

C A N A D A

PROVINCE DE QUÉBEC
DISTRICT DE MONTRÉAL

N° : 500-11-054208-182
N° Dossier: 41-2004610

COUR SUPÉRIEURE
(Chambre commerciale)

**DANS L'AFFAIRE DE L'AVIS D'INTENTION DE
FAIRE UNE PROPOSITION DE :**

COMPTOIR DES INDES INC.

Débitrice

-et-

KPMG INC.

Requérant / Syndic

**REQUÊTE AUX FINS DE PROROGER LE DÉLAI
DE PRÉSENTATION D'UNE PROPOSITION**
(Article 50.4 (9) de la *Loi sur la faillite et l'insolvabilité*)

**AU REGISTRAIRE DE LA COUR SUPÉRIEURE DU QUÉBEC, SIÈGEANT EN CHAMBRE
COMMERCIALE, DANS ET POUR LE DISTRICT DE MONTRÉAL, LE REQUÉRANT
EXPOSE CE QUI SUIT:**

I. INTRODUCTION

1. Le 9 mars 2018, Comptoir des Indes inc. (ci-après la « **Débitrice** ») a déposé un avis d'intention de faire une proposition à ses créanciers (ci-après l' « **Avis d'intention** ») conformément aux dispositions de l'article 50.4 (1) de la *Loi sur la faillite et l'insolvabilité* (ci-après la « *LFI* »), tel qu'il appert au dossier de la Cour;
2. Le délai de 30 jours pour présenter une proposition prévu à l'Avis d'intention se termine le 8 avril 2018;
3. Or, la Débitrice ne sera pas en mesure de présenter une proposition à ses créanciers à cette date et elle a requis du Syndic qu'il demande une prorogation de délai pour présenter une proposition jusqu'au 18 mai 2018, pour les motifs ci-après exposés;

4. La Débitrice opère une entreprise de conception et distribution de mobilier de maison et de luminaires;
5. Sa principale place d'affaires est située au 5950, chemin de la Côte-de-Liesse, à Ville Mont-Royal, district de Montréal;
6. Le 16 mars 2018, la Débitrice a présenté au Tribunal une Demande visant à faire approuver un processus de sollicitation et de vente de son entreprise (ci-après la « **Demande** »), tel qu'il appert au dossier de la Cour;
7. La Demande a été acceptée et une Ordonnance approuvant le processus de sollicitation et de vente de l'entreprise a été émise par Me Chantal Flamand, registraire, tel qu'il appert au dossier de la Cour;
8. Bien que le processus de sollicitation et de vente ait été amorcé, la Débitrice aura besoin d'un délai supplémentaire pour pouvoir le compléter pour présenter une proposition à ses créanciers;
9. Le Syndic estime qu'un délai supplémentaire jusqu'au 18 mai 2018 permettra à la Débitrice de finaliser le processus de restructuration de l'entreprise pour présenter une proposition à ses créanciers, tel qu'il appert du rapport du syndic dont copie sera produite au soutien des présentes, au moment de sa présentation, comme **pièce R-1**;
10. La Débitrice a toujours agi et continue d'agir de bonne foi et avec toute la diligence voulue dans le présent dossier;
11. La prorogation de délai requise ne saurait causer de préjudice sérieux à l'un ou l'autre des créanciers de la Débitrice;
12. La présente Requête est bien fondée en faits et en droit.

PAR CES MOTIFS, PLAISE AU TRIBUNAL:

ACCORDER la présente Requête;

ABRÉGER les délais de signification et de présentation de la présente Requête, si nécessaire;

PROROGER le délai pour présenter une proposition prévu à l'article 50.4 de la *Loi sur la faillite et l'insolvabilité* jusqu'au 18 mai 2018;

LE TOUT sans frais sauf en cas de contestation.

Montréal, le 4 avril 2018



Joli-Cœur Lacasse S.E.N.C.R.L.
Avocats du syndic

Mes Jean Lozeau et Josée Brière

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DÉCLARATION SOUS SERMENT

Je, soussigné, **STÉPHANE DE BROUX**, syndic, exerçant ma profession au 600, boulevard de Maisonneuve Ouest, bureau 1500, en les ville et district judiciaire de Montréal, province de Québec H3A 0A3, déclare sous serment ce qui suit:

1. Je suis le représentant du syndic et le responsable désigné;
2. Tous les faits allégués à la présente Requête et à la présente Déclaration sont vrais.

ET J'AI SIGNÉ:


STÉPHANE DE BROUX

Déclaré solennellement devant moi, à
Montréal, ce 4e jour d'avril 2018


Commissaire à l'assermentation pour le Québec



AVIS DE PRÉSENTATION

À : **Surintendant des faillites Canada**
Édifice Sun Life
1155, rue Metcalfe, bureau 950
Montréal (Québec) H3B 2V6

PRENEZ AVIS que la présente Demande en prolongation du délai de mise en état du dossier sera présentée pour adjudication à l'un des honorables juges de la Cour supérieure, du district judiciaire de Montréal, siégeant en chambre commerciale, au palais de justice de Montréal, sis au 1, rue Notre-Dame Est, **le 5 avril 2018, à 8h45, en salle 16.10** ou aussitôt que conseil pourra être entendu.

VEUILLEZ AGIR EN CONSÉQUENCE.

Montréal, le 4 avril 2018



Joli-Cœur Lacasse S.E.N.C.R.L.
Avocats du syndic

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CANADA
PROVINCE OF QUEBEC
DISTRICT OF QUEBEC
Division No : 01 - Montreal
Court No : 500-11-054208-182
Estate No : 41-2353388

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF:

COMPTOIR DES INDES INC. (doing business under the name of **CDI Furniture**), body politic and corporate, duly incorporated according to Law, and having its head office and its principal place of business at 5950 Chemin de la Côte-de-Liesse, in the City of Montreal, province of Quebec, H4T 1E2

Debtor

- and -

KPMG INC., a corporation duly incorporated under the *Canada Business Corporations Act* (Canada), having a place of business at 600, boul. De Maisonneuve Blvd. West, Suite 1500 Montreal, QC, H3A 0A3

Trustee / Applicant

TRUSTEE'S REPORT ON THE STATE OF
THE INSOLVENT PERSON'S BUSINESS AND FINANCIAL AFFAIRS
(paragraphs 50.4(7)(b) and 50.4(9)) IN REGARDS WITH THE DEBTOR'S FIRST (1st) APPLICATION FOR
EXTENSION OF THE DELAY TO FILE A PROPOSAL

IN THE MATTER OF THE PROPOSAL OF **COMPTOIR DES INDES INC.**:

I, Stéphane De Broux, CPA, CA, CIRP, LIT of the firm KPMG Inc. ("**KPMG**" or the "**Trustee**"), the trustee under the Notice of Intention to Make a proposal filed by **COMPTOIR DES INDES INC.** (hereinafter "**CDI**" or the "**Company**"), hereby report to the Court as follows.

INTRODUCTION

1. On March 9, 2018, CDI filed a Notice of Intention to Make a Proposal (the "**NOI**") pursuant to section 50.4 of the *Bankruptcy and Insolvency Act* (the "**BIA**"), and KPMG was appointed as Trustee to the NOI. As a result of the filing of the NOI, all proceedings against the Company and its assets were stayed until April 8, 2018 (the "**Stay Period**");
2. On March 9, 2018, the Trustee filed with the official receiver (i) a projected cash-flow statement for the period of March 10, 2018 to April 20, 2018, (ii) the Company's report on its cash flow statement and (iii) The trustee report on said cash flow statement, in accordance with section 50.4(2) of the BIA and on March 16, 2018, the Trustee sent a copy of the NOI to all known creditors of CDI;
3. On March 16, 2018, the Company filed a motion, and the Court issued an Order, for the authorization to conduct a sale and solicitation process (the "**SSP**") and approval for granting charges in favour of the Debtor's counsel, the Trustee and the Trustee's counsel ranking behind and immediately after the security interest currently held by the Debtor's operating lender.

4. On April 4, 2018, CDI filed an Application for extension of the delay to file a proposal until May 18, 2018 (the "**Application for extension**");
5. The purpose of this report is to provide this Honourable Court with information regarding:
 - a) Background information on CDI;
 - b) CDI's activities since the filing of the NOI;
 - c) The Trustee's recommendation with respect to CDI's Application for extension.

BACKGROUND INFORMATION

6. Founded in 2002, the Debtor is a privately owned company and operates a distribution and design business of home furniture, lighting and décor accessories and sells such products in Canada and the United States (hereinafter "**Business**");
7. The design, distribution, wholesale, warehousing and administrative divisions of the Business operate from the Debtor's leased head office premises in Montreal at 5950 Chemin de la Côte-de-Liesse.
8. The Company supplies a range of customers, from small individual retailers to large multi-store chains;
9. The Company has its own in-house team of designers;
10. In order to operate the Business, the Debtor has a workforce of 31 employees who work in various divisions of the Business.
11. The NOI was filed in a context where:
 - a) The Debtor was sued by Halo Creative & Design Ltd, Halo Trademarks Ltd and Halo Americas Ltd (collectively "Halo"), its competitors based in Hong Kong, for damage arising from patent, trademark and copyright infringement (hereinafter "**Lawsuit**");
 - b) On January 29, 2018, the Debtor was condemned to pay to Halo the sum of USD \$3,559,284;
 - c) The condemnation has since been appealed by the Debtor but the substantial costs incurred to defend the Lawsuit is one of the major reasons of the financial difficulties met by the Debtor;
 - d) Given the Debtor's insolvency, CIBC, the Debtor first ranking secured creditor, has sent to the Debtor a Demand for payment and Notice of Intention to enforce security pursuant to Section 244 of the Bankruptcy and Insolvency Act (hereinafter "**244 Notice**");
 - e) The foregoing has rendered the Debtor insolvent and accordingly, it was determined that it was in the best interests of the Debtor to file the NOI and enter into a formal restructuring process.

CDI'S ACTIVITIES SINCE THE FILING OF THE NOI

12. After the filing of the NOI, CDI reached an agreement with the CIBC (hereinafter "**Bank**"). The Bank as agreed to tolerate the defaults, to forbear from the exercise of its rights and recourses resulting therefrom and shall continue to finance the operations of CDI up to and until no later than April 30, 2018.
13. The Debtor continues to execute its restructuring plan;
14. The Debtor continues to make effort in the liquidation of inventory to obtain short-term capital;

15. As part of its turnaround / restructuring plan, the Debtor commenced on March 16, 2018, the SSP with the assistance and under the supervision of the Trustee in order to market and solicit offers for the Business and assets relating thereto.
16. Potential buyers were identified and contacted and the Trustee has prepared a virtual dataroom including financial and operational information. The bid-deadline is April 6, 2018.
17. An extension of the NOI Delay would allow the Debtor and the Trustee to properly conduct the last steps of the SSP in a fulsome manner, including reviewing the offers received and complete a sale transaction. In addition, it would allow the Debtor to prepare and file a proposal to its creditors.

CASH FLOW RESULTS RELATIVE TO PROJECTIONS

18. Cash receipts and disbursements for the 21 day period ended on March 30, 2018 as compared to the cash flow projections, are summarized in the following table:

For the weeks ended March 16 to March 30, 2018	Projections Total	Actuals Total	Variance Total
Bank Advances - Beginning of Period	(3 458 657)	(3 520 871)	(62 214)
Receipts	844 614	608 431	(236 183)
Disbursement			
Payment of trade suppliers	214 907	298 522	83 615
Payments of deposits (incl. taxes)	-	-	-
Payroll, benefits & D.A.S.	95 007	73 274	(21 733)
Payment of EDC line of credit	110 864	-	(110 864)
Rent - Head office & warehouse	-	-	-
Utilities	6 000	546	(5 454)
Operating expenses	66 576	58 432	(8 145)
Professional fees	47 700	60 954	13 254
Interests and capital on long-term debts	25 189	31 357	6 169
Others	15 000	2 591	(12 409)
Sales taxes - purchases	14 195	-	(14 195)
Sales tax remittances (refund)	10 000	-	(10 000)
Total	605 437	525 676	(79 761)
Net Cash Flow	239 177	82 755	(156 422)
Bank Advances - End of Period	(3 219 480)	(3 438 116)	(218 636)

19. As at March 30, 2018, CDI's bank advances totaled \$3,438,000 compared to a projection of \$3,219,000, representing a negative variance of \$219,000.
20. The variance takes into account a negative variance of \$62,000 in the opening bank advances due to checks in float.
21. The negative net cash flow during the period was approximately \$156,000 greater than projected. The main reasons for this variance are summarized below:
 - a) Total cash receipts during the period were lower than expected by \$236,000. This variance is for the most part related to a timing issue.
 - b) Payment of purchases were made in advance but this resulted in additional finished goods received.
 - c) Commissions paid were lower than expected and they are included the payroll expenses category.

- d) Sales taxes on purchases are included in the payments to trade suppliers in the table above.
 - e) Certain other cash disbursements were lower than forecasted due, in certain cases, to timing differences. The Company is also trying to reduce its operating costs.
22. CDI has paid, and continues to pay for any goods and services received subsequent to the date of the filing of the NOI, including payroll and new purchases.

UPDATED CASH FLOW PROJECTIONS

23. CDI has prepared the updated cash flow projections for the period commencing March 31, 2018 and ending on May 18, 2018 (hereinafter the "**Projected Cash Flow**"). The Projected Cash Flow is summarized in the following table. A copy of the Projected Cash Flow as well as the statutory reports of the Company and the Trustee are attached to this report as **APPENDIX A**.

Projected Cash Flow For the weeks ended April 6 to May 18, 2018	Projections Total
Bank Advances - Beginning of Period	(3 438 116)
Receipts	1 423 126
Disbursement	
Payment of trade suppliers	553 290
Payments of deposits (incl. taxes)	22 308
Payroll, benefits & D.A.S.	206 988
Payment of EDC line of credit	222 918
Rent - Head office & warehouse	95 880
Utilities	16 000
Operating expenses	180 195
Professional fees	108 100
Interests and capital on long-term debts	25 189
Others	35 000
Sales taxes - purchases	49 772
Sales tax remittances (refund)	(8 183)
Total	1 507 456
Net Cash Flow	(84 331)
Bank Advances - End of Period	(3 522 446)

24. The Trustee notes the following with respect to the Projected Cash Flow:
- a) The Company opening bank advances as at March 31, 2018 was \$3,438,000;
 - b) The projected total cash receipts during the period are estimated at \$1,423,000;
 - c) The projected total cash disbursements during the period are estimated at \$1,507,000;
 - d) The Projected Cash Flow should result in a negative cash flow during the period of \$84,000; and
 - e) The Projected Cash Flow reflects that the closing bank advances as at May 18, 2018 are estimated at \$3,522,000.
25. Based on the Projected Cash Flow, the Company has sufficient liquidity to fund its operating activities during the First Extension Period.

APPLICATION FOR EXTENSION

26. As appears from the Application for extension, the Company is seeking a first extension of delay of 45 days to file a proposal as it believes it will allow it to:
- a) Complete the sale and solicitation process;
 - b) Continue to sell its inventory in the ordinary course of business in order to maximize their value as opposed to simply liquidating them in the context of a bankruptcy scenario, where their value would be substantially depleted; and
 - c) Continue to collect its accounts receivable in the ordinary course of business in order to maximize their value as opposed to collecting them in the context of a bankruptcy scenario, where their value would be affected by the closing of the business;
27. The Trustee supports the relief sought by the Debtor in its Application for extension for the following reasons:
- a) The Debtor has acted, and is acting in good faith and with due diligence;
 - b) No creditor would be materially prejudiced if the extension being applied for was granted;
 - c) To the contrary, if the extension is not granted, an immediate bankruptcy will ensue, 31 jobs would be lost and the Company's ability to complete a transaction would be greatly diminished; and
 - d) The Company's ability to make a viable proposal to its creditors depends on the outcome of the Debtor's restructuring efforts described herein including current sales efforts, the sale of slow moving inventory, collection of account receivable as well as the outcome of the sales process.

All of which is respectively submitted this 4th day of April 2018.

KPMG INC., in its capacity
of Trustee of Comptoir des Indes Inc.



Stéphane De Broux, CPA, CA, CIRP, LIT

**APPENDIX A
CASH-FLOW STATEMENT,
DEBTOR'S COMPANY REPORT ON CASH-FLOW STATEMENT
AND TRUSTEE'S REPORT ON CASH-FLOW STATEMENT**

CANADA
 PROVINCE OF QUEBEC
 DISTRICT OF QUEBEC
 DIVISION: 01-Montreal
 S.C.: 500-11-064208-182
 SUPERL: 41-2953388

SUPERIOR COURT
 COMMERCIAL DIVISION

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:

COMPTOIR DES INDES INC. (doing business under the name of **CDI Furniture**),
 body politic and corporate, duly incorporated according to Law, and having its
 head office and principal place of business at 5950 Chemin de la Côte-de-la-Liesse, in
 the city of Montreal, province of Quebec, H4T 1E2.

Debtor

Cash Flow for the period:
 March 31, 2018 to May 18, 2018
 Presented in \$CAD

Week ending	April 06	April 13	April 20	April 27	May 04	May 11	May 18	Total
Bank Advances - Beginning of Period	(3 438 116)	(3 459 184)	(3 394 529)	(3 537 171)	(3 563 314)	(3 458 228)	(3 486 604)	(3 438 116)
Receipts								
Proceeds from opening A/R balances	98 885	30 000	30 000	92 469	178 927	30 000	30 000	490 281
Proceeds from new sales	64 397	194 842	105 615	118 422	236 939	99 804	112 826	932 845
Total	163 282	224 842	135 615	210 891	415 866	129 804	142 826	1 423 126
Disbursement								
Payment of trade suppliers	55 554	115 421	41 644	165 890	74 623	50 079	50 079	553 290
Payments of deposits (incl. taxes)	-	-	-	-	-	22 308	-	22 308
Payroll, benefits & D.A.S.	37 000	-	95 988	-	37 000	-	37 000	206 988
Payment of EDC line of credit	-	-	110 864	-	-	56 027	-	222 918
Rent - Head office & warehouse	47 940	-	-	-	47 940	-	-	95 880
Utilities	-	6 000	6 000	-	-	4 000	-	16 000
Operating expenses	27 379	17 500	15 500	26 826	59 990	17 500	15 500	180 195
Professional fees	-	12 700	-	22 700	60 000	-	-	105 400
Interests and capital on long-term debt	-	-	-	13 189	12 000	-	12 700	37 889
Others	5 000	5 000	5 000	5 000	5 000	5 000	5 000	35 000
Sales taxes - purchases	11 477	3 567	3 262	3 428	22 410	3 267	2 362	49 772
Sales tax remittances (refund)	-	-	-	-	(8 183)	-	-	(8 183)
Total	184 350	160 187	278 257	237 033	310 780	158 181	178 668	1 507 456
Net Cash Flow	(21 068)	64 654	(142 642)	(26 142)	105 086	(28 377)	(35 842)	(84 331)
Bank Advances - End of Period	(3 459 184)	(3 394 529)	(3 537 171)	(3 563 314)	(3 458 228)	(3 486 604)	(3 522 446)	(3 522 446)
Dated April 4, 2018								

COMPTOIR DES INDES INC.

Per: David Ouhimie

KPMG INC.

Per: Stéphane De Groux, CPA, CA, CFP, UT

CANADA
PROVINCE OF QUEBEC
DISTRICT OF QUEBEC
Division N° : 01 - Montreal
Court N° : 500-11-054208-182
Estate N° : 41-2353388

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF :

COMPTOIR DES INDES INC. (doing business under the name of CDI Furniture), body politic and corporate, duly incorporated according to Law, and having its head office and its principal place of business at 5950 Chemin de la Côte-de-Liesse, in the City of Montreal, province of Quebec, H4T 1E2.

**REPORT ON CASH-FLOW STATEMENT
BY THE PERSON MAKING THE PROPOSAL
(Paragraph 50(6)(c) and 50.4(2)(c) of the Act)**

The management of COMPTOIR DES INDES INC. has developed the assumptions and prepared the attached statement of projected cash-flow of the insolvent person, as of the 4th day of April, 2018, consisting of the period from March 31, 2018 to May 18, 2018.

The hypothetical assumptions are reasonable and consistent with the purpose of the projection with regards to these proceedings, and the probable assumptions are suitably supported and consistent with the plans of the insolvent person and provide a reasonable basis for the projection.

Since the projections is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material.

The projection has been prepared solely with regards to these proceedings, using a set of hypothetical and probable assumptions. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Dated at Montreal, this 4th day of April, 2018.

COMPTOIR DES INDES INC.

David Ouaknine



CANADA
PROVINCE OF QUEBEC
DISTRICT OF QUEBEC
Division N° : 01 - Montreal
Court N° : 500-11-054208-182
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SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PROPOSAL OF :

COMPTOIR DES INDES INC. (doing business under the name of CDI Furniture), body politic and corporate, duly incorporated according to Law, and having its head office and its principal place of business at 5950 Chemin de la Côte-de-Liesse, in the City of Montreal, province of Quebec, H4T 1E2.

TRUSTEE'S REPORT ON CASH-FLOW STATEMENT
(Paragraphs 50(6)(b) et 50.4(2)(b) of the Act)

The attached statement of projected cash flow of COMPTOIR DES INDES INC., as of the 4th day of April, 2018, consisting of the period from March 31, 2018 to May 18, 2018 has been prepared by the management of the insolvent person for the purpose these proceedings, using the probable and hypothetical assumptions set out in the Notes.

Our review consisted of inquiries, analytical procedures and discussions related to information supplied to us by the management and employees of the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by management for the probable assumptions and the preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,

- a) the hypothetical assumptions are not consistent with the purpose of the projection;
- b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- c) the projection does not reflect the probable and hypothetical assumptions.

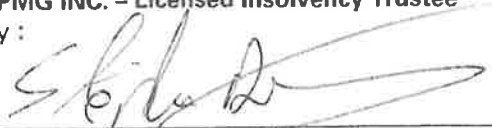
Since the projection is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose of these proceedings, and readers are cautioned that it may not be appropriate for other purposes.

Dated at Montreal, this 4th day of April, 2018.

KPMG INC. – Licensed Insolvency Trustee

By :


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COUR SUPERIEURE
(Chambre commerciale)
PROVINCE DE QUEBEC
DISTRICT DE MONTREAL
N° : 500-11-054208-182

DANS L'AFFAIRE DE L'AVIS D'INTENTION
DE FAIRE UNE PROPOSITION DE :

COMPTOIR DES INDES INC.

Débitrice

-et-

KPMG INC.

Requérant / Syndic

PIECE R-1

Copie

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BG2013

N/Réf. : 36169-1

COUR SUPERIEURE
(Chambre commerciale)
PROVINCE DE QUEBEC
DISTRICT DE MONTREAL

N° : 500-11-054208-182

**DANS L'AFFAIRE DE L'AVIS D'INTENTION
DE FAIRE UNE PROPOSITION DE :**

COMPTOIR DES INDES INC.

Débitrice

-et-

KPMG INC.

Requérant / Syndic

**REQUETE AUX FINS DE PRORGER
LE DELAI DE PRESENTATION
D'UNE PROPOSITION**

Original

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N/Réf. : 36169-1
