

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
(Commercial Division)

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
RSC 1985, c C-36)

No.: 500-11-057985-208

**IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF:**

STOKES INC.

Debtor / Petitioner

-and-

RICHTER ADVISORY GROUP INC.

Monitor

**APPLICATION FOR AN EXTENSION OF THE STAY OF
PROCEEDINGS AND FOR THE ESTABLISHMENT OF A CLAIMS
PROCESS**

(Sections 11 and 11.02 of the *Companies' Creditors
Arrangement Act*, RSC 1985, c C-36)

TO THE HONOURABLE JUSTICE MICHEL A. PINSONNAULT OR TO ONE OF THE
HONOURABLE JUSTICES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL
DIVISION, IN THE JUDICIAL DISTRICT OF MONTRÉAL, THE DEBTOR / PETITIONER
RESPECTFULLY SUBMITS AS FOLLOWS:

I. INTRODUCTION

1. The Debtor / Petitioner Stokes Inc. ("**Stokes**" or the "**Company**") is a leading tableware, kitchenware and home décor retailer founded in 1935 and headquartered in Montréal, Québec. The Company has retail operations across Canada.
2. By the present *Application for an Extension of the Stay of Proceedings and for the Establishment of a Claims Process* (the "**Application**"), Stokes is seeking:

- (a) the issuance of a claims procedure order substantially in the form of the draft claims procedure order (the “**Draft Claims Procedure Order**”) communicated herewith as **Exhibit P-1**; and
- (b) the issuance of an order extending the Stay Period (as defined below) until December 18, 2020, substantially in the form of the draft stay extension order communicated herewith as Exhibit P-2.

II. BACKGROUND

- 3. On February 18, 2020, Stokes filed a Notice of intention to make a proposal (“**NOI**”) under the relevant provisions of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (“**BIA**”) and Richter Advisory Group Inc. (“**Richter**”) was appointed as trustee thereto (the “**Trustee**”), the whole as appears from the Court record.
- 4. At the time of the filing of the NOI, Stokes operated its retail business from a total of 147 retail stores in all of Canada’s provinces (each a “**Store**”, collectively, the “**Stores**”), located in Canada’s major cities, as well as other urban areas. The Company also sells its merchandise through its online business at www.stokesstores.com.
- 5. On February 24, 2020, at Stokes’ request, the Court granted the *Order Approving an Administration Charge, a D&O Charge, a Consulting Agreement and granting ancillary relief* (the “**First Order**”), as appears from the Court record.
- 6. The First Order, *inter alia*:
 - (a) approved and ratified the engagement of FAAN Advisors Group Inc. as chief restructuring advisor (the “**Chief Restructuring Advisor**”) to assist Stokes in its restructuring efforts;
 - (b) approved and ratified the consulting agreement (as subsequently amended, the “**Consulting Agreement**”) entered into between Stokes and a joint venture comprised of Tiger Asset Solutions Canada, ULC and GA Retail Canada, ULC (collectively the “**Consultant**”), in order to assist and consult Stokes in relation to the liquidation sale (the “**Sale**”) of all inventory and furnishings, fixtures and equipment located in certain Stores; and
 - (c) approved and ratified the sale guidelines attached to the Consultant Agreement, which set out the terms of the Sale (as subsequently amended, the “**Sale Guidelines**”).
- 7. On March 18, 2020, April 28, 2020 and June 11, 2020, at Stokes’ request, the Court granted extensions of time under the NOI, as appears from the Court record.
- 8. On July 27, 2020, at Stokes’ request, the Court granted the *Transition Order* (the “**Transition Order**”), continuing Stokes’ restructuring proceedings under the

Companies' Creditors Arrangement Act, RSC 1985, c C-36 (the "**CCAA**"), as appears from the Court record.

9. The Transition Order, *inter alia*:
- (a) appointed Richter as monitor of Stokes' CCAA proceedings (the "**Monitor**");
 - (b) ordered a stay of proceedings in respect of Stokes and its directors and officers until September 28, 2020 (the "**Stay Period**"); and
 - (c) approved and ratified the Consulting Agreement and the Sale Guidelines.

III. RESTRUCTURING EFFORTS SINCE THE ISSUANCE OF THE TRANSITION ORDER

10. Since the issuance of the Transition Order, Stokes, with the assistance of the Chief Restructuring Advisor and under the supervision of the Monitor, has:
- (a) continued to operate its continuing Stores in the ordinary course, while implementing various measures to reduce operating costs and increase warehouse productivity;
 - (b) communicated with its employees, customers and suppliers in order to maintain its operations and ensure a continued supply of goods, and dealt with various operational issues arising in the normal course;
 - (c) completed the Sale with the assistance of the Consultant and in accordance with the Sale Guidelines; and
 - (d) has developed the Claims Process (as defined below) with a view to bringing forward a CCAA plan to its creditors.

IV. GROUNDS FOR THE ISSUANCE OF THE CLAIMS PROCEDURE ORDER

11. The Company intends to present a plan of arrangement or compromise to its creditors and as such, submits that it would be in the best interests of all of its stakeholders that this Court establish a process for the determination of the claims of its creditors (the "**Claims Process**").
12. In light of the foregoing, the Company is seeking the issuance of an order substantially in the form of the Draft Claims Procedure Order, which will allow it to definitively determine the quantum of claims that will be subject to a future plan of arrangement or compromise.
13. The Claims Process will allow for:
- (a) a fair and efficient way to deal with all claims against the Company; and

- (b) the quantification of claims required for Stokes to prepare a plan of arrangement or compromise.
- 14. The contemplated Claims Process includes, *inter alia*, the following key features (capitalized terms in this paragraph have the meaning ascribed to them in the Draft Claims Procedure Order):
 - (a) the Determination Date will be February 18, 2020, being the date of the filing of the NOI;
 - (b) the Claims Bar Date for the filing of a Proof of Claim or of a Notice of Dispute with the Monitor will be November 9, 2020. The Draft Claims Procedure Order also provides for a Restructuring Claims Bar Date, being the later of (i) thirty days after the date on which the Monitor sends a Claims Package (in the event that the Creditor receives a Disclaimer Notice after the issuance of the Draft Claims Procedure Order) or (ii) the Claims Bar Date;
 - (c) the Company may choose to assess the amounts of the Claims of employees and send to each such employees a Notice of Scheduled Employee Claim. Unless such employees file a Notice of Dispute with the Monitor by no later than the Claims Bar Date, such employees will be deemed to have accepted the amount set out in the Notice of Scheduled Employee Claim, as applicable; and
 - (d) Disputed Claims will be resolved through the mechanism set out in the Draft Claims Procedure Order.
- 15. The Company respectfully submits that the timeline contemplated in the Draft Claims Procedure Order will allow for the presentation of a plan of compromise or arrangement in a timely manner, while at the same time affording a reasonable period of time for the creditors to submit their proofs of claim.
- 16. Considering that the results of the Claims Process are required for Stokes to prepare a plan of arrangement or compromise, it is not seeking the approval or implementation of a meeting or voting process at this time, and intends to do so in due course.

V. GROUNDS FOR THE EXTENSION OF THE STAY OF PROCEEDINGS

- 17. Since the filing of the NOI, Stokes has acted, and continues to act in good faith and with due diligence.
- 18. The Stay of Proceedings currently expires on September 28, 2020.
- 19. It is respectfully submitted that the extension of the Stay Period to December 18, 2020 (the “**Extension Date**”) is required to provide Stokes with sufficient time to, *inter alia*:

- (a) conduct the Claims Process as outlined above;
 - (b) continue the implementation of measures to reduce operating costs and increase warehouse productivity; and
 - (c) continue working towards bringing forward a CCAA plan to its creditors.
20. Stokes has paid its suppliers, employees and other creditors for the sums due from the date of the NOI in the ordinary course of business and intends to continue doing so.
21. Stokes' cash flow is sufficient to continue operations up to and until the Extension Date, as appears from the Monitor's report to be filed with the Court on or about the date hereof.
22. No creditor will be unduly prejudiced by the extension sought.

VI. CONCLUSION

23. The present Application is supported by the Monitor and by The Bank of Nova Scotia, Stokes' senior secured lender.
24. Stokes has acted and continues to act in good faith and with due diligence.
25. The Company respectfully submits that it is justified to seek provisional execution of the orders to be rendered on the present Application notwithstanding appeal, considering that the relief sought herein is beneficial for Stokes' stakeholders, and a stay of execution thereof would be detrimental to the value of Stokes' assets and to the potential recovery of Stokes' creditors.
26. For the reasons set forth above, the Company respectfully submits that it is both appropriate and necessary that this Honourable Court render the orders sought herein.

FOR THESE REASONS, MAY IT PLEASE THIS HONOURABLE COURT TO:

GRANT the present *Application for an Extension of the Stay of Proceedings and for the Establishment of a Claims Process* (the "**Application**");

ISSUE an order substantially in the form of the draft claims procedure order communicated in support of the Application as **Exhibit P-1**;

ISSUE an order substantially in the form of the draft stay extension order communicated in support of the Application as **Exhibit P-2**;

ORDER the provisional execution of the orders to be rendered on the Application notwithstanding appeal and without security;

THE WHOLE WITHOUT COSTS, save in the event of contestation.

MONTREAL, September 21, 2020

Osler, Hoskin & Harcourt LLP

Osler, Hoskin & Harcourt LLP

Mtre. Sandra Abitan | Mtre. Julien Morissette |

Mtre. Ilia Kravtsov

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Our file: 1206825

AFFIDAVIT

I the undersigned, Mohammad Rahaman, domiciled for the purpose hereof at 5660 Ferrier Street, Montréal, Province of Québec, H4P 1M7, solemnly declare the following:

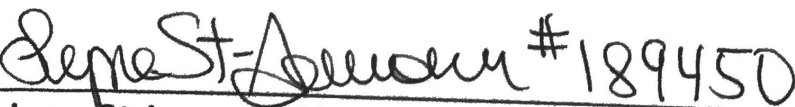
1. I am the Senior Vice-President of Finance and Administration of the Debtor / Petitioner Stokes Inc. and a duly authorized representative of the Debtor / Petitioner for the purposes hereof.
2. I have taken cognizance of the attached *Application for an Extension of the Stay of Proceedings and for the Establishment of a Claims Process* (the "**Application**").
3. All of the facts alleged in the Application of which I have personal knowledge are true.
4. Where I have obtained facts alleged in the Application from others, I believe them to be true.

AND I HAVE SIGNED:



Mohammad Rahaman

SOLEMNLY DECLARED BEFORE ME BY
TECHNOLOGICAL MEANS IN SAINT-
CONSTANT, QUÉBEC, ON SEPTEMBER
21, 2020.



Lyne St-Amour #189450

Commissioner for Oaths for the Province of
Québec

NOTICE OF PRESENTATION

TO: SERVICE LIST (SEE ATTACHED)

TAKE NOTICE that the *Application for an Extension of the Stay of Proceedings and for the Establishment of a Claims Process* will be presented for hearing and allowance in the Superior Court (Commercial Division), virtually on September 25, 2020 at 9:30 AM. Coordinates for the virtual hearing will be communicated to the Service List once provided by the Court.

Any party wishing to contest the *Application for an Extension of the Stay of Proceedings and for the Establishment of a Claims Process* must so inform the undersigned attorneys no later than September 23, 2020, at 5:00 PM and, by that date and time, provide the undersigned attorneys a written summary of the grounds of contestation.

MONTREAL, September 21, 2020

Osler, Hoskin & Harcourt LLP

Osler, Hoskin & Harcourt LLP
Attorneys for Debtor / Petitioner

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL**

SUPERIOR COURT
(Commercial Division)

(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
RSC 1985, c C-36)

No.: 500-11-057985-208

**IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF:**

STOKES INC.

Debtor / Petitioner

-and-

RICHTER ADVISORY GROUP INC.

Monitor

LIST OF EXHIBITS

P-1 Draft Claims Procedure Order

P-2 Draft Stay Extension Order

MONTRÉAL, September 21, 2020

Osler, Hoskin & Harcourt LLP

Osler, Hoskin & Harcourt LLP
Attorneys for Debtor / Petitioner

EXHIBIT P-1

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL
No.: 500-11-057985-208

DATE: September 25, 2020

BEFORE THE HONOURABLE MICHEL A. PINSONNAULT, J.S.C.

IN THE MATTER OF THE COMPROMISE AND ARRANGEMENT OF:

STOKES INC.
Debtor / Petitioner

and

RICHTER ADVISORY GROUP INC.
Monitor

CLAIMS PROCEDURE ORDER

- [1] **CONSIDERING** the *Application for an Extension of the Stay of Proceedings and to Establish a Claims Process* (the “**Application**”) pursuant to the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36, as amended (“**CCAA**”) by the Debtor / Petitioner Stokes Inc. (the “**Petitioner**”) and the affidavit of Mr. Mohammad Rahaman, filed in support thereof;
- [2] **CONSIDERING** the representations of counsel made by videoconference;
- [3] **CONSIDERING** the provisions of the CCAA;

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THE COURT HEREBY:

[4] **GRANTS** the Application.

[5] **ISSUES** an order pursuant to the CCAA (the “**Order**”), divided under the following headings:

- (a) Service;
- (b) Definitions;
- (c) Notification Procedure;
- (d) Excluded Claims;
- (e) Claims Procedure;
- (f) Evidence that Claim was Paid;
- (g) Transfer of Claims;
- (h) Notices and Communications;
- (i) Aid and Assistance of Other Courts;
- (j) General Provisions.

A. SERVICE

[6] **ORDERS** that any prior delay for the presentation of this Application is hereby abridged and validated so that the Application is properly returnable today and hereby dispenses with further service thereof.

[7] **DECLARES** that sufficient prior notice of the presentation of this Application has been given by the Petitioner.

B. DEFINITIONS

[8] **ORDERS** that the following terms in this Order shall, unless otherwise indicated, have the following meanings ascribed thereto:

- (a) “**BIA**” means the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended;

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- (b) **“Business Day”** means a day, other than a Saturday, a Sunday, or another day on which courts do not sit pursuant to article 82 of the *Code of Civil Procedure*, CQLR c C-25.01, as amended;
- (c) **“CCAA Proceedings”** means the proceedings in respect of the Debtor before the Court commenced pursuant to the BIA and continued pursuant to the CCAA;
- (d) **“Claim”** means any right or claim of any Person against the Debtor, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind of the Debtor owed to such Person and any interest accrued thereon or costs payable in respect thereof, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts existing prior to the Determination Date, or which would have been claims provable in bankruptcy had the Debtor become bankrupt on the Determination Date, and, without limitation, shall include any Restructuring Claim or D&O Claim, provided however, that in no case shall a Claim include an Excluded Claim;
- (e) **“Claims Bar Date”** means 5:00 p.m. (Montréal time) on November 9, 2020;
- (f) **“Claims Package”** means a notice to the Known Creditors of the Claims Process and of the Claims Bar Date, including a reference to the Monitor’s website to access a copy of this Order, including:
 - (i) For all Creditors other than the Scheduled Employees, a Proof of Claim and an instruction letter explaining how to complete the Proof of Claim; and
 - (ii) For the Scheduled Employees, a Notice of Scheduled Employee’s Claim and a Notice of Dispute in the case an employee is dissatisfied with its scheduled claim, and an instruction letter;
- (g) **“Claims Process”** means the claims process set forth herein including the Schedules to this Order;
- (h) **“Court”** means the Superior Court of Québec (Commercial Division);

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- (i) **“Creditor”** means any Person having a Claim and may, where the context requires, include the assignee of a Claim or a trustee, interim receiver, receiver, receiver and manager, or other Person acting on behalf of such Person and includes a Known Creditor. A Creditor shall not include an Excluded Creditor in respect of that Person’s claim resulting from an Excluded Claim;
- (j) **“Creditors’ List”** means a list of all Known Creditors;
- (k) **“Creditors’ Meeting”** means any meeting of the Debtor’s Creditors to be convened, with leave of the Court, for the purposes of voting on the Plan, and any adjournment or suspension thereof;
- (l) **“D&O Claim”** means a claim as defined in paragraph 11.03(1) CCAA as well as any claim by any Person against the Directors and Officers of the Debtor of any nature whatsoever, present, future, due or accruing due to such Person and any interest accrued thereon or cost payable in respect thereof, whether liquidated, unliquidated, contingent, matured, unmatured, disputed, undisputed, secured, unsecured, known or unknown, and the right or ability of any Person to advance a claim for contribution, indemnity or otherwise with respect to any matter, action or cause, which indebtedness, liability or obligations is based in whole or in part on facts existing as at the Determination Date;
- (m) **“Debtor”** means Stokes Inc.;
- (n) **“Designated Newspapers”** means the Globe & Mail (National Edition) and La Presse;
- (o) **“Determination Date”** means February 18, 2020;
- (p) **“Disclaimer Notice”** means any notice from the Debtor under section 32 CCAA or otherwise pursuant to which any contract, lease, employment agreement, or other agreement is repudiated, disclaimed or terminated;
- (q) **“Disputed Claim”** means a claim which is disputed pursuant to the receipt by a Creditor of a Notice of Revision or Disallowance;
- (r) **“Director”** means anyone who is or was or may be deemed to be or to have been, whether by statute, operation of law or otherwise, a director or *de facto* director of any of the Debtor, in such capacity;

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- (s) **“Excluded Claim”** means:
 - (i) any claim secured by the Administration Charge, the Directors’ Charge (as defined in the Transition Order) and any other claims secured by any other charges that may be ordered by the Court;
 - (ii) any claim of Scotia against the Debtor;
 - (iii) any claim of HSBC Bank Canada against the Debtor in respect of amounts owed secured by the HSBC Security;
 - (iv) any right of any Person against the Debtor in connection with any indebtedness or obligation of any kind which came into existence on or after the Determination Date (other than a Restructuring Claim) and any interest thereon, including any obligation of the Debtor toward creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to the Debtor after the Determination Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or funds after the Determination Date and to the extent that such claims are not otherwise affected by the Plan; and
 - (v) any claim by any Person who has renounced to its rights to file a claim;
- (t) **“Excluded Creditor”** means a Person having a Claim in respect of an Excluded Claim but only in respect of such Excluded Claim and to the extent that the Plan does not otherwise affect such Claim;
- (u) **“HSBC Security”** is as defined in the *Application for an order approving an Administration Charge, a D&O Charge, a Consulting Agreement and Sale Guidelines and granting ancillary relief* dated February 20, 2020, in the present file;
- (v) **“Known Creditor”** means a Creditor whose Claim is included in the Debtor’s books and records or whose Claim or potential Claim is otherwise known by the Debtor;
- (w) **“Monitor”** means Richter Advisory Group Inc., in its capacity as monitor pursuant to the Transition Order;
- (x) **“Newspaper Notice”** means the notice of this Order to be published in the Designated Newspapers on the Publication Date in accordance with paragraph [11], which shall set out the Claims Bar Date, being substantially in the form of Schedule A hereto;

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- (y) **"Notice of Dispute"** means a written notice, substantially in the form of Schedule B hereto, delivered to the Monitor by a Scheduled Employee who has received a Notice of Scheduled Employee's Claim and who intends to dispute such Notice of Scheduled Employee's Claim, which shall include all reasons for such dispute;
- (z) **"Notice of Scheduled Employee's Claim"** means a notice, substantially in the form of Schedule C hereto, to be sent to each of the Scheduled Employees;
- (aa) **"Notice of Revision or Disallowance"** means a notice, substantially in the form of Schedule D hereto, advising a Creditor that the Monitor has revised or rejected all or part of its Proof of Claim, or his/her/its Notice of Dispute in the case of a Scheduled Employee, for the purposes of voting or distribution and setting out the reasons for such revision or rejection;
- (bb) **"Officer"** means anyone who is or was or may be deemed to be or have been whether by statute, operation of law or otherwise, an officer or *de facto* officer of the Debtor, in such capacity;
- (cc) **"Person"** means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, governmental body or agency, or any other entity;
- (dd) **"Plan"** means a plan to be filed by the Debtor pursuant to the CCAA, as such plan may be amended or supplemented from time to time;
- (ee) **"Proof of Claim"** means the form of Proof of Claim for Creditors other than the Scheduled Employees, being substantially in the form of Schedule E hereto;
- (ff) **"Proven Claim"** means the amount of a Claim which has been finally determined for voting and distribution purposes in accordance with this Claims Process;
- (gg) **"Publication Date"** means the date on which the publication of the Newspaper Notice in all of the Designated Newspapers has been completed;
- (hh) **"Restructuring Claim"** means any right of any Person against the Debtor in connection with any indebtedness, liability or obligation of any kind owed to such Person arising out of the restructuring, repudiation, or termination of any contract, lease, employment agreement, collective agreement or other agreement, whether written or oral, after the Determination Date,

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including any right of any Person who receives a Disclaimer Notice from the Debtor; provided, however, that a Restructuring Claim shall not include an Excluded Claim;

- (ii) **“Restructuring Claims Bar Date”** means, in respect of a Restructuring Claim, the later of (i) thirty (30) days after the date on which the Monitor sends a Claims Package (but only in the event that the Creditor receives a Disclaimer Notice after the date of this Order) or (ii) the Claims Bar Date;
- (jj) **“Scheduled Employees”** means those Creditors who are or were employed by the Debtor and whose Claims are assessed by the Debtor;
- (kk) **“Schedules”** means the Schedules A to E to this Order;
- (ll) **“Scotia”** means The Bank of Nova Scotia;
- (mm) **“Transition Order”** means the order of this Court made on July 27, 2020, under the CCAA as extended, amended or restated as the case may be;
- (nn) **“Voting Claim”** of a Creditor means the Proven Claim of the Creditor unless the Proven Claim of the Creditor is not finally determined at the time of the Creditors’ Meeting, in which case it means the Claim of the Creditor which is accepted for voting purposes in accordance with the provisions of this Order, the Plan and the CCAA.

C. NOTIFICATION PROCEDURE

- [9] **ORDERS** that the form of Newspaper Notice, which is hereby approved, shall be published by the Monitor in the Designated Newspapers as soon as possible following the issuance of this Order, but in any event no later than October 2, 2020.
- [10] **ORDERS** that the Monitor shall publish, on or before 5:00 p.m. (Montréal time) on October 2, 2020, on its website at <https://www.richter.ca/insolvencycase/stokes-inc/>, a copy of the Creditors’ List and of the Claims Package.
- [11] **ORDERS** that, in addition to the publication referred to in paragraph [10], the Monitor shall send, by regular mail, fax, courier, email or other means of electronic communication a copy of the Claims Package to each Known Creditor, other than the Scheduled Employees, by no later than 5:00 p.m. (Montréal time) on October 2, 2020.
- [12] **ORDERS** that the Monitor shall send, by regular mail, fax, courier, email or other means of electronic communication to each Scheduled Employee his/her Notice

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of Scheduled Employee's Claim, together with a copy of the Claims Package, by no later than 5:00 p.m. (Montréal time) on October 2, 2020.

- [13] **ORDERS** that any Scheduled Employee who wishes to dispute the amount of his/her Claim as set out in the Notice of Scheduled Employee's Claim sent to him/her must return his/her duly completed Notice of Dispute to the Monitor by no later than the Claims Bar Date (or the Restructuring Claims Bar Date if he or she received a Disclaimer Notice after the date of this Order). Upon receipt of any Notice of Dispute, the Monitor shall forthwith provide a copy thereof to the Debtor.
- [14] **ORDERS** that any Scheduled Employee who does not file a Notice of Dispute with the Monitor by the Claims Bar Date (or the Restructuring Claims Bar Date if he or she received a Disclaimer Notice after the date of this Order) shall be deemed to have accepted the amount set out in the Notice of Scheduled Employee's Claim and be entitled to vote at the Creditors' Meeting and shall be entitled to receive any distributions pursuant to the Plan (to the extent that the holders of such Claims are entitled to vote upon and receive distributions under the Plan) only with respect to his/her Claim, if any, as set out in the Notice of Scheduled Employee's Claim and the remainder of his/her Claim, if any, shall be extinguished and forever barred.

D. EXCLUDED CLAIMS

- [15] **ORDERS** that Excluded Claims are excluded from the Claims Process and that no Proof of Claim is required to be filed in respect therewith. Without restricting the generality of the foregoing, nothing herein contained will, in any manner or under any circumstances, affect any Claims by Scotia or any hypothecs, security interests or rights held by Scotia against the Debtor, any of the Debtor's property or any other person or such person's property.

E. CLAIMS PROCEDURE

- [16] **ORDERS** that, unless otherwise authorized by this Court, a Creditor, other than a Scheduled Employee, who does not file a Proof of Claim by the Claims Bar Date (or by the Restructuring Claims Bar Date if it received a Disclaimer Notice after the date of this Order) shall not be entitled to any further notice, shall not be entitled to participate as a Creditor in these proceedings, shall not be entitled to vote on any matter in these CCAA Proceedings, including the Plan, and shall be forever barred from advancing a Claim against the Debtor or the Directors and Officers of the Debtor, or from receiving a distribution under the Plan.
- [17] **ORDERS** that the following procedure shall apply where a Creditor, other than a Scheduled Employee, files a Proof of Claim on or before the Claims Bar Date (or

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the Restructuring Claims Bar Date if such Creditor received a Disclaimer Notice after the date of this Order):

- (a) the Monitor, together with the Debtor, shall review the Proof of Claim to value the amounts and terms set out therein for voting and distribution purposes. Where applicable, the Monitor shall send the Creditor a Notice of Revision or Disallowance by regular mail, fax, courier, email or other means of electronic communication;
- (b) the Creditor who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within ten (10) days of the receipt of the Notice of Revision or Disallowance, file an appeal application with the Court and serve a copy of such appeal application to the Debtor and the Monitor;
- (c) unless otherwise authorized by this Court, if the Creditor does not file an appeal application within the delay provided for in (b) above, such Creditor shall be deemed to have accepted the value of its Claim as set out in the Notice of Revision or Disallowance;

where the Creditor appeals from the Notice of Revision or Disallowance or its Claim has not been finally determined prior to the date of any Creditors' Meeting, the Monitor, in consultation with the Debtor, will determine the amount of the Voting Claim without admission that such quantification is acceptable for distribution purposes.

[18] **ORDERS** that the following procedure shall apply where a Scheduled Employee files a Notice of Dispute on or before the Claims Bar Date (or the Restructuring Claims Bar Date if such Scheduled Employee received a Disclaimer Notice after the date of this Order):

- (a) the Monitor, together with the Debtor, shall review the Notice of Dispute to value the amounts and terms set out therein for voting and distribution purposes. Where applicable, the Monitor shall send the Scheduled Employee a Notice of Revision or Disallowance by regular mail, fax, courier, email or other means of electronic communication;
- (b) the Scheduled Employee who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within ten (10) days of the receipt of the Notice of Revision or Disallowance, file an appeal application with the Court and serve a copy of such appeal application to the Debtor and the Monitor;
- (c) unless otherwise authorized by this Court, if the Scheduled Employee does not file an appeal application within the delay provided in (b) above, such

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Scheduled Employee shall be deemed to have accepted the value of his/her Claim as set out in the Notice of Revision or Disallowance;

- (d) where the Scheduled Employee appeals from the Notice of Revision or Disallowance or his/her Claim has not been finally determined prior to the date of any Creditors' Meeting, the Monitor, in consultation with the Debtor, will determine the amount of the Voting Claim without admission that such quantification is acceptable for distribution purposes.

F. EVIDENCE THAT CLAIM WAS PAID

- [19] **ORDERS** that, should the Monitor receive evidence satisfactory to it that the Claim of a Creditor was paid in part or in full by a party other than the Debtor prior to the Determination Date, such Claim shall be reduced or rejected, for the purposes of distributions under the Plan.

G. TRANSFER OF CLAIMS

- [20] **ORDERS** that if the holder of a Claim transfers or assigns the whole of such Claim to another Person, neither the Monitor nor the Debtor shall be obligated to give notice or otherwise deal with the transferee or assignee of such Claim in respect thereof unless and until written notice of such transfer or assignment, together with evidence satisfactory to the Monitor, in its sole discretion, of such transfer or assignment, has been received by the Monitor and the Monitor has provided written confirmation acknowledging the transfer or assignment of such Claim, and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Order prior to receiving written confirmation by the Monitor acknowledging such assignment or transfer. After the Monitor has delivered a written confirmation acknowledging the notice of the transfer or assignment of a Claim, the Debtor and the Monitor shall thereafter be required only to deal with the transferee or assignee and not the original holder of the Claim. A transferee or assignee of a Claim takes the Claim subject to any defences and rights of set-off or compensation to which the Debtor may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set-off, compensate, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to the Debtor. Reference to transfer in this Order includes a transfer or assignment whether absolute or intended as security.
- [21] **ORDERS** that if a Creditor or any subsequent holder of a Claim, who in any such case has previously been acknowledged by the Monitor as the holder of the Claim,

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transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claims shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. The Debtor and the Monitor shall not, in each case, be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Creditor may, by notice in writing delivered to the Monitor, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specified Person and in such event, such Person shall be bound by any notices given or steps taken in respect of such Claim with such Creditor or in accordance with the provisions of this Order.

H. NOTICES AND COMMUNICATIONS

[22] **ORDERS** that any notice or other communication to be given under this Order by a Creditor to the Monitor or the Debtor shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by regular mail, fax, courier or email communication addressed to:

Monitor: **Richter Advisory Group Inc.**
1981 McGill College Avenue
Montréal, Québec H3A 0G6
Attention: Olivier Benchaya
Marc-Vincent Caillé and
Magali Dumouchel
Fax: 514.934.3408
Email: obenchaya@richter.ca
mvcaille@richter.ca and
mdumouchel@richter.ca

With a copy to: **Stikeman Elliott LLP**
1155 René-Lévesque Boulevard West
Suite 4100
Montréal, Québec H3B 3V2
Attention: Mtre Joseph Reynaud and
Mtre Vincent Lanctôt-Fortier
Fax: 514.397.3222
Email: jreynaud@stikeman.com and
vlanctotfortier@stikeman.com

Debtor: **Osler, Hoskin, Harcourt LLP**
1000 De La Gauchetière Street West

500-11-057985-208

Suite 2100
 Montréal, Québec H3B 4W5
 Attention: Mtre Sandra Abitan
 Mtre Julien Morissette and
 Mtre Ilia Kravtsov
 Fax: 514.904.8101
 Email: sabitan@osler.com
jmorissette@osler.com and
ikravtsov@osler.com

- [23] **ORDERS** that any document sent by the Monitor pursuant to this Order may be sent by regular mail, registered mail, fax, courier, email or other means of electronic communication. A Creditor shall be deemed to have received any document sent pursuant to this Order three (3) Business Days after the document is sent by regular mail or registered mail and one (1) Business Day after the document is sent by fax, courier, email or other means of electronic communication. Documents shall not be sent by regular or registered mail during a postal strike or work stoppage of general application.

I. AID AND ASSISTANCE OF OTHER COURTS

- [24] **REQUESTS** the aid and recognition of any Court, tribunal, regulatory or administrative body in any Province of Canada and any Canadian federal court or in the United States of America and any court or administrative body elsewhere, to give effect to this Order and to assist the Petitioner, 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 Petitioner and the Monitor as may be necessary or desirable to give effect to this Order, and to act in aid of and to be complementary to this Court, in carrying out the terms of this Order.

J. GENERAL PROVISIONS

- [25] **ORDERS** that the following Schedules form part of this Claims Process:
- (a) Schedule A – Newspaper Notice;
 - (b) Schedule B – Notice of Dispute;
 - (c) Schedule C – Notice of Scheduled Employee’s Claim;
 - (d) Schedule D – Notice of Revision or Disallowance;

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- (e) Schedule E – Proof of Claim and instruction letter;
- [26] **ORDERS** that the Monitor may make any amendments or modifications to the Schedules that are not material without seeking approval of this Court.
- [27] **ORDERS** that the Monitor is authorized and empowered to exercise all its powers hereunder.
- [28] **ORDERS** that for the purposes of this Order, all Claims that are denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging currency to Canadian dollars on the Determination Date.
- [29] **ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents.
- [30] **ORDERS** that references in this Order to the singular include the plural, to the plural include the singular.
- [31] **ORDERS** that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order.
- [32] **ORDERS** the provisional execution of this Order notwithstanding appeal and without security.

THE WHOLE WITHOUT COSTS.

Michel A. Pinsonnault, J.S.C.

MTRE SANDRA ABITAN
MTRE JULIEN MORISSETTE
MTRE ILIA KRAVTSOV
(OSLER HOSKIN & HARCOURT LLP)
COUNSEL TO THE PETITIONER

Hearing date: September 25, 2020

SCHEDULE A – NEWSPAPER NOTICE

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF STOKES INC. (500-11-057985-208)

NOTICE TO CREDITORS

On February 18, 2020, Stokes Inc. (the “**Debtor**”) filed a Notice of intention to make a proposal under the *Bankruptcy and Insolvency Act* and Richter Advisory Group Inc. was appointed as trustee thereto.

On July 27, 2020, the Superior Court of Québec (Commercial Division) (the “**Court**”) issued a transition order granting the application of the Debtor to continue its restructuring proceedings under the *Companies’ Creditors Arrangement Act* (the “**Order**”). Richter Advisory Group Inc. was appointed by the Court as monitor (the “**Monitor**”).

On ●, the Court rendered an order establishing a procedure to identify, adjudicate and bar claims against the Debtor and its officers and directors (the “**Claims Procedure Order**”). Notice is hereby given that any Proof of Claim or Notice of Dispute must be filed with, and received by the Monitor, at the address set forth below, by no later than 5:00 p.m. (Montréal time) on November 9, 2020 (the “**Claims Bar Date**”).

All capitalized terms not otherwise defined in this Notice to Creditors shall bear the meaning given to them in the Claims Procedure Order, which is available on the Monitor’s website (the “**Monitor’s Website**”), at the following address:
<https://www.richter.ca/insolvencycase/stokes-inc/>.

CLAIMS PROCESS

Any Person who believes he, or she, or it has a Claim against the Debtor, its Directors and/or its Officers shall submit his, her or its Claim in a Proof of Claim (which can be found on the Monitor’s Website), except in the case of an Excluded Claim (which includes Claims of any Person who provided goods and/or services to the Debtor on or after February 18, 2020).

All Creditors of the Debtor must submit their Proofs of Claims to the Monitor by regular mail, fax, courier or email so that the Monitor actually receives such Proofs of Claim by no later than 5:00 p.m. (Montréal time) on November 9, 2020, or, for Creditors with Restructuring Claims, thirty (30) days after the date of receipt by the Creditor of a notice of resiliation, repudiation or termination of the contract, lease, employment agreement or other agreement, if such date falls after November 9, 2020, at the following address:

Richter Advisory Group Inc.
Court-appointed Monitor of Stokes Inc.
1981 McGill College Avenue
Montréal, Québec H3A 0G6

Fax: 514.934.8603

E-mail: claims@richter.ca or reclamations@richter.ca

CLAIMS WHICH ARE NOT RECEIVED BY THE MONITOR BY THE CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

Dated at Montréal, this ● day of ● 2020.

ANNEXE A – AVIS DANS LE JOURNAL
DANS L’AFFAIRE DU PLAN DE COMPROMIS OU D’ARRANGEMENT DE
STOKES INC. (500-11-057985-208)
AVIS AUX CRÉANCIERS

Le 18 février 2020, Stokes Inc. (la « **Débitrice** ») a déposé un avis d’intention de faire une proposition en vertu de la *Loi sur la faillite et l’insolvabilité* et Richter Groupe Conseil Inc. a été désigné syndic à l’avis d’intention.

Le 27 juillet 2020, la Cour supérieure du Québec (Chambre commerciale) (la « **Cour** ») a émis une ordonnance de transition accordant la demande de la Débitrice de continuer ses procédures de restructuration en vertu de la *Loi sur les arrangements avec les créanciers des compagnies* (l’« **Ordonnance** »). Richter Groupe Conseil Inc. est le contrôleur désigné par la Cour (le « **Contrôleur** »).

Le ●, la Cour a rendu une ordonnance établissant une procédure pour identifier, adjuger et exclure les réclamations à l’encontre de la Débitrice et de ses dirigeants et administrateurs (l’« **Ordonnance relative au traitement des réclamations** »). Avis est par la présente donné que toute Preuve de réclamation ou Avis de Contestation doit être déposé et reçu auprès du Contrôleur, à l’adresse indiquée ci-dessous, au plus tard à 17 h, heure de Montréal, le 9 novembre 2020 (la « **Date limite de dépôt des réclamations** »).

Tous les termes non définis dans le présent Avis aux créanciers ont le sens qui leur est donné dans l’Ordonnance relative au traitement des réclamations, laquelle est affichée sur le site internet du Contrôleur (le « **Site du Contrôleur** ») à l’adresse suivante : <https://www.richter.ca/fr/insolvencycase/stokes-inc/>.

PROCESSUS DE RÉCLAMATIONS

Toute personne croyant détenir une Réclamation à l’encontre de la Débitrice, ses dirigeants et/ou administrateurs devra soumettre sa Réclamation dans un formulaire de Preuve de réclamation (disponible sur le Site du Contrôleur), à l’exception des détenteurs de Réclamations exclues (lesquelles comprennent les Réclamations de toute Personne ayant fourni des biens et/ou services à la Débitrice le 18 février 2020 ou après cette date).

Tous les Créanciers de la Débitrice devront soumettre leur Preuve de réclamation au Contrôleur par la poste, télécopieur, messenger ou courriel de manière à ce que le Contrôleur reçoive réellement ces Preuves de réclamations au plus tard à 17 h, heure de Montréal, le 9 novembre 2020, ou pour les Créanciers ayant des Réclamations relatives à la période de restructuration, au plus tard trente (30) jours après la date de réception par le Créancier d’un avis de résiliation, de rejet ou de terminaison d’un contrat, d’un bail, d’un contrat de travail ou autre entente, si telle date est postérieure au 9 novembre 2020, à l’adresse suivante :

Richter Groupe Conseil Inc.

Contrôleur désigné par la Cour de
Stokes Inc.

1981, avenue McGill College

Montréal (Québec) H3A 0G6

Télécopieur : 514-934-8603

Courriel : reclamations@richter.ca ou claims@richter.ca

**LES RÉCLAMATIONS N'AYANT PAS ÉTÉ REÇUES PAR LE CONTRÔLEUR AVANT
LA DATE LIMITE DE DÉPÔT DES RÉCLAMATIONS SERONT POUR TOUJOURS
EXCLUES ET ÉTEINTES.**

Fait à Montréal, ce ● jour de ● 2020.

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-057985-208

S U P E R I O R C O U R T
(Commercial Division)
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
RSC 1985, c C-36)

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF:

STOKES INC.

Debtor

- and -

RICHTER ADVISORY GROUP INC.

Monitor

NOTICE OF DISPUTE

**TO: Richter Advisory Group Inc., in its capacity as the Court-appointed Monitor
in the matter of the compromise or arrangement of Stokes Inc.**

The creditor identified below, having received a Notice of a Scheduled Employee's Claim, hereby gives notice that the assessment of the claim as performed by the Debtor is hereby disputed, in the manner and for the reasons set out hereinbelow.

A. PARTICULARS OF THE CREDITOR:

1. Full Legal Name of the Creditor: _____
2. Full Mailing Address of the Creditor: _____

3. Telephone Number of the Creditor: _____
4. Fax Number of the Creditor: _____
5. E-mail Address of the Creditor: _____

MONTRÉAL

1981 McGill College
Montréal QC H3A 0G6
514.934.3400

TORONTO

181 Bay St., #3510
Bay Wellington Tower
Toronto ON M5J 2T3
416 488 2345

CHICAGO

200 South Wacker, #3100
Chicago, IL 60606
312.828.0800

Dated at _____ this _____ day of _____, 2020.

(Signature of Witness)

(Signature of the Creditor or of his representative)

(Please print name)

(Please print name)

This Notice of Dispute must be returned to and actually received by the Debtor, to the attention of its counsel, and the Monitor by email, fax or courier by no later than 5:00 p.m. (Montréal time) on November 9, 2020 at the addresses set forth below:

Debtor's counsel:

Osler, Hoskin, Harcourt LLP
1000 De La Gauchetière Street West, Suite 2100
Montréal, Québec H3B 4W5

Attention: Mtre Sandra Abitan, Mtre Julien Morissette and Mtre Ilia Kravtsov

Fax: 514.904.8101

Email: sabitan@osler.com, jmorissette@osler.com and ikravtsov@osler.com

The Monitor:

Richter Advisory Group Inc.
1981 McGill College Avenue
Montréal, Québec H3A 0G6

Attention: Olivier Benchaya, Marc-Vincent Caillé and Magali Dumouchel

Fax: 514.934.8603

Email: claims@richter.ca or reclamations@richter.ca

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL

N° : 500-11-057985-208

C O U R S U P É R I E U R E
(Chambre Commerciale)
(Tribunal désigné en vertu de la *Loi sur les
arrangements avec les créanciers des
compagnies*, LRC 1985, c C-36)

DANS L'AFFAIRE DU PLAN DE COMPROMIS
OU D'ARRANGEMENT DE:

STOKES INC.

Débitrice

- et -

RICHTER GROUPE CONSEIL INC.

Contrôleur

AVIS DE CONTESTATION

À: Richter Groupe Conseil Inc., en sa qualité de Contrôleur désigné par la Cour dans l'affaire du plan de compromis ou d'arrangement de Stokes Inc.

Le Créancier identifié ci-dessous, qui a reçu un Avis de réclamation d'un employé déclaré, vous avise que l'évaluation de la Réclamation par la Débitrice est contestée pour les motifs suivants :

A. IDENTIFICATION ET COORDONNÉES DU CRÉANCIER :

1. Nom légal complet du Créancier : _____
2. Adresse complète du Créancier : _____

3. Numéro de téléphone du Créancier : _____
4. Numéro de télécopieur du Créancier : _____
5. Courriel du Créancier : _____

MONTRÉAL

1981 McGill College
Montréal QC H3A 0G6
514.934.3400

TORONTO

181 Bay St., #3510
Bay Wellington Tower
Toronto ON M5J 2T3
416 488 2345

CHICAGO

200 South Wacker, #3100
Chicago, IL 60606
312.828.0800

Fait à _____ le _____ jour de _____ 2020.

(Signature du témoin)

(Signature du Créancier ou de son représentant)

(Nom en lettres moulées)

(Nom en lettres moulées)

L'Avis de contestation doit être retourné et reçu par la Débitrice, aux soins de ses procureurs, et au Contrôleur, par courriel, télécopieur, ou messenger au plus tard à 17 h, heure de Montréal, le 9 novembre 2020, aux adresses ci-dessous :

Procureurs de la Débitrice :

Osler, Hoskin, Harcourt S.E.N.C.R.L./s.r.l.
1000, rue De La Gauchetière Ouest, bureau 2100
Montréal (Québec) H3B 4W5

Aux soins de : M^e Sandra Abitan, M^e Julien Morissette et M^e Ilia Kravtsov

Télécopieur : 514-904-8101

Courriel : sabitan@osler.com, jmorissette@osler.com et ikravtsov@osler.com

Le Contrôleur :

Richter Groupe Conseil Inc.
1981, avenue McGill College
Montréal (Québec) H3A 0G6

Aux soins de : Olivier Benchaya, Marc-Vincent Caillé et Magali Dumouchel

Télécopieur : 514-934-8603

Courriel : claims@richter.ca ou reclamations@richter.ca

SCHEDULE C – NOTICE OF
SCHEDULED EMPLOYEE'S CLAIM

RICHTER

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL**

No.: 500-11-057985-208

S U P E R I O R C O U R T
(Commercial Division)
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
RSC 1985, c C-36)

**IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF:**

STOKES INC.

Debtor

- and -

RICHTER ADVISORY GROUP INC.

Monitor

NOTICE OF SCHEDULED EMPLOYEE'S CLAIM

Please read this Notice carefully.

TO: ●

The Debtor has determined that you have a Claim in the aggregate amount set out below. Subject to any dispute by you in accordance with the provisions of the Claims Procedure Order, your Claim will be allowed as follows:

Claim as per Debtor as at February 18, 2020 (in \$)	
Vacation Pay	
Unpaid Salaries	
Notice, termination and severance	
Expense reimbursement	
Other	
Total	

MONTRÉAL

1981 McGill College
Montréal QC H3A 0G6
514.934.3400

TORONTO

181 Bay St., #3510
Bay Wellington Tower
Toronto ON M5J 2T3
416.488.2345

CHICAGO

200 South Wacker, #3100
Chicago, IL 60606
312.828.0800

If you intend to dispute this Notice of Scheduled Employee's claim, you must, no later than 5:00 p.m. (Montréal time) on November 9, 2020, deliver to the Monitor and the attorneys of the Debtor a Notice of Dispute in accordance with the Claims Procedure Order at the addresses set out below.

Debtor's counsel:

Osler, Hoskin, Harcourt LLP
1000 De La Gauchetière Street West, Suite 2100
Montréal, Québec H3B 4W5

Attention: Mtre Sandra Abitan, Mtre Julien Morissette and Mtre Ilia Kravtsov

Fax: 514.904.8101

E-mail: sabitan@osler.com, jmorissette@osler.com and ikravtsov@osler.com

The Monitor:

Richter Advisory Group Inc.
1981 McGill College Avenue
Montréal, Québec H3A 0G6

Attention: Olivier Benchaya, Marc-Vincent Caillé and Magali Dumouchel

Fax: 514.934.8603

E-mail: claims@richter.ca or reclamations@richter.ca

If you do not deliver a Notice of Dispute, the value of your Claim shall be deemed final to be as set out in this Notice of Scheduled Employee's Claim.

DATED at Montréal, this ● of ●, 2020.

Richter Advisory Group Inc.
Court-appointed Monitor of
Stokes Inc.

ANNEXE C – AVIS DE RÉCLAMATION
D'UN EMPLOYÉ DÉCLARÉ

RICHTER

**CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL**

N° : 500-11-057985-208

C O U R S U P É R I E U R E
(Chambre commerciale)
(Tribunal désigné en vertu de la *Loi sur les
arrangements avec les créanciers des
compagnies*, LRC 1985 c C-36)

**DANS L'AFFAIRE DU PLAN DE COMPROMIS
OU D'ARRANGEMENT DE :**

STOKES INC.

Débitrice

- et -

RICHTER GROUPE CONSEIL INC.

Contrôleur

AVIS DE RÉCLAMATION D'UN EMPLOYÉ DÉCLARÉ

Veuillez lire attentivement cet Avis.

DESTINATAIRE : ●

La Débitrice a déterminé que vous avez une Réclamation au montant global indiqué ci-après. Sous réserve de toute contestation de votre part conformément aux dispositions de l'Ordonnance relative au traitement des réclamations, votre Réclamation sera acceptée comme suit :

Réclamation selon la Débitrice au 18 février 2020 (en \$)	
Indemnité de vacances	
Salaire impayé	
Préavis et indemnité de fin d'emploi	
Remboursement de dépenses	
Autres	
Total	

MONTRÉAL

1981 McGill College
Montréal QC H3A 0G6
514.934.3400

TORONTO

181 Bay St., #3510
Bay Wellington Tower
Toronto ON M5J 2T3
416.488.2345

CHICAGO

200 South Wacker, #3100
Chicago, IL 60606
312.828.0800

Si vous avez l'intention de contester le présent Avis de réclamation d'un employé déclaré, vous devez, au plus tard à 17 h, heure de Montréal, le 9 novembre 2020, faire parvenir au Contrôleur et aux procureurs de la Débitrice un Avis de contestation conformément à l'Ordonnance relative au traitement des réclamations, aux adresses indiquées ci-après.

Procureurs de la Débitrice :

Osler, Hoskin, Harcourt S.E.N.C.R.L./s.r.l.
1000, rue De La Gauchetière Ouest, bureau 2100
Montréal (Québec) H3B 4W5

Aux soins de: M^e Sandra Abitan, M^e Julien Morissette et M^e Ilia Kravtsov

Télécopieur : 514-904-8101

Courriel : sabitan@osler.com, jmorissette@osler.com et ikravtsov@osler.com

Le Contrôleur :

Richter Groupe Conseil Inc.
1981, avenue McGill College
Montréal (Québec) H3A 0G6

Aux soins de: Olivier Benchaya, Marc-Vincent Caillé et Magali Dumouchel

Télécopieur : 514-934-8603

Courriel : claims@richter.ca ou reclamations@richter.ca

Si vous ne faites pas parvenir un Avis de contestation, la valeur de votre Réclamation sera réputée de façon définitive être celle qui est énoncée dans le présent Avis de réclamation d'un employé déclaré.

FAIT à Montréal, le ● jour de ● 2020.

Richter Groupe Conseil Inc.
Contrôleur désigné par la Cour de
Stokes Inc.

SCHEDULE D – NOTICE OF REVISION
OR DISALLOWANCE

RICHTER

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-057985-208

S U P E R I O R C O U R T
(Commercial Division)
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
RSC 1985, c C-36)

**IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF:**

STOKES INC.

Debtor

- and -

RICHTER ADVISORY GROUP INC.

Monitor

NOTICE OF REVISION OR DISALLOWANCE

TO: [insert name and address of Creditor]

PLEASE TAKE NOTICE that this Notice of Revision or Disallowance is being sent pursuant to an order of the Superior Court of Québec (Commercial Division) ("**Court**") rendered on ● (the "**Claims Procedure Order**"). All capitalized terms not otherwise defined in this Notice of Revision or Disallowance shall have the meaning ascribed to them in the Claims Procedure Order, which is available on the Monitor's website at <https://www.richter.ca/insolvencycase/stokes-inc/>.

The Monitor has reviewed your Proof of Claim or your Notice of Dispute and has revised or disallowed your Claim or Notice of Dispute for the following reasons:

MONTRÉAL

1981 McGill College
Montréal QC H3A 0G6
514.934.3400

TORONTO

181 Bay St., #3510
Bay Wellington Tower
Toronto ON M5J 2T3
416.488.2345

CHICAGO

200 South Wacker, #3100
Chicago, IL 60606
312.828.0800

Subject to further dispute by you in accordance with the provisions of the Claims Procedure Order, your Claim will be as follows:

Type of Claim per Proof of Claim	Amount of Claim per Proof of Claim	Type of Claim per this Notice of Revision or Disallowance	Amount of Claim per this Notice of Revision or Disallowance
[Prefiling Claim / Restructuring Period Claim / Directors/Officers Claim]	CA\$	[Prefiling Claim / Restructuring Period Claim / Directors/Officers Claim]	CA\$
[Unsecured Claim / Unsecured Priority Claim / Secured Claim]		[Unsecured Claim / Unsecured Priority Claim / Secured Claim]	

If you intend to dispute this Notice of Revision or Disallowance, you must by no later than 5:00 p.m. (Montréal time) on the day that is ten (10) days after the date you received this Notice of Revision or Disallowance, file an appeal application with the Court and serve a copy of such appeal application on the Debtor's counsel, the Monitor and the Monitor's counsel at the following addresses:

Debtor's counsel:

Osler, Hoskin, Harcourt LLP
1000 De La Gauchetière Street West, Suite 2100
Montréal, Québec H3B 4W5

Attention: Mtre Sandra Abitan, Mtre Julien Morissette and Mtre Ilia Kravtsov

Fax: 514.904.8101

E-mail: sabitan@osler.com, jmorissette@osler.com and ikravtsov@osler.com

The Monitor:

Richter Advisory Group Inc.
1981 McGill College Avenue
Montréal, Québec H3A 0G6

Attention: Olivier Benchaya, Marc-Vincent Caillé and Magali Dumouchel

Fax: 514.934.8603

E-mail: claims@richter.ca or reclamations@richter.ca

With a copy to:

Stikeman Elliott LLP

1155 René-Lévesque Boulevard West, Suite 4100
Montréal, Québec H3B 3V2

Attention: Mtre Joseph Reynaud and Mtre Vincent Lanctôt-Fortier

Fax: 514.397.3222

E-mail: jreynaud@stikeman.com and ylanctotfortier@stikeman.com

If you do not file an appeal application with the Court by the date and time stated above, the classification, amount and/or nature of your Claim or the Claim for a different classification or nature or in excess of the amount specified in the Notice of Dispute shall be deemed to be as set out herein and all further rights to dispute the same shall be forever extinguished and barred.

If you agree with this Notice of Revision or Disallowance, there is no need to file anything further with the Monitor or with the Court.

DATED at Montréal this ____ day of _____, 2020.

Richter Advisory Group Inc.
Court-appointed Monitor of
Stokes Inc.

ANNEXE D – AVIS DE RÉVISION
OU DE REJET

RICHTER

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL

N° : 500-11-057985-208

C O U R S U P É R I E U R E
(Chambre commerciale)
(Tribunal désigné en vertu de la *Loi sur les
arrangements avec les créanciers des
compagnies*, LRC 1985 c C-36)

**DANS L'AFFAIRE DU PLAN DE COMPROMIS
OU D'ARRANGEMENT DE :**

STOKES INC.

Débitrice

- et -

RICHTER GROUPE CONSEIL INC.

Contrôleur

AVIS DE RÉVISION OU DE REJET

DESTINATAIRE : [insérer nom et coordonnées du Créancier]

PRENEZ AVIS que cet Avis de révision ou de rejet vous est transmis conformément à une ordonnance de la Cour supérieure du Québec (Chambre commerciale) (la « **Cour** ») rendue le ● (l'« **Ordonnance relative au traitement des réclamations** »). Les termes non définis dans le présent Avis de révision ou de rejet, ont le sens qui leur est donné dans l'Ordonnance relative au traitement des réclamations, que vous pouvez consulter sur le Site du Contrôleur à l'adresse suivante : <https://www.richter.ca/fr/insolvencycase/stokes-inc/>.

Le Contrôleur a revu votre Preuve de réclamation ou Avis de contestation et a révisé ou rejeté votre Réclamation ou Avis de contestation pour les raisons suivantes :

MONTRÉAL

1981 McGill College
Montréal QC H3A 0G6
514.934.3400

TORONTO

181 Bay St., #3510
Bay Wellington Tower
Toronto ON M5J 2T3
416.488.2345

CHICAGO

200 South Wacker, #3100
Chicago, IL 60606
312.828.0800

Sous réserve de toute autre contestation de votre part conformément aux dispositions de l'Ordonnance relative au traitement des réclamations, votre réclamation s'établira comme suit :

Type de Réclamation tel qu'indiqué dans la Preuve de réclamation	Montant de la Réclamation tel qu'indiqué dans la Preuve de réclamation	Type de Réclamation en vertu de cet Avis de révision ou de rejet	Montant de la Réclamation en vertu de cet Avis de révision ou de rejet
[Réclamation pré-dépôt / Réclamation relative à la période de restructuration / Réclamation contre les dirigeants et les administrateurs]	\$ CAD	[Réclamation pré-dépôt / Réclamation relative à la période de restructuration / Réclamation contre les dirigeants et les administrateurs]	\$ CAD
[Réclamation ordinaire / Réclamation prioritaire ordinaire/ Réclamation garantie]		[Réclamation ordinaire / Réclamation prioritaire ordinaire/ Réclamation garantie]	

Si vous entendez contester le présent Avis de révision ou de rejet, vous devez envoyer, au plus tard à 17 h, heure de Montréal, dix (10) jours après la date à laquelle vous avez reçu le présent Avis de révision ou de rejet, une demande d'appel auprès de la Cour et faire parvenir une copie de cette demande d'appel aux procureurs de la Débitrice, au Contrôleur et aux procureurs du Contrôleur, aux adresses suivantes :

Procureurs de la Débitrice :

Osler, Hoskin, Harcourt S.E.N.C.R.L./s.r.l.
1000, rue De La Gauchetière Ouest, bureau 2100
Montréal (Québec) H3B 4W5

Aux soins de : M^e Sandra Abitan, M^e Julien Morissette et M^e Ilia Kravtsov

Télécopieur : 514.904.8101

Courriel : sabitan@osler.com, jmorissette@osler.com et ikravtsov@osler.com

Le Contrôleur :

Richter Groupe Conseil Inc.
1981, avenue McGill College
Montréal (Québec) H3A 0G6

Aux soins de : Olivier Benchaya, Marc-Vincent Caillé et Magali Dumouchel

Télécopieur : 514.934.8603
Courriel : claims@richter.ca ou reclamations@richter.ca

Avec une copie à :
Stikeman Elliott S.E.N.C.R.L., s.r.l.
1155, boul. René-Lévesque Ouest, bureau 4100
Montréal (Québec) H3B 3V2

Aux soins de : M^e Joseph Reynaud et M^e Vincent Lanctôt-Fortier

Télécopieur : 514.397.3222
Courriel : jreynaud@stikeman.com et vlancotfortier@stikeman.com

Si vous ne déposez pas une demande d'appel auprès de la Cour d'ici la date et l'heure mentionnées ci-dessus, la classification, le montant et/ou la nature de votre Réclamation ou la Réclamation ayant une classification ou nature différente ou supérieure au montant précisé dans l'Avis de contestation sera réputée prendre la forme de celle indiquée dans les présentes et tous les autres droits de contestation seront pour toujours exclues et éteintes.

Si vous acceptez le présent Avis de révision et de rejet, vous n'êtes pas tenu de déposer d'autre document auprès du Contrôleur ou de la Cour.

FAIT à Montréal, ce ____ jour de _____ 2020.

Richter Groupe Conseil Inc.
Contrôleur désigné par la Cour de
Stokes Inc.

SCHEDULE E –
PROOF OF CLAIM FORM

RICHTER

PROOF OF CLAIM

See the attached instruction letter for instructions on how to complete this document.

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF STOKES INC.
(referred to in this form as the “**Debtor**”)

and the claim of _____ (referred to in this form as the “**Creditor**”).

All notices or correspondence regarding this claim are to be forwarded to the Creditor at the following address:

.....
(name of creditor)

.....
(number and street)

.....
(town, province, country, postal code)

E-mail address Phone Fax.....

I, _____ residing in the City of _____,

in the Province or State of _____ do hereby certify that:

If you are an officer of the company, state position or title	1.	<input type="checkbox"/> I am the Creditor of the Debtor, or <input type="checkbox"/> I amof the Creditor.
	2.	I have knowledge of all the circumstances connected with the claim referred to below.
The attached statement of accounts or affidavit (or solemn declaration) must contain the vouchers, supporting documents or other evidence in support of the claim	3.	The Debtor was, as of the date of the issuance of the Notice of Intention, namely the 18 th day of February 18, 2020 and still is, indebted towards the creditor in the amount of \$, as specified in the statement of accounts (or affidavit or solemn declaration) attached hereto, after deducting any counterclaims to which the Debtor is entitled.

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CHICAGO

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Chicago, IL 60606
312.828.0800

Write down the amount of the Unsecured Claim against the Debtor	4.	Unsecured Claim in the amount of \$..... for which I do not hold any assets of the Debtor as security.
Write down the amount of the Restructuring Claim arising after February 18, 2020	5.	Restructuring Claim arising after February 18, 2020, in the amount of \$ for which I do not hold any assets of the Debtor as security.
Write down the amount of the secured Claim against the Debtor		Secured Claim in the amount of \$ for which I hold of the Debtor as security.
Write down the Claim against the Debtor's directors and/or officers	6.	D&O Claim in the amount of \$
Dated at _____, this _____ day of _____, 2020 _____ Print Name _____ Signature of individual completing this form		

Instructions for completing Proof of Claim forms

The duly completed Proof of Claim together with supporting documentation must be returned and actually received by the Monitor, by regular mail, fax, courier or email to the address set out below, no later than 5:00 p.m. (Montréal time) on November 9, 2020, or, for creditors with Restructuring Claims (as defined in the Claims Procedure Order) arising after February 18, 2020, thirty (30) days after the date of receipt by the creditor of a notice of resiliation, repudiation or termination of the contract, lease, employment agreement or other agreement, if such date falls after November 9, 2020 (the “**Claims Bar Date**”).

FAILURE TO FILE YOUR PROOF OF CLAIM AGAINST THE DEBTOR AND/OR ITS DIRECTORS OR OFFICERS BY THE CLAIMS BAR DATE WILL RESULT IN YOUR CLAIM BEING FOREVER EXTINGUISHED AND BARRED.

In completing the attached form, your attention is directed to the marginal notes on this Proof of Claim form and to the following requirements.

The Proof of Claim must be completed and signed by an individual and not by a corporation. If you are acting for a corporation or other person, you must state the capacity in which you are acting, such as "Director", "Vice-President", "Credit Manager", "Treasurer", "Authorized Agent", etc.

The person signing the Proof of Claim must have knowledge of the circumstances related with the claim.

All amounts claimed should be supported by a statement of accounts, an affidavit or a solemn declaration containing the details of such claim. The date at which claims are to be calculated and the correct name of the Debtor must appear on the statement of accounts, affidavit or solemn declaration.

If the amount claimed is not in Canadian dollars, the currency must be specified.

The person signing the Proof of Claim must insert the place and date.

RICHTER

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-057985-208

S U P E R I O R C O U R T
(Commercial Division)
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
RSC 1985, c C-36)

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF:

STOKES INC.

Debtor

- and -

RICHTER ADVISORY GROUP INC.

Monitor

INSTRUCTIONS TO CREDITORS WHO WISH TO ASSERT ANY CLAIMS AGAINST STOKES INC., ITS DIRECTORS AND OFFICERS

Please note that the bar date for the filing of all proofs of claims (collectively, the “**Proofs of Claim**”, and each a “**Proof of Claim**”) in respect of a Claim (as defined in the Claims Procedure Order) is November 9, 2020, at 5:00 p.m. (Montréal time), or, for creditors with Restructuring Claims (as defined in the Claims Procedure Order) arising after February 18, 2020, thirty (30) days after the date of receipt by the creditor of a notice of resiliation, repudiation or termination of the contract, lease, employment agreement or other agreement, if such date falls after November 9, 2020 (the “**Claims Bar Date**”).

Pursuant to an Order of the Superior Court of Québec Superior (Commercial Division) granted on ● (the “**Claim Procedure Order**”), a process (the “**Claims Process**”) was approved for the purpose of identifying, establishing, adjudicating or otherwise resolving any and all Claims (as defined in the Claim Procedure Order) of any persons against Stokes Inc. (the “**Debtor**”), its directors and/or officers.

The purpose of these instructions is to provide you with information required to file a Proof of Claim in respect of any Claims you may have against the Debtor, its directors and/or officers.

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312.828.0800

FILING A PROOF OF CLAIM

Please note that the form of Proof of Claim is only to be used if you have a Claim against the Debtor, its directors and/or officers.

Please review all the enclosed documents carefully.

If you have a Claim against the Debtor, its directors and/or officers you must complete, sign and provide to the Monitor a Proof of Claim with respect to such Claim(s) so that it is actually received by the Monitor no later than the Claims Bar Date. **Otherwise such Claim(s) against the Debtor, its directors and/or officers will be forever barred and extinguished.**

When submitting a Proof of Claim, you must attach any documents that support the Claim(s) and provide a description of the basis for the Claim(s).

A completed and signed Proof of Claim may be provided to the Monitor by email at claims@richter.ca or reclamations@richter.ca, fax at 514.934.8603, regular mail or courier to the address set out below.

FURTHER INFORMATION

If you have any questions regarding the Claims Process or any of the enclosed forms, please contact Richter Advisory Group Inc. at the following coordinates:

Richter Advisory Group Inc.

Court-appointed Monitor of
Stokes Inc.

1981 McGill College Avenue
Montréal, Québec, H3A 0G6

Telephone : 1.866.585.9751

Fax: 514.934.8603

E-mail: claims@richter.ca or reclamations@richter.ca

Additional Proof Claim forms can be found on the Monitor's website at <https://www.richter.ca/insolvencycase/stokes-inc/> or obtained by contacting the Monitor at the coordinates indicated above and providing particulars as to your name, address, fax number and email address. Once the Monitor has this information you will receive, as soon as practicable, additional Proof of Claim forms.

ANNEXE E – FORMULAIRE DE
PREUVE DE RÉCLAMATION

RICHTER

PREUVE DE RÉCLAMATION

Voir la lettre d'instruction ci-jointe pour des instructions sur la façon de compléter ce document.

DANS L'AFFAIRE DU PLAN DE COMPROMIS OU D'ARRANGEMENT DE STOKES INC. (ci-après désignée la « **Débitrice** »)

et la réclamation de _____ (ci-après désignée le « **Créancier** »)

Tous avis ou correspondance relativement à cette réclamation doivent être envoyés au Créancier à l'adresse suivante :

.....
(nom du créancier)

.....
(numéro civique et nom de la rue)

.....
(ville, province, pays, code postal)

Courriel Téléphone Télécopieur.....

Je, _____, résidant dans la ville de _____,

dans la province ou l'état de _____, certifie ce qui suit :

Si vous êtes un représentant de la compagnie, précisez le poste ou la fonction	1.	<input type="checkbox"/> Je suis le Créancier de la Débitrice, ou <input type="checkbox"/> Je suis du Créancier.
	2.	Je suis au courant de toutes les circonstances entourant la réclamation mentionnée ci-dessous.
Les relevés de compte, l'affidavit ou la déclaration solennelle ci-joints doivent contenir les bons, pièces justificatives ou toute autre preuve à l'appui de la réclamation	3.	La Débitrice était, à la date du dépôt de l'Avis d'intention, soit le 18 février 2020, endettée envers le Créancier et l'est toujours pour le montant de \$, comme l'indique les relevés de compte, l'affidavit ou l'affirmation solennelle ci-joints, déduction faite de toute

MONTRÉAL

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Chicago, IL 60606
312.828.0800

		contre-réclamation auxquelles la Débitrice a droit.
Inscrivez le montant de la Réclamation ordinaire contre la Débitrice	4.	Réclamation ordinaire au montant de \$ pour laquelle je ne détiens aucun avoir de la Débitrice à titre de garantie.
Inscrivez le montant de la Réclamation relative à la période de restructuration de la Débitrice ayant pris naissance après le 18 février 2020	5.	La Réclamation relative à la période de restructuration de la Débitrice ayant pris naissance après le 18 février 2020, au montant de \$ pour laquelle je ne détiens aucun avoir de la Débitrice à titre de garantie.
Inscrivez le montant de la Réclamation garantie contre la Débitrice		Réclamation garantie au montant de \$ pour laquelle je détiens de la Débitrice à titre de garantie.
Inscrivez le montant de la Réclamation contre les dirigeants et/ou les administrateurs de la Débitrice	6.	Réclamation contre les dirigeants et/ou les administrateurs de la Débitrice au montant de \$
<p>Fait à _____, ce _____ jour de _____ 2020</p> <p>_____</p> <p>Nom en lettres moulées</p> <p>_____</p> <p>Signature de la personne qui a rempli ce formulaire</p>		

Instructions pour compléter le formulaire de Preuve de réclamation

La Preuve de réclamation, dûment remplie, ainsi que les pièces justificatives doivent être transmises et reçues par le Contrôleur, par la poste, télécopieur, messenger ou courriel à l'adresse indiquée ci-dessous, au plus tard à 17 h, heure de Montréal, le 9 novembre 2020, ou pour les créanciers ayant des Réclamations relatives à la période de restructuration (telles que définies dans l'Ordonnance relative au traitement des réclamations) prenant naissance après le 18 février 2020, au plus tard trente (30) jours après la date de réception par le créancier d'un avis de résiliation, de répudiation ou de terminaison du contrat, bail, contrat d'emploi ou autre entente, si telle date est postérieure au 9 novembre 2020 (la « **Date limite de dépôt des Réclamations** »).

À DÉFAUT DE TRANSMETTRE VOTRE PREUVE DE RÉCLAMATION CONTRE LA DÉBITRICE ET/OU SES DIRIGEANTS OU ADMINISTRATEURS AU PLUS TARD À LA DATE LIMITE DE DÉPÔT DES RÉCLAMATIONS, VOTRE RÉCLAMATION SERA POUR TOUJOURS EXCLUE ET ÉTEINTE.

En complétant le formulaire ci-joint, une attention particulière doit être portée aux notes en marge de ce formulaire de Preuve de réclamation et aux instructions suivantes.

La Preuve de réclamation doit être remplie et signée par une personne et non une société. Si vous agissez au nom ou pour le compte d'une société ou d'une autre personne, vous devez préciser la qualité en laquelle vous agissez, par exemple « Administrateur », « Vice-président », « Directeur de crédit », « Trésorier », « Agent autorisé », etc.

La personne qui signe la Preuve de réclamation doit être au courant des faits entourant la réclamation.

Tous les montants réclamés doivent être appuyés par des relevés de compte, un affidavit ou une déclaration solennelle contenant les détails de la réclamation. La date à laquelle les réclamations doivent être calculées et le nom exact de la Débitrice doivent figurer sur les relevés de compte, l'affidavit ou la déclaration solennelle.

Si le montant réclamé n'est pas en dollars canadiens, la devise doit être précisée.

La personne qui signe la Preuve de réclamation doit indiquer le lieu et la date.

RICHTER

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL

N° : 500-11-057985-208

C O U R S U P É R I E U R E
(Chambre commerciale)
(Tribunal désigné en vertu de la *Loi sur les
arrangements avec les créanciers des
compagnies*, LRC 1985 c C-36)

DANS L'AFFAIRE DU PLAN DE COMPROMIS
OU D'ARRANGEMENT DE :

STOKES INC.

Débitrice

- et -

RICHTER GROUPE CONSEIL INC.

Contrôleur

**INSTRUCTIONS AUX CRÉANCIERS QUI DÉSIRENT FAIRE VALOIR UNE
RÉCLAMATION CONTRE STOKES INC., SES DIRIGEANTS ET
ADMINISTRATEURS**

Veillez noter que la date limite de dépôt des preuves de réclamation (collectivement, les « **Preuves de réclamation** » et, individuellement, une « **Preuve de réclamation** ») à l'égard d'une Réclamation (telle que définie dans l'Ordonnance relative au traitement des réclamations) est le 9 novembre 2020 à 17 h, heure de Montréal, ou, pour les créanciers ayant des Réclamations relatives à la période de restructuration (telles que définies dans l'Ordonnance relative au traitement des réclamations) prenant naissance après le 18 février 2020, au plus tard trente (30) jours après la date de réception par le créancier d'un avis de résiliation, de répudiation ou de terminaison du contrat, bail, contrat d'emploi ou autre entente, si telle date est postérieure au 9 novembre 2020 (la « **Date limite de dépôt des réclamations** »).

Conformément à une ordonnance rendue par la Cour supérieure du Québec (Chambre commerciale) le ● (« **Ordonnance relative au traitement des réclamations** »), un processus (le « **Processus de réclamation** ») a été approuvé dans le but d'identifier, établir, statuer ou autrement résoudre toute Réclamation (telle que définie dans l'Ordonnance relative au traitement des réclamations) de toute personne à l'encontre de Stokes Inc. (la « **Débitrice** »), ses dirigeants et/ou administrateurs.

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Ces instructions ont pour objectif de vous fournir l'information requise pour déposer une Preuve de Réclamation relativement à toute Réclamation que vous pourriez avoir à l'encontre de la Débitrice, ses dirigeants et/ou administrateurs.

DÉPÔT D'UNE PREUVE DE RÉCLAMATION

Veuillez noter que le formulaire de Preuve de Réclamation doit être utilisé seulement si vous avez une Réclamation à faire valoir contre la Débitrice, ses dirigeants et/ou administrateurs.

Veuillez prendre connaissance attentivement de tous les documents ci-joints.

Si vous avez une Réclamation à faire valoir contre la Débitrice, ses dirigeants et/ou administrateurs, vous devez remplir, signer et transmettre au Contrôleur, de façon à ce qu'elle soit reçue par le Contrôleur au plus tard à la Date limite de dépôt des réclamations, une Preuve de réclamation relativement à une telle Réclamation. **À défaut de quoi, ladite (lesdites) Réclamation(s) contre la Débitrice, ses dirigeants et/ou administrateurs sera (seront) pour toujours exclue(s) et éteinte(s).**

Lorsque vous soumettez une Preuve de réclamation, vous devez y joindre tout document justifiant la (les) Réclamation(s) et donner une description de ce qui a donné naissance à la (aux) Réclamation(s).

La Preuve de réclamation dûment remplie et signée doit être transmise au Contrôleur par courriel à reclamations@richter.ca ou claims@richter.ca, par télécopieur au 514.934.8603, par la poste ou par messenger à l'adresse mentionnée ci-dessous.

INFORMATIONS SUPPLÉMENTAIRES

Pour toutes questions relativement au Processus de réclamation ou tout autre formulaire ci-joint, veuillez contacter Richter Groupe Conseil Inc. aux coordonnées suivantes :

Richter Groupe Conseil Inc.

Contrôleur désigné par la Cour de
Stokes Inc.

1981, avenue McGill College
Montréal (Québec) H3A 0G6

Téléphone : 1.866.585.9751

Télécopieur : 514.934.8603

Courriel : reclamations@richter.ca ou claims@richter.ca or

Des formulaires de Preuve de réclamation supplémentaires peuvent être obtenus sur le Site du Contrôleur à l'adresse suivante <https://www.richter.ca/fr/insolvencycase/stokes-inc/> ou en communiquant avec le Contrôleur aux coordonnées indiquées ci-dessus et en fournissant les détails quant à votre nom, adresse, adresse courriel et numéro de télécopieur. Lorsque le contrôleur aura reçu cette information, vous recevrez, aussitôt que possible, des formulaires additionnels de Preuve de réclamation.

EXHIBIT P-2

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-057985-208

DATE: September 25, 2020

BEFORE THE HONOURABLE MICHEL A. PINSONNAULT, J.S.C.

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF:

STOKES INC.

Debtor / Petitioner

and

RICHTER ADVISORY GROUP INC.

Trustee

ORDER EXTENDING THE STAY OF PROCEEDINGS

- [1] **CONSIDERING** the *Application for extension of the stay of proceedings and for the establishment of a claims process* (the “**Application**”) pursuant to sections 11 and 11.02 of the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36, as amended (“**CCAA**”) by the Debtor / Petitioner Stokes Inc. (the “**Petitioner**”) and the affidavit of Mr. Mohammad Rahaman, filed in support thereof;
- [2] **CONSIDERING** the Monitor’s Sixth Report dated September 21, 2020;

[3] **CONSIDERING** the representations of counsel made by videoconference;

[4] **CONSIDERING** the provisions of the CCAA;

THE COURT HEREBY:

[5] **GRANTS** the Application.

[6] **EXTENDS** the Stay Period (as defined in the Transition Order rendered by the Court on July 27, 2020) to and including December 18, 2020.

[7] **ORDERS** the provisional execution of this Order notwithstanding appeal and without security.

[8] **THE WHOLE WITHOUT COSTS.**

Michel A. Pinsonnault, J.S.C.

MTRE SANDRA ABITAN
MTRE JULIEN MORISSETTE
MTRE ILIA KRAVTSOV
(OSLER HOSKIN & HARCOURT LLP)
COUNSEL TO THE PETITIONER

Hearing date: September 25, 2020

**SUPERIOR COURT
(Commercial Division)**

DISTRICT OF MONTRÉAL

**IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF:
STOKES INC.**

Debtor/Petitioner

-and-

RICHTER ADVISORY GROUP INC.

Monitor

**APPLICATION FOR AN EXTENSION OF THE STAY
OF PROCEEDINGS AND FOR THE ESTABLISHMENT
OF A CLAIMS PROCESS
AFFIDAVIT, NOTICE OF PRESENTATION, LIST OF
EXHIBITS, EXHIBITS P-1, P-2**

ORIGINAL

Code: BO 0323

o/f: 1206825

**OSLER, HOSKIN & HARCOURT LLP
Mtre. Sandra Abitan | Mtre. Julien Morissette |
Mtre. Ilia Kravtsov**

1000 De La Gauchetière Street West, Suite 2100
Montréal, Québec H3B 4W5

Tel: 514-904-8100 Fax: 514-904-8101

sabitan@osler.com | jmorissette@osler.com |

ikravtsov@osler.com |

notificationosler@osler.com