Montréal (Québec) H5B 1A4
Tél. : 514 287-8483 | téléc. : 514 285-5348
Sylvie.Sarrazin@revenuquebec.ca | www.revenuquebec.ca
Cette adresse courriel ne peut être utilisée aux fins de notification

De : Noah Clément
Envoyé : vendredi 20 janvier 2017 14:25
À : Sarrazin Sylvie
Cc : Montpetit Stéphane; Allaire Guy
Objet : RE: Domfoam

Bonjour,

Comme convenu, ci-joint documents pour répondre au contrôleur dans le dossier.

Merci.

Clément Noah | AGF | DGR | Service de recouvrement des dossiers d'insolvabilité L
Revenu Québec | 1600, boul.René-Lévesque Ouest, Montréal (Québec), secteur R23CPF, H3H 2V2
Tél. : (514) 415-5382
Clement.Noah@revenuquebec.ca | www.revenuquebec.ca
Devez-vous vraiment imprimer ce courriel?

Les renseignements contenus dans ce message peuvent être confidentiels.

Si vous n'êtes pas le destinataire visé ou une personne autorisée à lui remettre ce courriel, vous êtes par la présente avisé qu'il est strictement interdit d'utiliser, de copier ou de distribuer ce courriel, de dévoiler la teneur de ce message ou de prendre quelque mesure fondée sur l'information contenue. Vous êtes donc prié d'aviser immédiatement l'expéditeur de cette erreur et de détruire ce message sans garder de copie.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF 3113736 CANADA LTD., 4362063
CANADA LTD. and A-Z SPONGE & FOAM PRODUCTS LTD.**

(the "Applicants")

NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE

1. PARTICULARS OF CREDITOR:

- (a) Full Legal Name of Creditor: AGENCE DU REVENU DU QUÉBEC
- (b) Full Mailing Address of Creditor: 3, COMPLEXE DES JARDINS, MONT
REAL, QUÉBEC, SECTEUR D221LC, H5B 1A4, ATTENTION
JEAN DUVAL, DGLRE MONTREAL e-mail Jean.Duval@revenuquebec.ca
- (c) *Telephone Number of Creditor: (514) 287-8821 / (514) 287-8483
- (d) *Facsimile Number of Creditor: (514) 285-5348
- (e) *E-mail Address of Creditor: Jean.Duval@revenuquebec.ca /
Sylvie.Sarrazin@revenuquebec.ca
- (f) Attention (Contact Person): Jean Duval / Sylvie Sarrazin

**In order to ensure that all Claims are processed in an expedited manner you must provide one (1) or more of your telephone number, fax number or e-mail address.*

2. PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:

(a) Have you acquired this Claim by Assignment? Yes No
(If yes, attach document evidencing assignment)

(b) Full Legal Name of original Creditor(s): _____

3. DISPUTE OF REVISION OR DISALLOWANCE OF CLAIM FOR VOTING AND/OR DISTRIBUTION PURPOSES:

We hereby disagree with the value of our Claim set out in the Notice of Revision or Disallowance

dated January 9, 2017, as set out below:

Claim:

Claim Against	Claim per Proof of Claim	Allowed Amount	Disallowed Amount
43262063 Canada Ltd. (formerly Domfoam Int'l Inc.)	\$ 1,243,846.69	\$ 881,804.88	\$ 362,041.81
Total Claims	\$1,243,846.69	\$ 881,804.88	\$362,041.81

REASONS FOR DISPUTE:

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction (s) or agreement(s) giving rise to the Claim, name of any guarantor(s) that has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)

YOU WILL FIND ENCLOSED REVENUE QUEBEC ACCOUNT STATEMENTS
BASED ON THE AUDIT REPORT YOU USED FOR GST AND QST. ATTACHED
IS ALSO THE STATEMENT OF ACCOUNT FOR DEDUCTIONS AT SOURCE.
WE WILL SEND YOU COPIES OF NOTICES OF ASSESSMENT NUMBERS
3789341 AND 3808131 AS SOON AS THEY ARE IN OUR
POSSESSION.

If you intend to dispute a Notice of Revision or Disallowance, you must, **no later than 5:00 p.m. (Toronto Time) on January 20, 2017** deliver to the Monitor a Notice of Dispute of Revision or Disallowance in accordance with the Claims Solicitation Procedure Order to the following address, email or facsimile:

Deloitte Restructuring Inc.
 Bay Adelaide Centre East Tower
 22 Adelaide Street West Suite 200
 Toronto, Ontario
 M5H 0A9

Attention: Catherine Hristow
 Telephone: (416) 775-8831
 Facsimile: (416) 601-6690
 E-mail: christow@deloitte.ca

If you do not deliver a Notice of Dispute of Revision or Disallowance by the time and date set out above, as applicable, the value of your Claim shall be deemed to be as set out in the Monitor's Notice of Revision or Disallowance.

Dated at MONTREAL this 20 day of JANUARY, 2017.

PREPARED BY CLEMENT NOAH FOR
 DGLRE
 Per: [Signature] R230PF.

Relevé de compte

LMU-109.2 (2012-05)
Page 1 de 5

4362063 CANADA INC.
8785, BOUL. LANGELIER
SAINT-LEONARD (QUEBEC) H1P 2C9

Numéro d'identification : 1010413083
Numéro d'entreprise (fédéral) : 12348 5039
Date du relevé : 2014-04-22

Compte débiteur : 399 549,09 \$
Compte créditeur : 0,00 \$

Loi : FP Dossier : 123485039RT0001

Partie IX de la Loi sur la taxe d'accise concernant la taxe sur les produits et services

Vous n'avez pas produit de déclaration pour la ou les périodes suivantes :

Période du 2012-02-01 au 2012-02-29 (E) Période du 2012-03-01 au 2012-03-31 (E)

Veillez vous conformer au mode de transmission attendu (papier (P) ou électronique(E)), indiqué plus haut, s'il y a lieu.

Date	Description	Compte débiteur (\$)	Compte créditeur (\$)
Période du 2008-04-01 au 2008-04-30			
2008-05-26	Paiement-merci	0,00	4 338,50 -
2008-05-26	Transfert de Revenu Québec	17 873,61 -	0,00
2008-06-03	Paiements intérimaires appliqués	0,00	4 338,50
2008-06-03	Paiements intérimaires appliqués	4 338,50 -	0,00
2008-06-06	Cotisation additionnelle	22 212,11	0,00
2012-06-28	Nouvelle cotisation	51 903,94	0,00
	Total de la période :	51 903,94	0,00
Période du 2009-04-01 au 2009-04-30			
2009-05-15	Transfert au 123485039RC0001, période de déclaration se terminant le 20060430	10 566,27	0,00
2009-05-15	Transfert au 123485039RC0002, période de déclaration se terminant le 20070430	129 236,65	0,00
2009-06-16	Cotisation	139 802,92 -	0,00
2012-06-28	Nouvelle cotisation	365 068,47	0,00
2014-04-04	Nouvelle cotisation	335 729,61 -	0,00
	Total de la période :	29 338,86	0,00
Période du 2010-04-01 au 2010-04-30			
2010-05-31	Pénalité pour production tardive-niveau 1	72,15	0,00

Loi : FP Dossier : 123485039RT0001**Partie IX de la Loi sur la taxe d'accise concernant la taxe sur les produits et services**

Date	Description	Compte débiteur (\$)	Compte créditeur (\$)
2010-05-31	Pénalité pour production tardive-niveau 1	3 298,40	0,00
2010-05-31	Pénalité pour production tardive-niveau 1	2 995,84 -	0,00
2010-06-08	Paiement-merci	0,00	7 215,90 -
2010-06-17	Paiements intérimaires appliqués	0,00	7 215,90
2010-06-17	Paiements intérimaires appliqués	7 215,90 -	0,00
2010-06-22	Cotisation additionnelle	7 224,04	0,00
2010-07-09	Paiement-merci	80,29 -	0,00
2010-07-14	Intérêt sur arriérés	0,24	0,00
2010-07-20	Intérêt sur arriérés	0,05 -	0,00
2010-07-20	Rajustement administratif	0,19 -	0,00
2012-06-28	Nouvelle cotisation	366 130,48	0,00
2014-04-04	Nouvelle cotisation	325 096,05 -	0,00
	Total de la période :	41 336,99	0,00
Période du 2011-04-01 au 2011-04-30			
2011-05-31	Paiement-merci	0,00	36 811,76 -
2011-06-10	Paiements intérimaires appliqués	0,00	36 811,76
2011-06-10	Paiements intérimaires appliqués	36 811,76 -	0,00
2011-06-15	Cotisation additionnelle	36 811,76	0,00
2012-06-28	Nouvelle cotisation	799 736,13	0,00
2014-04-04	Nouvelle cotisation	741 463,45 -	0,00
	Total de la période :	58 272,68	0,00
Période du 2011-10-01 au 2011-10-31			
2011-11-30	Paiement-merci	0,00	1 107,24 -
2011-11-30	Transfert provenant de 123485039RC0002, pour la période de déclaration se terminant le 20090430	5 380,08 -	0,00

Loi : FP Dossier : 123485039RT0001**Partie IX de la Loi sur la taxe d'accise concernant la taxe sur les produits et services**

Date	Description	Compte débiteur (\$)	Compte créditeur (\$)
2012-01-14	Paiements intérimaires appliqués	0,00	1 107,24
2012-01-14	Paiements intérimaires appliqués	1 107,24 -	0,00
2012-01-19	Cotisation additionnelle	6 487,32	0,00
2012-01-30	Intérêt sur arriérés	31,75	0,00
2012-02-23	Intérêt sur arriérés	31,75 -	0,00
2012-06-28	Nouvelle cotisation	56 619,64	0,00
	Total de la période :	56 619,64	0,00
Période du 2011-11-01 au 2011-11-30			
2011-12-30	Paiement-merci	0,00	13 036,37 -
2012-01-11	Paiements intérimaires appliqués	0,00	13 036,37
2012-01-11	Paiements intérimaires appliqués	13 036,37 -	0,00
2012-01-16	Cotisation additionnelle	13 036,37	0,00
2012-06-28	Nouvelle cotisation	461 531,11	0,00
2014-04-04	Nouvelle cotisation	352 383,63 -	0,00
	Total de la période :	109 147,48	0,00
Période du 2011-12-01 au 2011-12-31			
2012-01-31	Pénalité pour production tardive-niveau 1	459,67	0,00
2012-01-31	Pénalité pour production tardive-niveau 1	638,59	0,00
2012-03-02	Paiement-merci	0,00	36 774,62 -
2012-03-13	Paiements intérimaires appliqués	0,00	36 774,62
2012-03-13	Paiements intérimaires appliqués	36 774,62 -	0,00
2012-03-16	Cotisation additionnelle	36 774,62	0,00
2012-06-28	Nouvelle cotisation	51 086,98	0,00
	Total de la période :	52 185,24	0,00

Loi : FP Dossier : 123485039RT0001**Partie IX de la Loi sur la taxe d'accise concernant la taxe sur les produits et services**

Date	Description	Compte débiteur (\$)	Compte créditeur (\$)
Période du 2012-01-01 au 2012-01-12			
2012-05-02	Cotisation	100,00	0,00
	Total de la période :	100,00	0,00
Période du 2012-01-13 au 2012-01-31			
2012-04-23	Cotisation	38,60	0,00
2012-05-02	Intérêt sur arriérés	0,05	0,00
2012-05-14	Intérêt sur arriérés	0,06	0,00
2012-06-14	Intérêt sur arriérés	0,16	0,00
2012-06-28	Intérêt sur arriérés	0,08	0,00
2012-07-14	Intérêt sur arriérés	0,08	0,00
2012-08-14	Intérêt sur arriérés	0,17	0,00
2012-10-14	Intérêt sur arriérés	0,33	0,00
2012-11-14	Intérêt sur arriérés	0,17	0,00
2012-12-14	Intérêt sur arriérés	0,16	0,00
2013-01-14	Intérêt sur arriérés	0,17	0,00
2013-02-14	Intérêt sur arriérés	0,17	0,00
2013-03-14	Intérêt sur arriérés	0,15	0,00
2013-04-14	Intérêt sur arriérés	0,17	0,00
2013-05-14	Intérêt sur arriérés	0,17	0,00
2013-06-14	Intérêt sur arriérés	0,17	0,00
2013-07-14	Intérêt sur arriérés	0,17	0,00
2013-08-14	Intérêt sur arriérés	0,17	0,00
2013-09-14	Intérêt sur arriérés	0,18	0,00
2013-10-14	Intérêt sur arriérés	0,19	0,00

Loi : FP Dossier : 123485039RT0001**Partie IX de la Loi sur la taxe d'accise concernant la taxe sur les produits et services**

Date	Description	Compte débiteur (\$)	Compte créditeur (\$)
2013-11-14	Intérêt sur arriérés	0,21	0,00
2013-12-14	Intérêt sur arriérés	0,21	0,00
2014-01-14	Intérêt sur arriérés	0,20	0,00
2014-02-14	Intérêt sur arriérés	0,18	0,00
2014-03-14	Intérêt sur arriérés	0,16	0,00
2014-04-04	Intérêt sur arriérés	0,12	0,00
2014-04-11	Intérêts sur arriérés courus	0,04	0,00
	Total de la période :	42,69	0,00
	Intérêts additionnels courus au 2014-04-22	601,57	0,00
	Total du dossier FP : 123485039RT0001 Loi sur la taxe d'accise (TPS)	399 549,09	0,00

Relevé de compte

LMU-109.2 (2012-05)
Page 1 de 1

4362063 CANADA INC.
8785, BOUL. LANGELIER
SAINT-LEONARD (QUEBEC) H1P 2C9

Numéro d'identification : 1010413083
Numéro d'entreprise
du Québec (NEQ) : 1143116961
Date du relevé : 2014-04-16

Compte débiteur : 112 911,37 \$
Compte créditeur : 0,00 \$

Loi : RS Dossier : RS0001

Loi sur les impôts (relativement aux retenues à la source)

Date	Description	Compte débiteur (\$)	Compte créditeur (\$)
Période 2011 (Sommaire)			
2012-03-09	Cotisation de conciliation (Droits : 5 203,23)	5 203,23	0,00
2012-02-28	Paiement	5 203,23 -	0,00
2012-07-31	Avis de cotisation de conciliation numéro 3789341 (Droits : 68 900,21 Pénalités : 10 335,03 Intérêts : 1 738,28)	80 973,52	0,00
2012-08-01	Avis de cotisation de conciliation numéro 3808131 (Pénalités : 400,00)	400,00	0,00
	Total de la période :	81 373,52	0,00
Période 2012 (Sommaire)			
2013-06-25	Avis de cotisation de conciliation numéro 7433621 (Droits : 18 240,72 Pénalités : 2 736,11 Intérêts : 351,13)	21 327,96	0,00
2013-06-27	Avis de cotisation de conciliation numéro 7471711 (Pénalités : 350,00)	350,00	0,00
	Total de la période :	21 677,96	0,00
	Intérêts additionnels courus au 2014-04-16	9 859,89	0,00
	Total du dossier RS 0001 :	112 911,37	0,00
	Loi sur les impôts (relativement aux retenues à la source)		

Relevé de compte

LMU-109.2 (2012-05)
Page 1 de 1

4362063 CANADA INC.
8785, BOUL. LANGELIER
SAINT-LEONARD (QUEBEC) H1P 2C9

Numéro d'identification : 1010413083
Numéro d'entreprise
du Québec (NEQ) : 1143116961
Date du relevé : 2014-04-16

Compte débiteur : 888 610,88 \$
Compte créditeur : 21 111,71 \$ -

Loi : TQ Dossier : TQ0001

Loi sur la taxe de vente du Québec

Vous n'avez pas produit de déclaration pour la ou les périodes suivantes :

Période du 2012-02-01 au 2012-02-29 (E) Période du 2012-03-01 au 2012-03-31 (E)

Veuillez vous conformer au mode de transmission attendu (papier (P) ou électronique(E)), indiqué plus haut, s'il y a lieu.

Date	Description	Compte débiteur (\$)	Compte créditeur (\$)
Période du 2011-12-01 au 2011-12-31			
2012-03-14	Avis de cotisation numéro 7260511 (Droits : 50 706,67 Pénalités : 7 606,00 Intérêts : 250,46)	58 563,13	0,00
2012-03-02	Paieement	50 706,67 -	0,00
2012-06-11	Intérêts courus	115,46	0,00
2012-06-11	Affectation d'un crédit provenant de la cotisation Réf. : TQ 0001 Loi sur la taxe de vente du Québec Période du 2011-10-01 au 2011-10-31 Date : 2011-11-30 Montant initial : 5 380,08	5 380,08 -	0,00
2012-06-28	Avis de cotisation de vérification numéro 3175011 (Droits : 594 154,23 Pénalités : 159 435,92 Intérêts : 41 526,49)	795 116,64	0,00
	Total de la période :	797 708,48	0,00
Période du 2012-01-01 au 2012-01-31			
2012-02-29	Cotisation (Droits : 21 111,71 -)	0,00	21 111,71 -
	Total de la période :	0,00	21 111,71 -
	Intérêts additionnels courus au 2014-04-16	90 902,40	0,00
	Total du dossier TQ 0001 : Loi sur la taxe de vente du Québec	888 610,88	21 111,71 -

From: [Noah Clément](#)
To: [Hristow, Catherine \(CA - Toronto\)](#)
Cc: [Duval Jean](#); [Bérubé Normand](#); [Allaire Guy](#); gmoftat@tgf.ca
Subject: Notice of dispute or revision or Disallowance
Date: Friday, May 19, 2017 12:37:49 PM
Importance: High

Hello.

This is about the plan of arrangement of 3113736 CANADA LTD., 4362063 CANADA LTD and A-Z Sponge & Foam Produits LTD.

After reviewing the file, we inform you that AGENCE DU REVENU DU QUÉBEC is withdrawing from the notice of dispute of revision or disallowance of January 9, 2017. However, we will send you in the coming days, notices of deduction at source Numbers 3789341 and 3808131 to justify the amounts of \$ 68,900.21 and \$ 10,735.03 according to your request.

If you have any questions, please do not hesitate to contact us.

Thank you.

Clément Noah | AGF| DGR | Service de recouvrement des dossiers d'insolvabilité L
Revenu Québec | 1600, boul.René-Lévesque Ouest, Montréal (Québec), secteur R23CPF, H3H 2V2
Tél. : (514) 415-5382

Clement.Noah@revenuquebec.ca | www.revenuquebec.ca


Devez-vous vraiment imprimer ce courriel?

Les renseignements contenus dans ce message peuvent être confidentiels.

Si vous n'êtes pas le destinataire visé ou une personne autorisée à lui remettre ce courriel, vous êtes par la présente avisé qu'il est strictement interdit d'utiliser, de copier ou de distribuer ce courriel, de dévoiler la teneur de ce message ou de prendre quelque mesure fondée sur l'information contenue. Vous êtes donc prié d'aviser immédiatement l'expéditeur de cette erreur et de détruire ce message sans garder de copie.

E

This is Exhibit "E" referred to in the Affidavit of Tony Vallecoccia
sworn the 26th of June, 2017.



Commissioner for Taking Affidavits (or as may be)

**Andrae Ira Shaw, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires March 10, 2020.**

Tax Court of Canada



Cour canadienne de l'impôt

June 8, 2017

David T Ullmann
 Blaney McMurtry LLP
 2 Queen Street East
 Suite 1500
 Toronto, Ontario M5C 3G5

Dear Sir/Madam:

RE: 4362063 Canada Ltd. fka Domfoam International Inc.
 v. Her Majesty the Queen
 2014-2105(GST)G

We enclose herewith a certified true copy of the Judgment/Order in the above-noted matter.

Yours truly,

For the Registrar

Encl.

ADDRESS ALL COMMUNICATIONS
 TO THE REGISTRAR
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 FAX : (604) 666-7967

Tax Court of Canada



Cour canadienne de l'impôt

Docket: 2014-2105(GST)G

4362063 CANADA LTD. formerly known as
DOMFOAM INTERNATIONAL INC.,

Appellant,

and

HER MAJESTY THE QUEEN,

Respondent.

ORDER

IT IS ORDERED THAT the Settlement Conference scheduled for June 5, 2017 is adjourned and will be held by conference call on July 5, 2017 at 11:45 a.m. EST.

Signed at Toronto, Ontario, this 7th day of June 2017.

"B. Paris"

Paris J.

I HEREBY CERTIFY that the above document is a true copy of the original filed of record in the registry of the Tax Court of Canada.
Je CERTIFIE que le document ci-dessus est une copie conforme à l'original déposé au greffe de la Cour canadienne de l'impôt.

Dated
Fait le

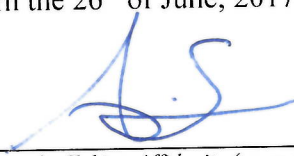
JUN 08 2017

For the Registrar / Pour le Greffier
Kayla McCrank

Appeals Processing Clerk/Commis, Traitement des appels

F

This is Exhibit "F" referred to in the Affidavit of Tony Vallecoccia
sworn the 26th of June, 2017.



Commissioner for Taking Affidavits (or as may be)

**Andrae Ira Shaw, a Commissioner, etc.,
Province of Ontario, while a ~~Student-at-Law.~~
Expires March 10, 2020.**

Court File No. CV-12-9545-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c.C-36, AS AMENDED



AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF 3113736 CANADA LTD., 4362063 CANADA LTD., and
A-Z SPONGE & FOAM PRODUCTS LTD.

(the “Applicants”)

Plan Implementation Certificate

All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Plan of Compromise and Arrangement concerning, affecting and involving 4362063 Canada Ltd., formerly known as Domfoam International Inc. (“**Domfoam**”) dated August 23, 2016 (as amended, varied or supplemented from time to time in accordance with the terms thereof, and together with all schedules thereto, the “**Plan**”), which Plan is attached as Schedule “A” to the Order of the Honourable Justice Hailey made in these proceedings on January 24, 2017 (the “**Sanction Order**”).

Pursuant to section 7.1 of the Plan and paragraph 8 of the Sanction Order, Deloitte Restructuring Inc., in its capacity as the Court-appointed monitor of the Applicants (the “**Monitor**”) delivers this certificate and hereby certifies that:

1. The conditions precedent set out in section 7.1 of the Plan have been satisfied or waived, as applicable.

- 2 -

2. Pursuant to the terms of the Plan, upon the filing of this Plan Implementation Certificate with the Court, the Plan Implementation Date shall occur and the Plan shall become effective.
3. This Plan Implementation Certificate will be filed with the Court.

DATED at the City of Toronto, in the Province of Ontario, this 23rd day of June, 2017.

DELOITTE RESTRUCTURING INC., in its capacity as the Court-appointed Monitor of the Applicants, and not in its personal capacity

Per: 

Name: Catherine Hristow

Title: Vice President - Financial Advisory -
Reorganization Services

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 3113736 CANADA LTD., 4362063 CANADA LTD., and A-
Z SPONGE & FOAM PRODUCTS LTD.

Court File No.: CV-12-9545-00CL

ONTARIO
**SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at **Toronto**

Plan Implementation Certificate

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Lawyers for the Monitor, Deloitte Restructuring Inc.

3

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) THURSDAY, THE 29TH DAY
)
) OF JUNE, 2016
)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c.C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF 3113736 CANADA LTD. 4362063 CANADA LTD., and
A-Z SPONGE & FOAM PRODUCTS LTD.

(the "**Applicants**")

ORDER
(Extension of Stay Period)

THIS MOTION made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the "**CCAA**") for an order extending the stay of proceedings in respect of the Applicants to November 30, 2017, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Tony Vallecoccia sworn June 26, 2017 and the exhibits thereto (the "**Vallecoccia Affidavit**") and the Sixteenth Report of Deloitte Restructuring Inc. (formerly Deloitte & Touche Inc.) (the "**Sixteenth Report**") in its capacity as the Court-appointed monitor (the "**Monitor**") of the Applicants, and on hearing the submissions of counsel for Domfoam, the Monitor and all other counsel listed on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Service of Alexandra Teodorescu sworn June 26, 2017, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the Sixteenth Report is hereby abridged and validated and this Motion is properly returnable today without further service or notice thereof.

DEFINITIONS

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined in this Order shall have the meaning set out in the Sixteenth Report.

STAY EXTENSION

3. **THIS COURT ORDERS** that the Stay Period granted under the Initial Order of Justice Newbould dated January 12, 2012 (the “**Initial Order**”) and as subsequently extended by, *inter alia*, the Order of Justice Hainey, dated January 24, 2017, is hereby extended from June 30, 2017 to and including November 30, 2017.

GENERAL

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States or any other jurisdiction to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and the Monitor, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 3113736 CANADA LTD., 4362063 CANADA LTD., and A-Z
SPONGE & FOAM PRODUCTS LTD.

Court File No. CV-12-9545-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

COMMERCIAL LIST

Proceeding commenced at TORONTO

MOTION RECORD

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Lawyers for the Applicants