Court File No. 31-2017866

ONTARIO SUPERIOR COURT OF JUSTICE IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE JULY 21, 2015 PROPOSAL OF WEB OFFSET PUBLICATIONS LIMITED OF THE CITY OF PICKERING, IN THE PROVINCE OF ONTARIO

FIRST REPORT OF THE PROPOSAL TRUSTEE

AUGUST 13, 2015

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- "A" Certificate of Filing of a Notice of Intention to Make a Proposal dated July 21, 2015
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- "C" PPSA Report of Web Offset Publications Limited as at July 16, 2015
- "D" Cash Flow Statements for the weeks ending July 24, 2015 to October 16, 2015, including Notes and Assumptions and related Reports

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IN THE MATTER OF THE JULY 21, 2015 PROPOSAL OF WEB OFFSET PUBLICATIONS LIMITED OF THE CITY OF PICKERING IN THE PROVINCE OF ONTARIO

FIRST REPORT OF THE PROPOSAL TRUSTEE

AUGUST 13, 2015

A. Farber & Partners Inc. ("**Farber**" or the "**Proposal Trustee**"), in its capacity as the trustee under the proposal of Web Offset Publications Limited ("**WOPL**" or the "**Company**"), hereby reports to the Court as follows:

INTRODUCTION

1. On July 21, 2015, WOPL filed a Notice of Intention to Make a Proposal (the "**NOI**") pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"), and named Farber as proposal trustee. A copy of the Certificate of Filing of a Notice of Intention to Make a Proposal is attached as **Appendix "A"**.

2. WOPL had previously filed a proposal on June 1, 2012 wherein Farber was the proposal trustee. This first proposal was completed effective July 17, 2015. A copy of the Certificate of Full Performance of the June 1, 2012 Proposal is attached as **Appendix "B"**.

3. WOPL operates from leased premises at 1800 Ironstone Manor, Pickering Ontario (the "**Leased Property**") and has approximately 100 employees, most of whom are members of the Communications, Energy and Paperworkers Union of Canada. It is a commercial printer specializing in trade publications with over 400 titles including HomeStyle, CARS, Homes and

Cottages, CSA News, CPA Magazine, Lexpert, Ontario Medical Review, Northern Miner and Truck News.

PURPOSE OF THIS REPORT

- 4. The purposes of this First Report of the Proposal Trustee ("**First Report**") are:
 - to provide an overview on the affairs of WOPL and the activities of the Proposal Trustee to the date hereof;
 - (b) to provide information in connection with a motion by WOPL for the approval of the Company's request for an extension of 45 days to file a proposal; and
 - (c) to seek this Honourable Court's approval of the activities of the Proposal Trustee to date as set out in this First Report.

LIMITATION OF REVIEW

5. Farber, in its capacity as Proposal Trustee, has relied upon the financial records and information provided by the Company, as well as other information supplied by management, appraisers, accountants, auditors and advisors, and has not, except as specifically noted in this First Report, audited, reviewed or otherwise attempted to verify the accuracy or completeness of the above information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the Canadian Institute of Chartered Accountants Handbook. It has prepared this First Report for the sole use of the Court and of the other stakeholders in these proceedings.

CAUSES OF INSOLVENCY

6. The Proposal Trustee has been advised by management of the Company that the primary cause of the insolvency was a cash flow shortage that resulted due to the confluence of:

- (a) the sudden and sharp decrease in value of the Canadian dollar relative to the United States dollar, which has resulted in increased costs which could not be quickly passed on to customers. Critical supplies necessary for the operation of WOPL's business are purchased in USD; and
- (b) the bankruptcy of a major customer for whom WOPL printed nine periodicals, resulting in substantial uncollectable AR and the unanticipated loss of a significant revenue stream.

ASSETS

7. The Company's internal financial statements as at June 30, 2015 show the following assets:

Asset Category	Net Book Value (*) \$ 000's	
Accounts Receivable	\$	3,168
Inventory		1,584
Prepaid expenses		393
Capital assets and Displays		1,522
Total	\$	6,667

(*) Net book value is not necessarily indicative of the current market value of these assets nor the value that would be realized in a liquidation scenario.

LIABILITIES/SECURED CREDITORS

8. The following is a summary of the obligations (approximate values) owed to the Company's creditors, as per the creditors list filed with the NOI:

- (a) Secured creditors:
 - (i) Bibby Financial Services (Canada) Inc. ("Bibby") secured \$2,435,000 receivable factor and first secured general security agreement;
 - John Pizale and John Bacopulos secured \$2,192,000 second secured general security agreement;

- (iii) Kelly Dirkin secured \$519,000;
- (iv) Other various secured creditors / equipment lessors \$948,500;
- (b) HOOPP (landlord) \$508,000;
- (c) Canada Revenue Agency (HST) \$568,000; and
- (d) Trade and Other Creditors * \$1,617,000.

* Certain trade creditors are claiming security over products delivered prior to the NOI such as paper, chemicals and plates. The security has not yet been reviewed and WOPL has made arrangements with these parties for on-going supply post-NOI.

9. A copy of the *Personal Property and Security Act* search for the Company with a file currency of July 16, 2015 is attached as **Appendix "C"**.

10. The security has not yet been reviewed. WOPL advised that it has communicated with and obtained the support of its secured creditors in this proposal process.

11. The Company advises that it is current with its employee and government payroll remittances.

CASH FLOW STATEMENTS

12. A statement of projected cash flow, a report on the reasonableness of the cash flow and a report containing prescribed representations by the Company regarding the preparation of the cash flow statement in accordance with the BIA are attached as **Appendix "D"**. This cash flow statement and related reports were filed with the Office of The Superintendent of Bankruptcy on July 30, 2015 in accordance with ss. 50.4(2) of the BIA.

13. The Proposal Trustee is monitoring the Company's actual cash flow activity on a weekly basis, which has been consistent with the forecasts.

NECESSITY FOR AN EXTENSION

14. The initial 30-day stay period granted upon the filing of the NOI expires on Thursday August 20, 2015 (the "**NOI Expiry Date**").

15. Immediately following the filing of the NOI, the Company initiated communications with its employees, the union, the landlord (HOOPP), key customers and key suppliers to ensure the operations would continue without interruption during the NOI. These discussions are ongoing. Many key contacts have been on vacation since the filing of the NOI.

16. The Company has advised that customers and suppliers have thus far been receptive to working with them on a restructuring plan. The Company has also commenced discussions with its key stakeholders to restructure the Company and allow it to make a viable Proposal and successfully emerge from bankruptcy protection.

17. The Company has identified other synergistic/strategic companies that have expressed an interest in potentially combining businesses with WOPL to utilize excess capacity and improve profitability through economies of scale. These discussions are preliminary. The Proposal Trustee will monitor and report on these activities in due course.

18. The Proposal Trustee is advised by the Company that it will require a 45-day extension to allow the Company time to complete its discussions with key stakeholders and more fully explore expressions of interest relating to the business in order for the Company to formulate a viable Proposal.

19. The Proposal Trustee's comments on the criteria for granting an application for the extension of the time period for filing a proposal, as set out in ss. 50.4 of the BIA are as follows:

(a) The insolvent person has acted, and is acting in good faith and with due diligence: based on our observations of the Company's conduct since the filing of the NOI, and in accordance with the comments as set out above, the Proposal Trustee is satisfied that the Company is acting in good faith and with due diligence;

- (b) The Company is likely to be able to make a viable proposal if an extension is granted: the Company is actively working with its advisors and the Proposal Trustee to develop a strategy for putting forth a viable proposal and the Proposal Trustee is satisfied that if the extension sought is granted the Company is likely to be able to do so;
- (c) No creditor would be materially prejudiced if the extension being applied for is granted: the Proposal Trustee is not aware of any person that would be materially prejudiced if the requested extension is granted. The Company has maintained transparency with its secured creditors and advises that it presently has their support. The cash flow prepared contemplates that all post-NOI obligations will be paid in accordance with the terms agreed to between the Company and its trade or other creditors.

20. The Proposal Trustee is of the view that it is most likely that maximum value to creditors can only be realized through options predicated on the Company subsisting as a going concern. In the event an extension is not granted and the Company is deemed bankrupt prior to the conclusion of its restructuring negotiations with key stakeholders and other interested parties, there is anticipated to be little or no value for unsecured creditors on liquidation. A liquidation would furthermore result in the loss of approximately 100 jobs in Pickering.

21. Accordingly, the Proposal Trustee recommends that a 45-day extension to Sunday October 4, 2015 be granted to the Company.

ACTIVITIES OF PROPOSAL TRUSTEE

- 22. Following its appointment as Proposal Trustee, Farber has:
 - (a) reviewed the Company's current financial position and nature of operations and assisted the Company in attending to prescribed mailings and filing of cash flow statements in accordance with the provisions of the BIA;

- (b) monitored the actual cash flow results for the first three weeks post-NOI to August 7, 2015 and compared these to the forecasts;
- (c) facilitated discussions between the Company and its suppliers and employees regarding the post-NOI filing protocol; and
- (d) facilitated restructuring negotiations among WOPL and its key stakeholders.

23. The Proposal Trustee intends to continue to fulfil its functions and obligations as Proposal Trustee pursuant to the BIA and the directions of this Honourable Court.

RECOMMENDATIONS

- 24. The Proposal Trustee recommends that this Honourable Court:
 - (a) approve the Company's request for an extension of 45 days to file a proposal to October 4, 2015; and
 - (b) approve the activities of Farber as set out in this First Report.

All of which is respectfully submitted this 13th day of August, 2015.

A. FARBER & PARTNERS INC.

The Trustee Acting *in re* the Proposal of

Web Offset Publications Limited

A Farber & Partners Vac.

APPENDIX "A"

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL



In the Matter of the Notice of Intention to make a proposal of:

WEB OFFSET PUBLICATIONS LIMITED Insolvent Person

A. FARBER & PARTNERS INC.

Trustee

Date of the Notice of Intention:

July 21, 2015

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL Subsection 50.4 (1)

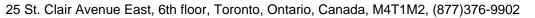
I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforenamed insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforenamed insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: July 22, 2015, 10:43

Official Receiver

E-File/Dépôt Electronique





APPENDIX "B"

CERTIFICATE OF FULL PERFORMANCE ON PROPOSALCOMPLETION WEB OFFSET PUBLICATIONS LIMITED

Estate No. 31-1604499

SUPERIOR COURT OF JUSTICE IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE PROPOSAL OF WEB OFFSET PUBLICATIONS LIMITED OF THE CITY OF PICKERING, IN THE PROVINCE OF ONTARIO

CERTIFICATE OF FULL PERFORMANCE ON PROPOSAL (Pursuant to Section 65.3 of the *Bankruptcy and Insolvency Act*)

The undersigned, A. Farber & Partners Inc., the Trustee acting *in re* the Proposal of Web Offset Publications Limited,, a debtor, hereby certifies that the debtor has, as of July 17, 2015fully performed the provisions of the debtor's Proposal, as filed with the Official Receiver at Toronto on June 1, 2012 and approved by the creditors and the Court.

DATED AT TORONTO this 17th day of July, 2015.

A. FARBER & PARTNERS INC.

150 York Street, Suite 1600 Toronto, ON M5H 3S5

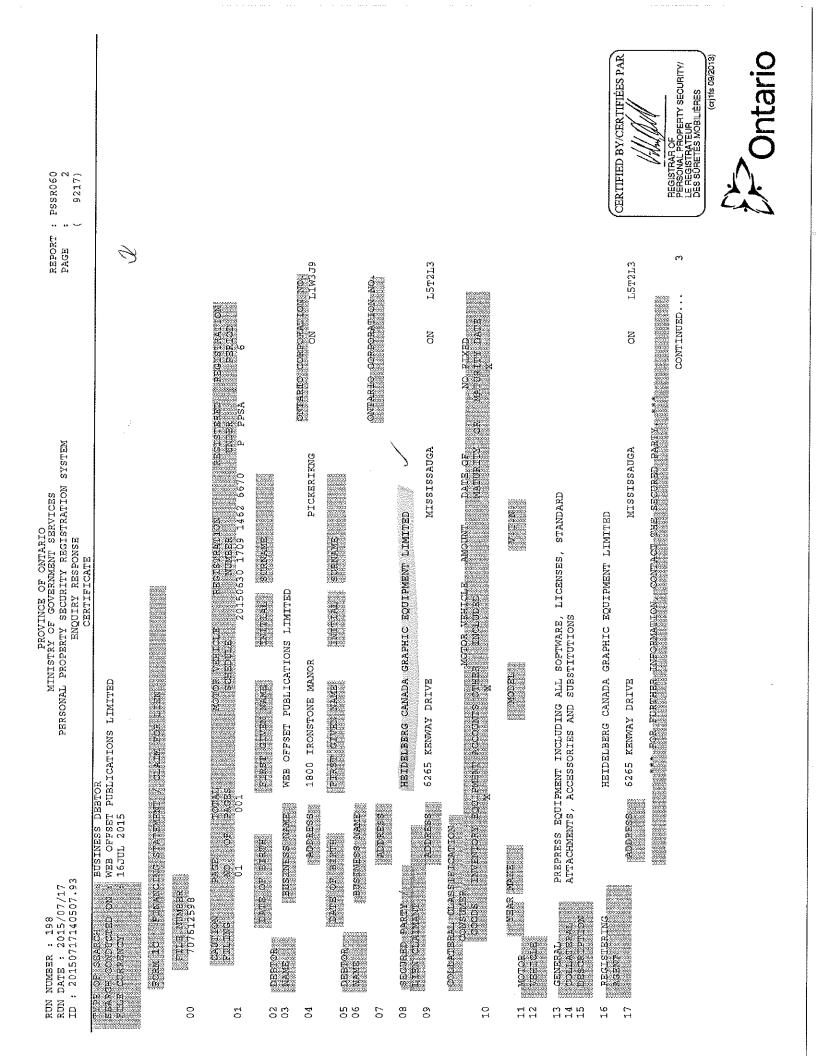
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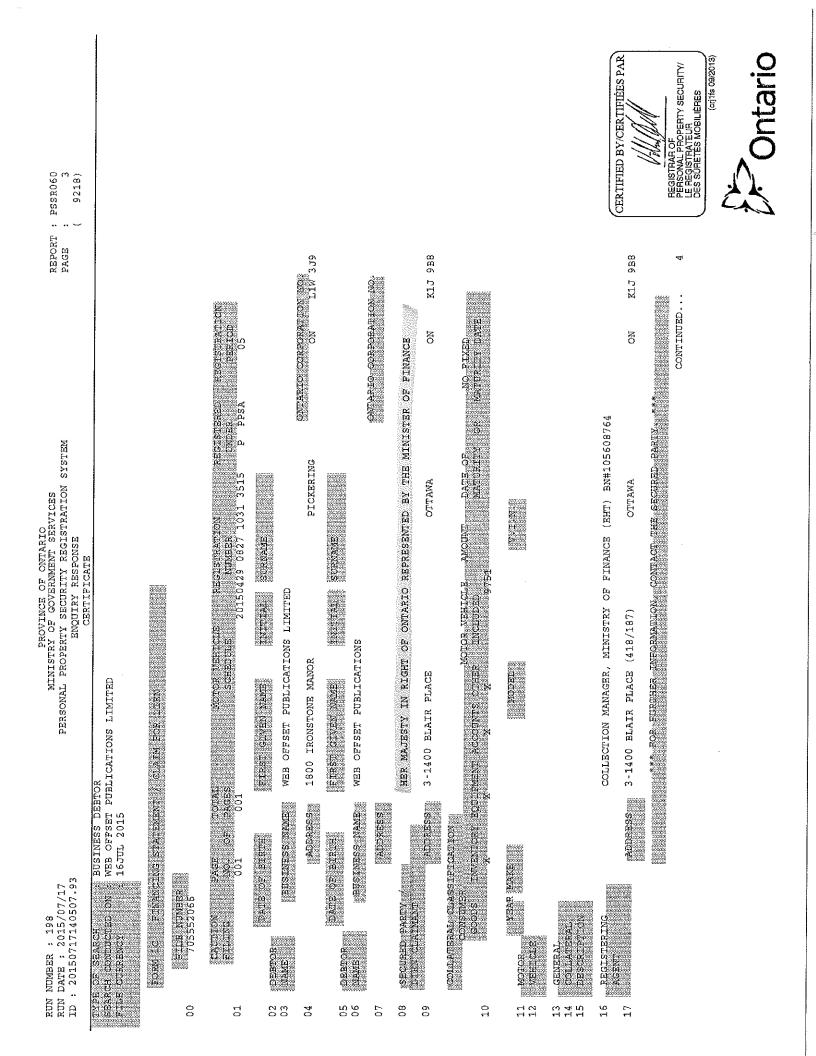
Per: John Hendriks CPA, CA, CIRP

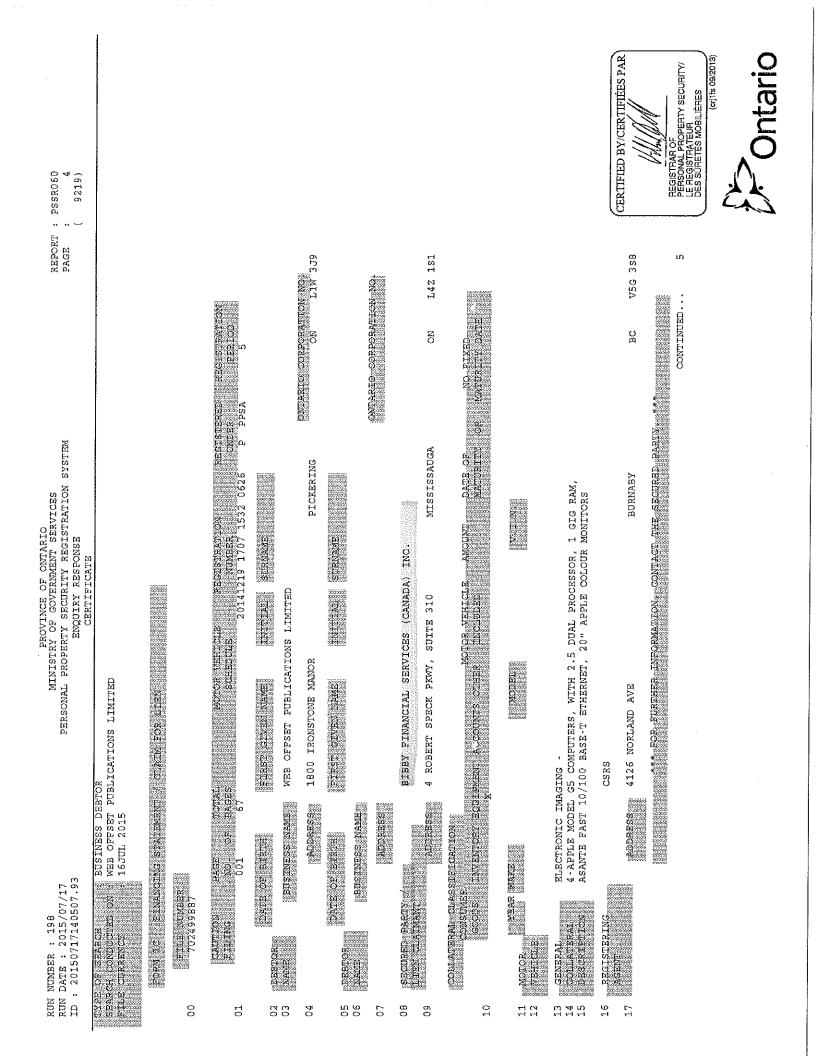
APPENDIX "C"

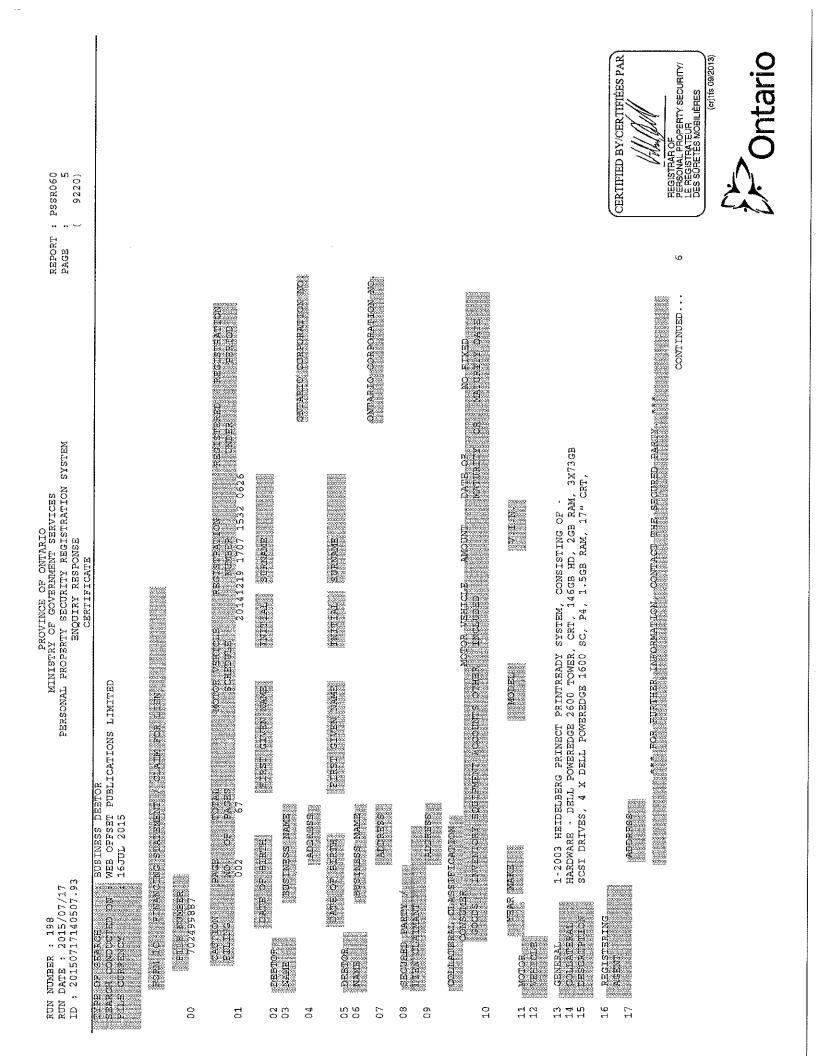
PPSA REPORT OF WEB OFFSET PUBLICATIONS LIMITED

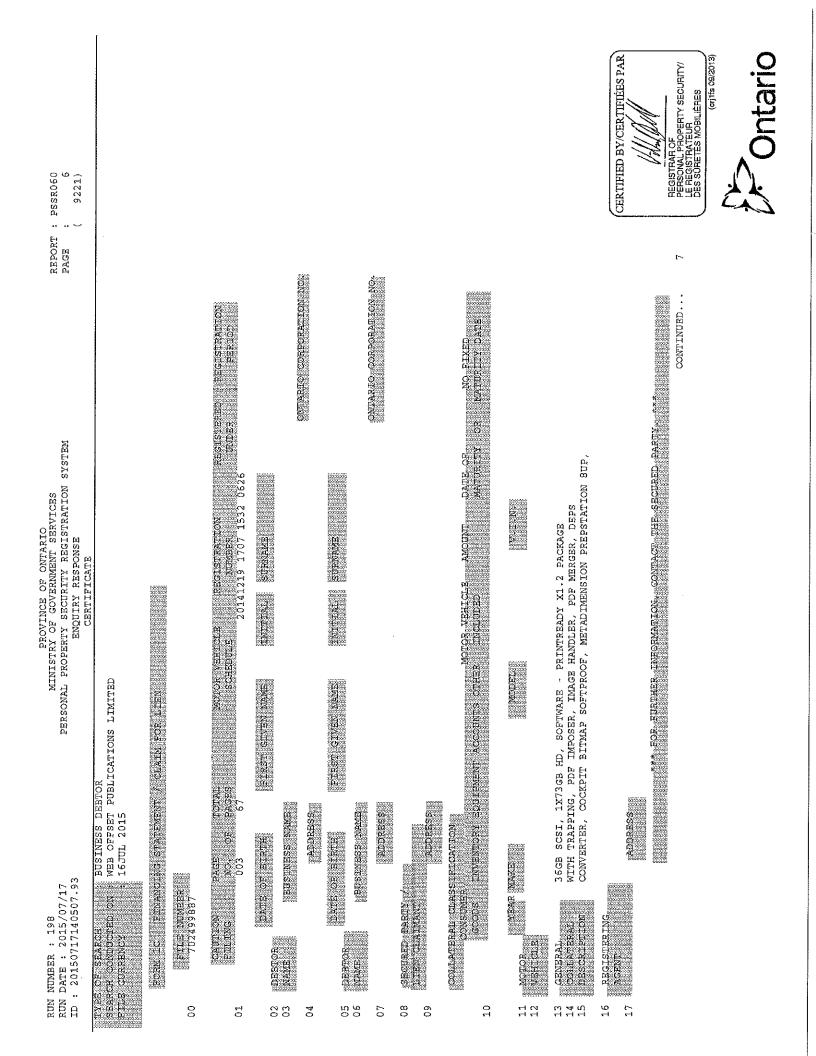
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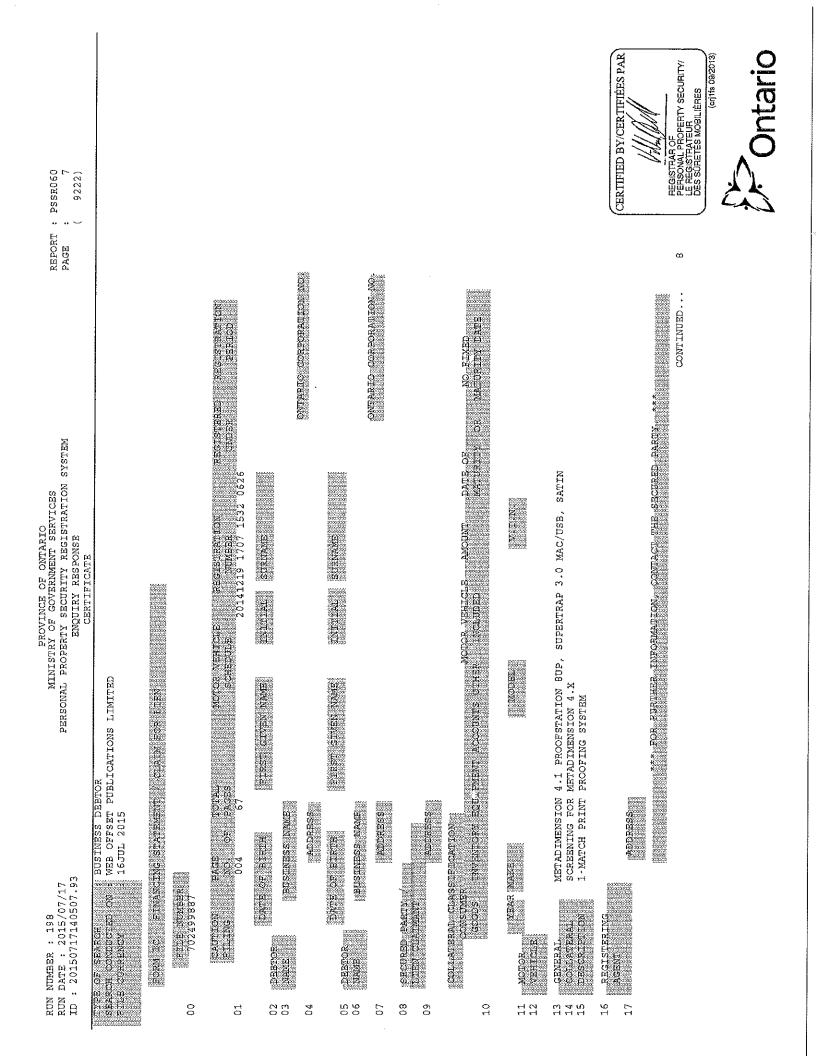


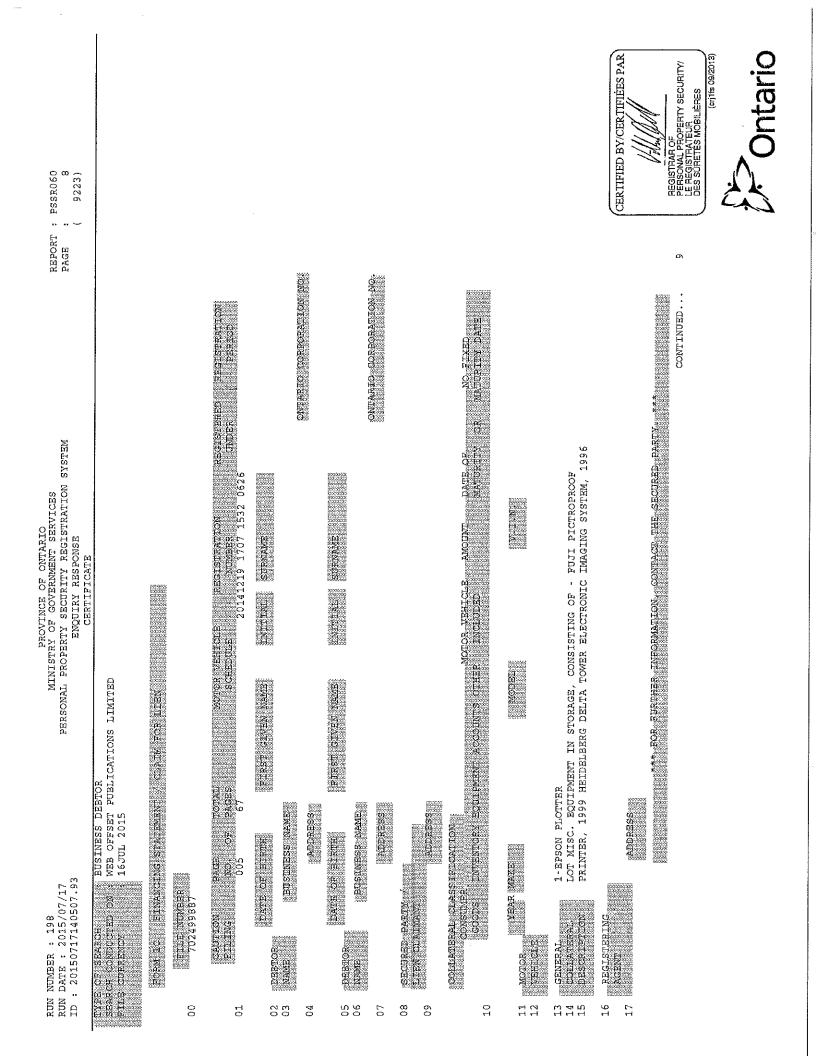


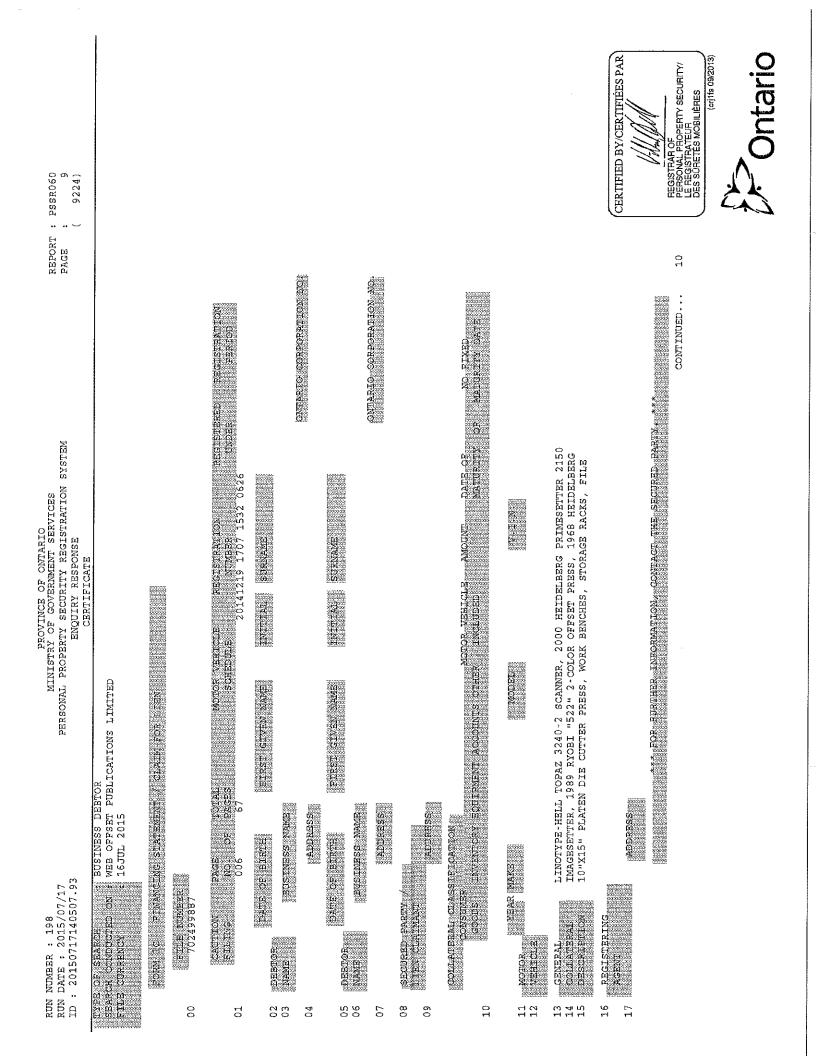


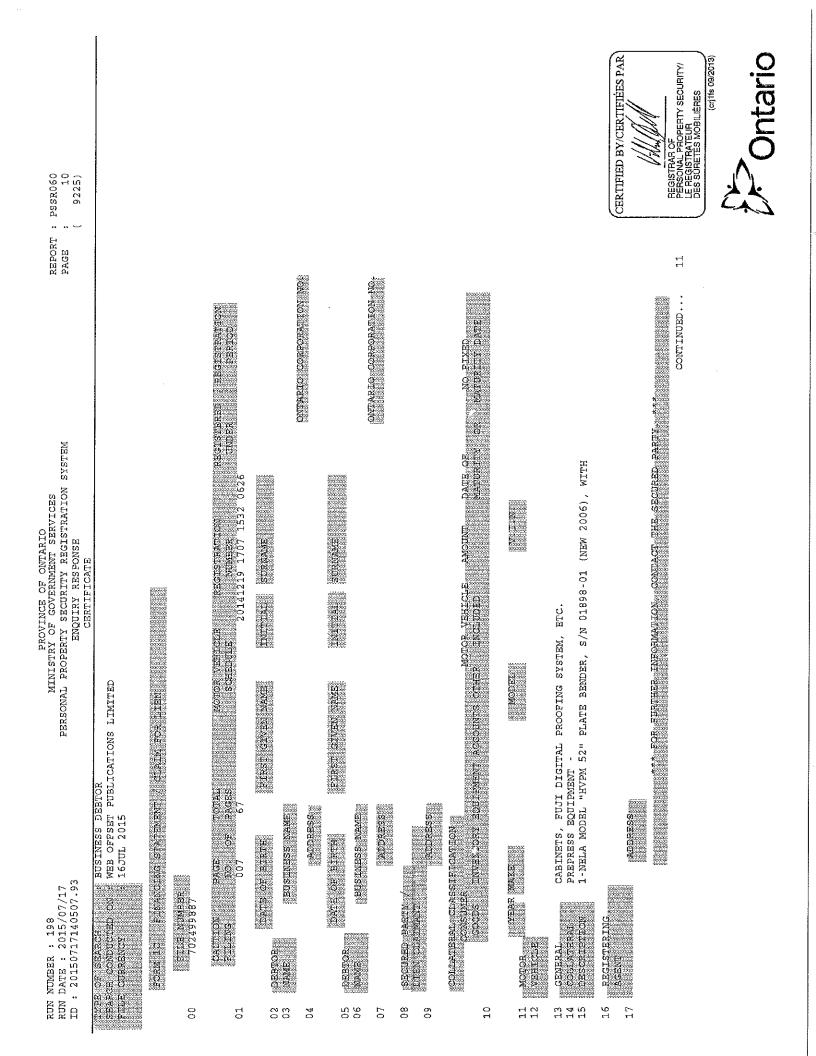


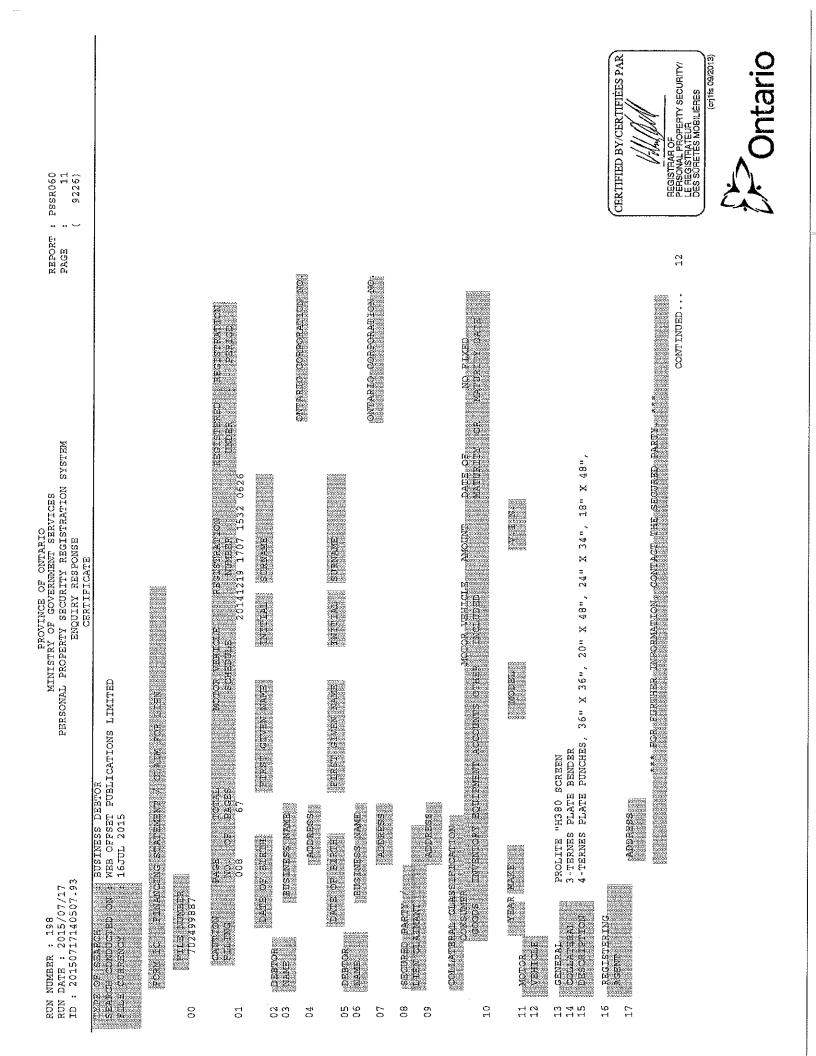


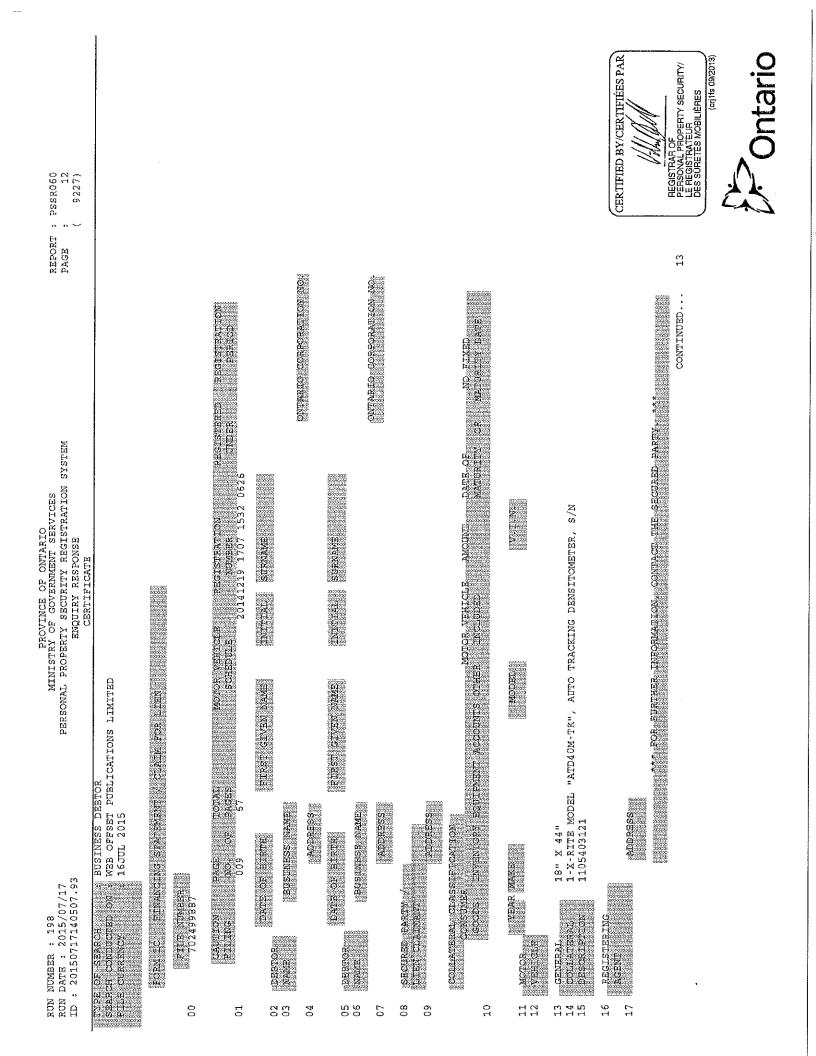


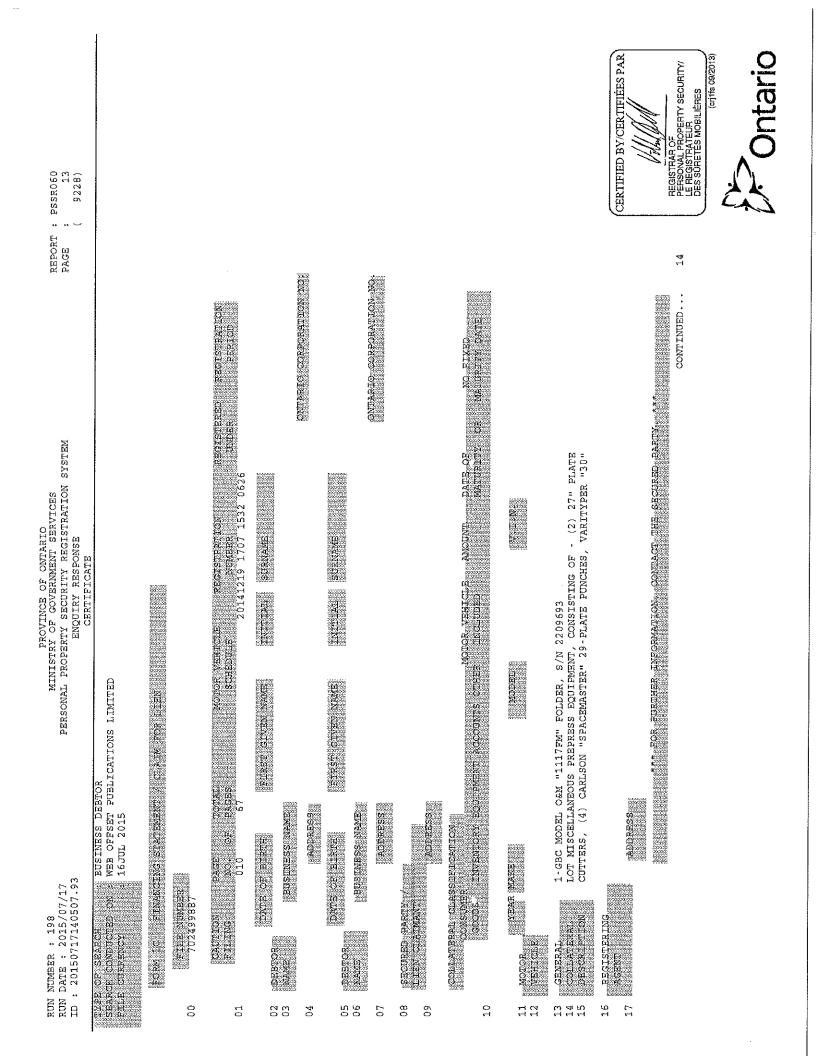


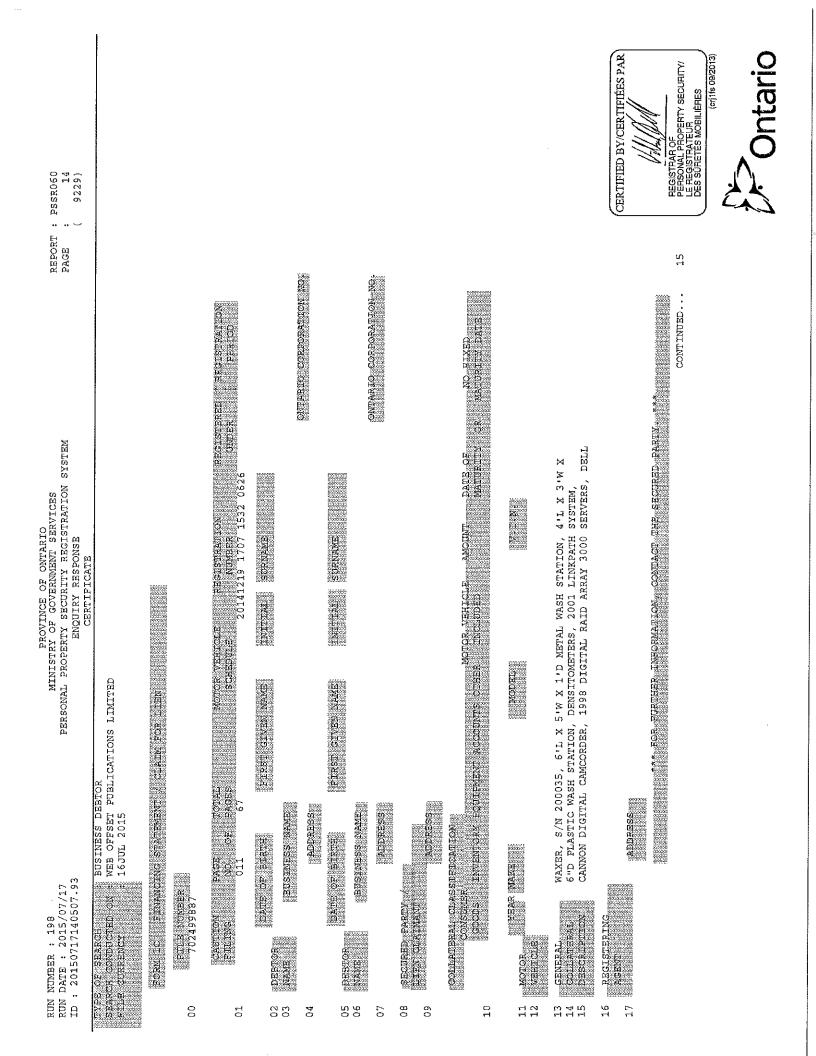


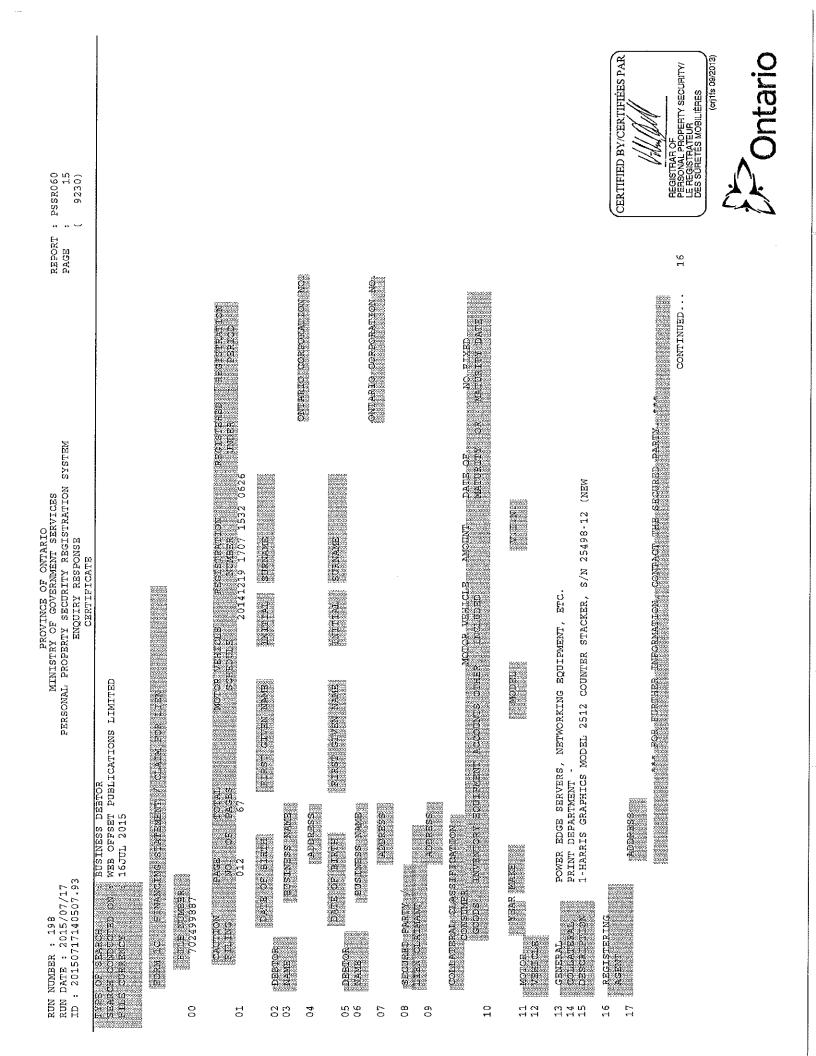


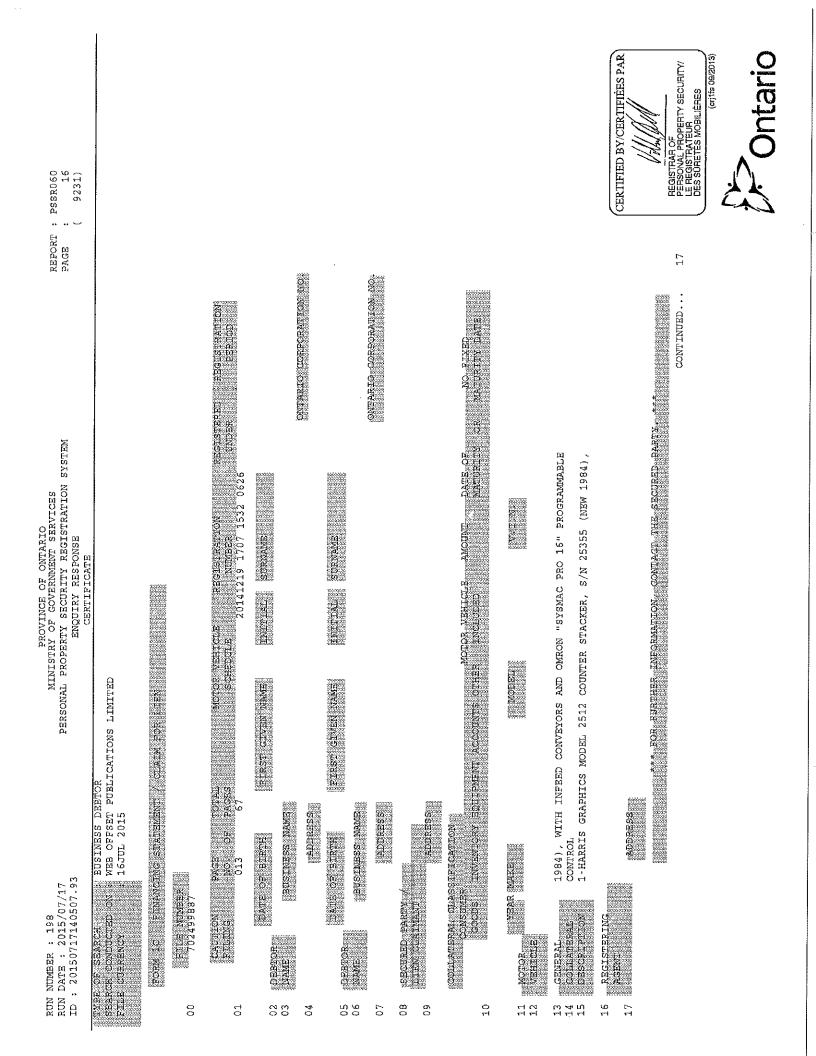


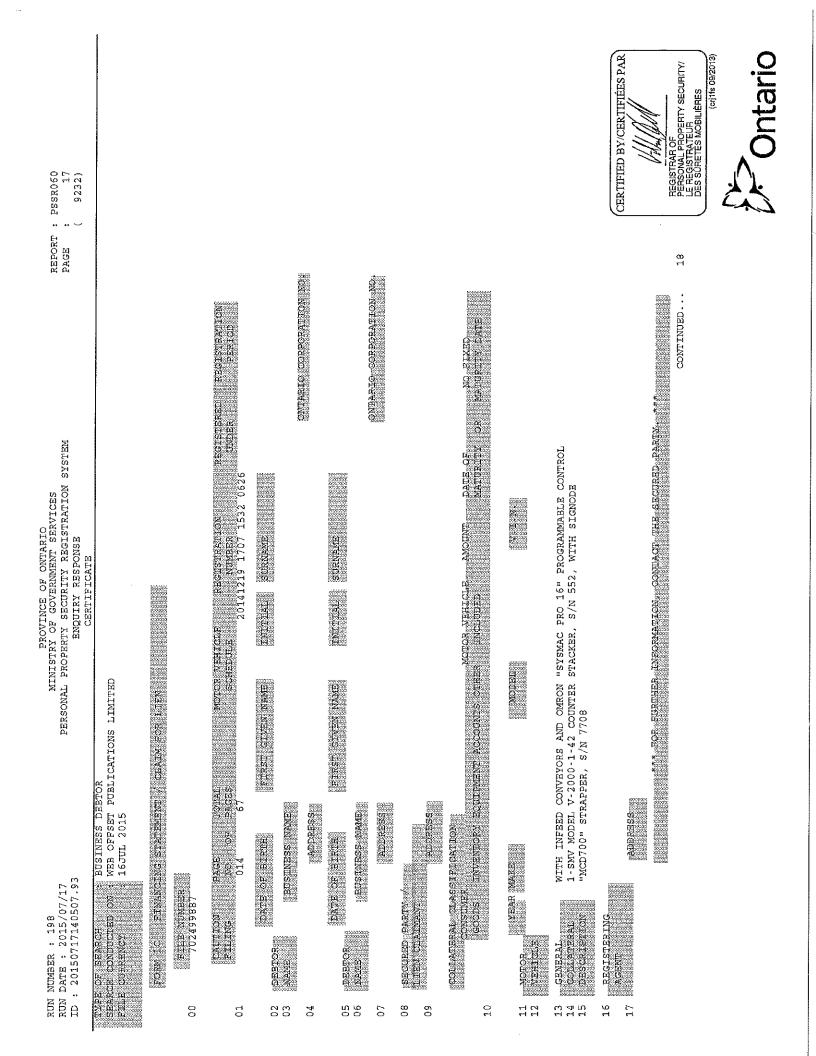


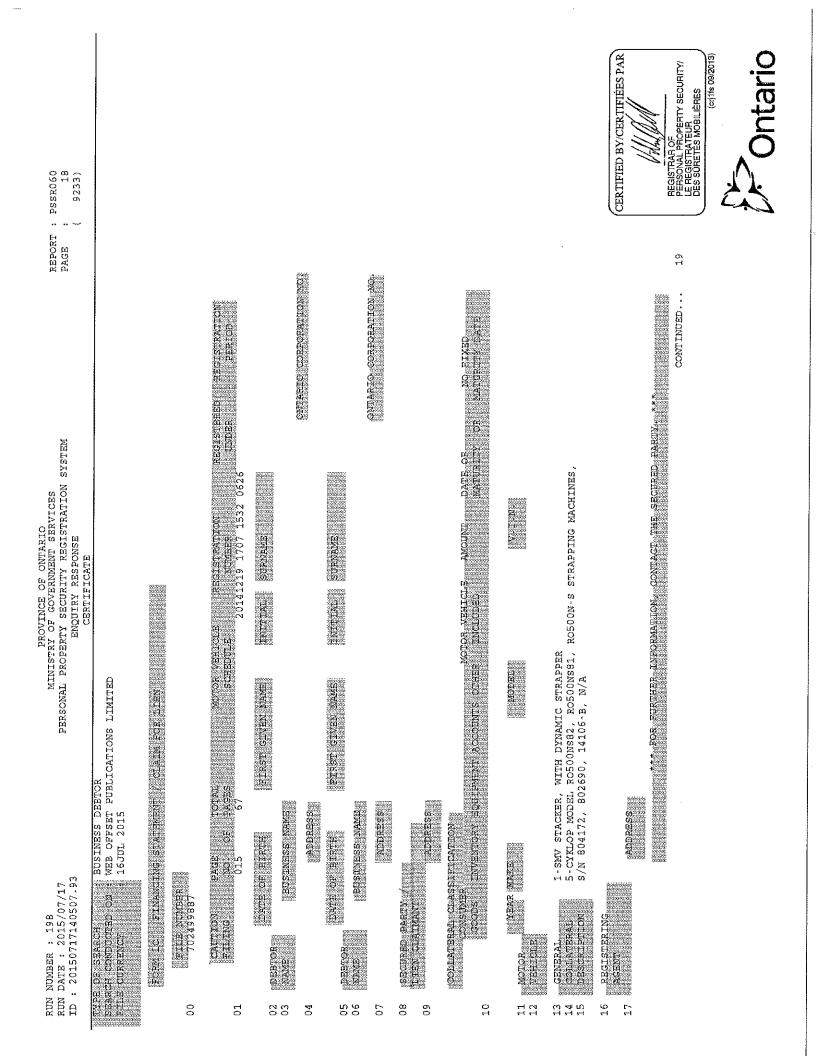


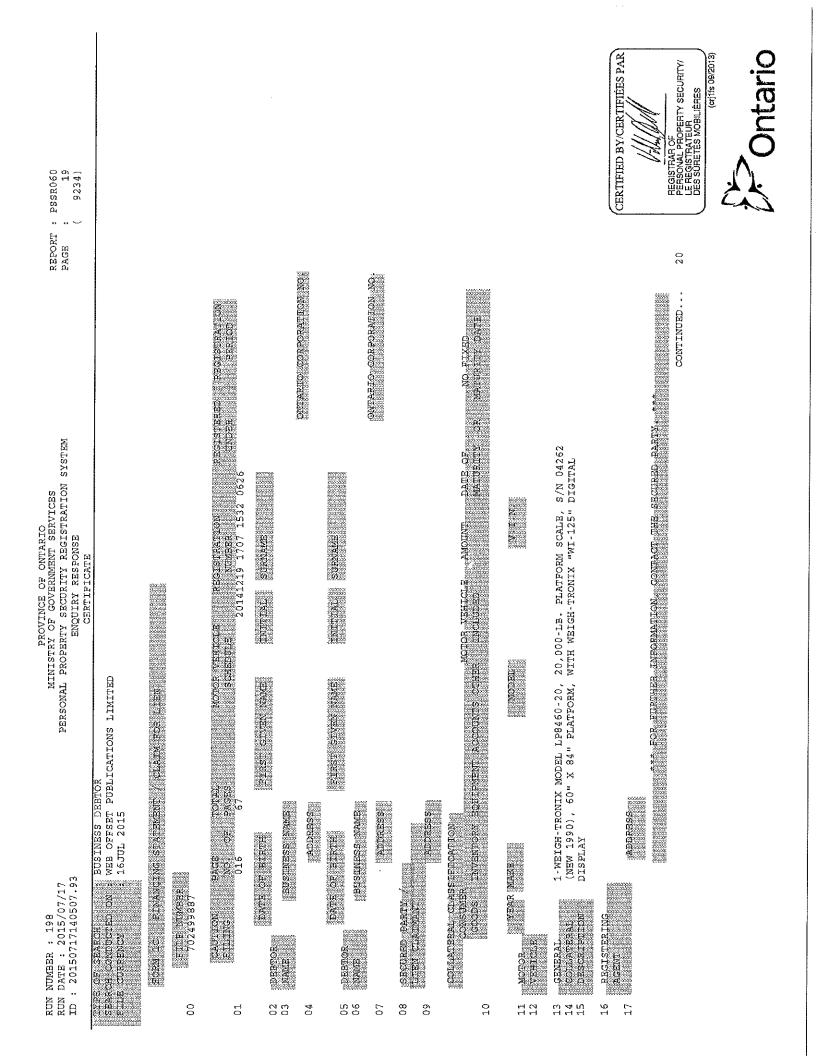


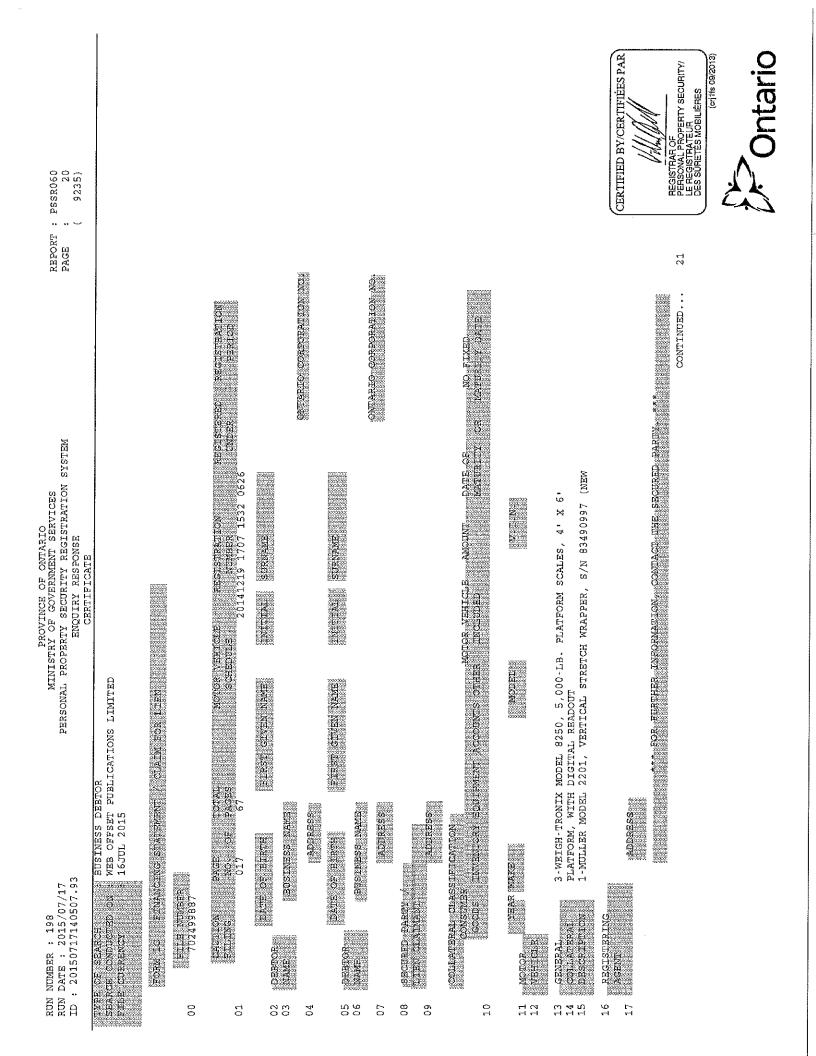


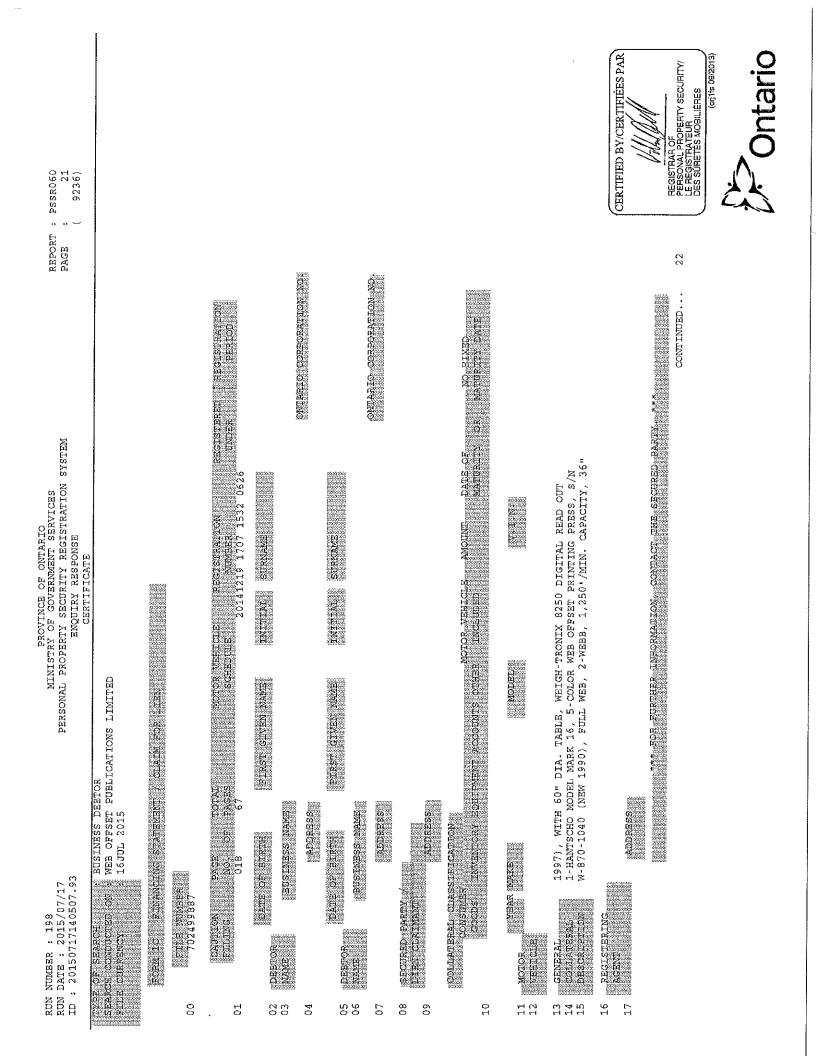


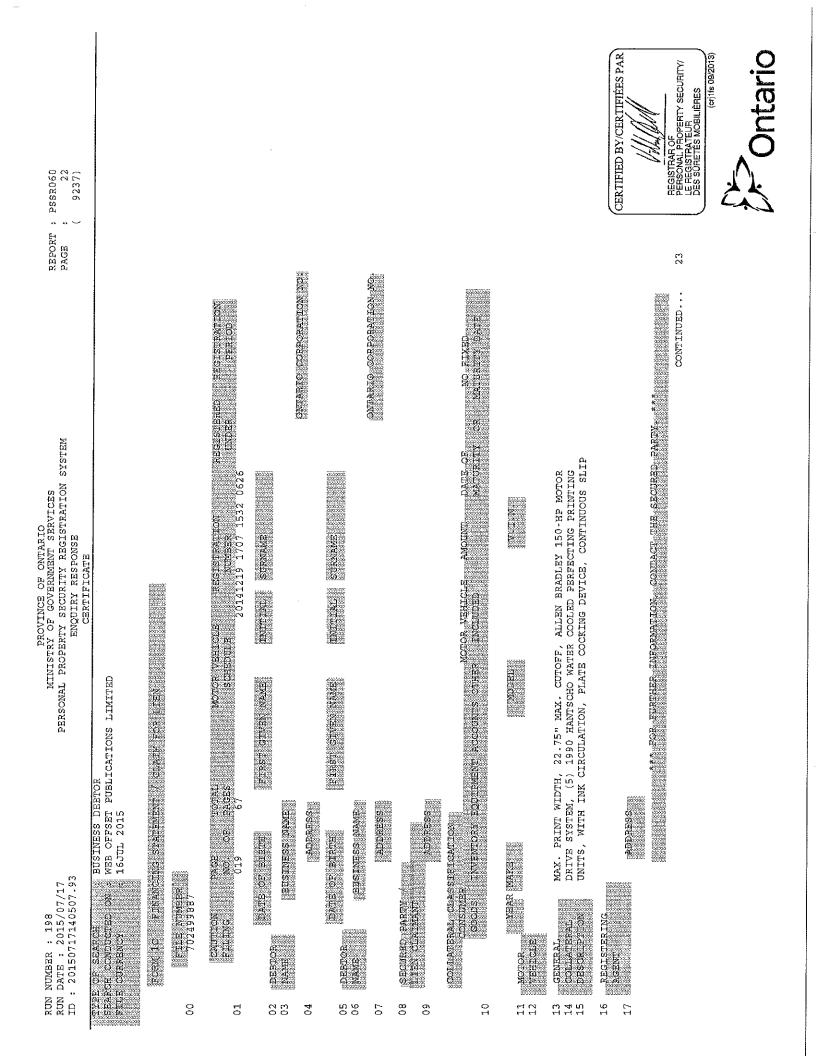


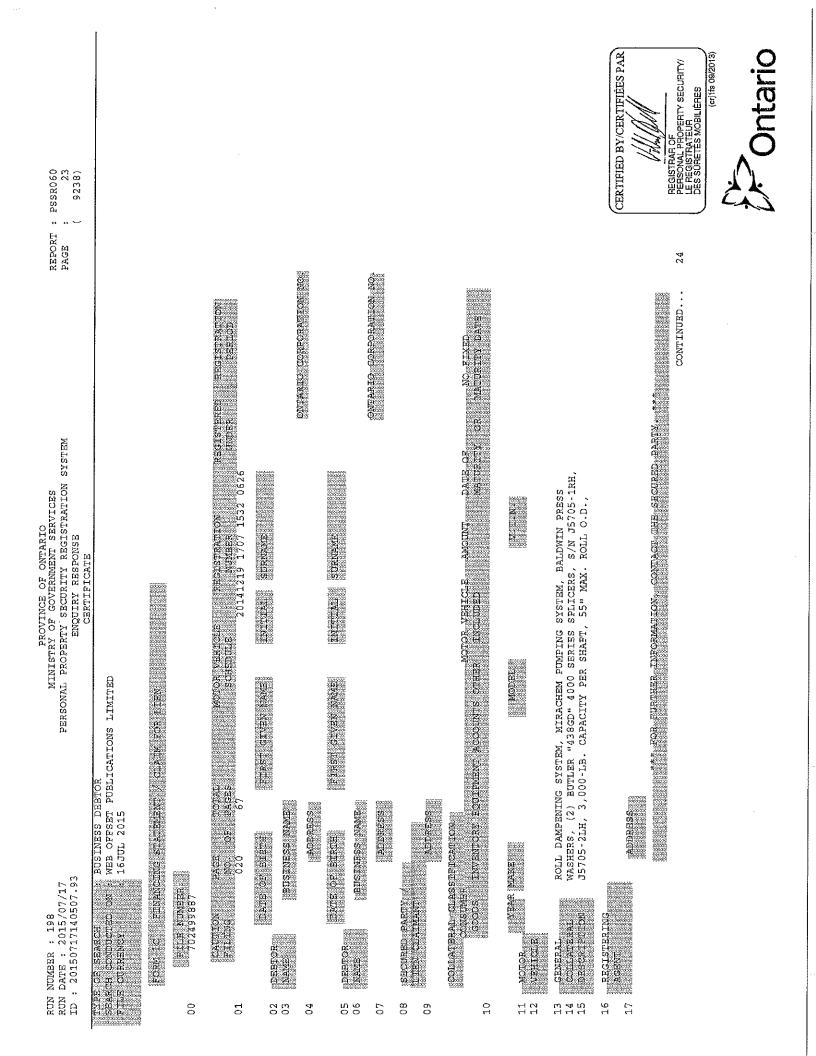


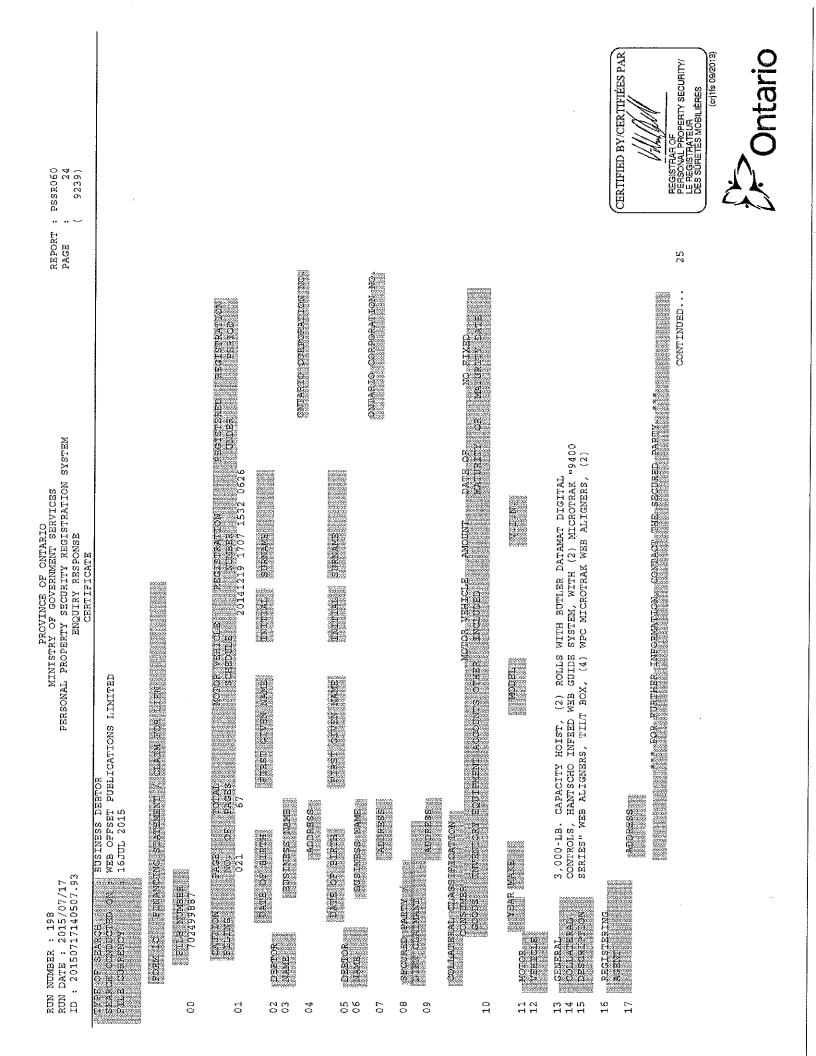


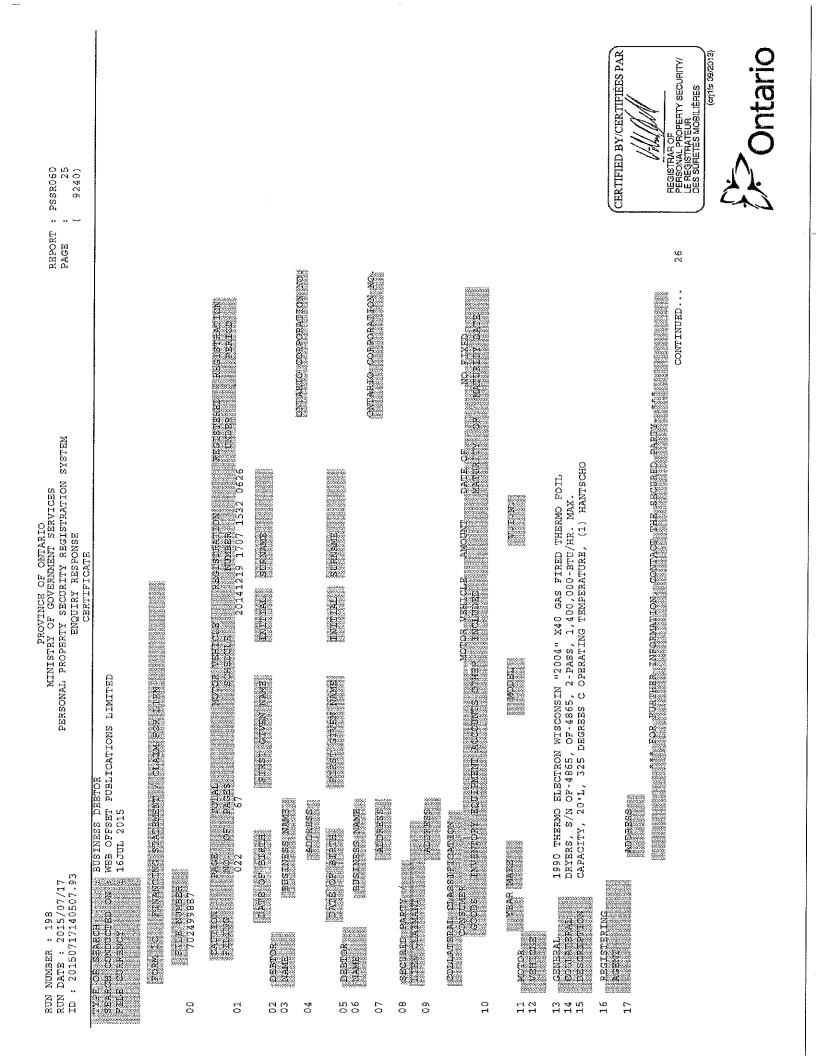


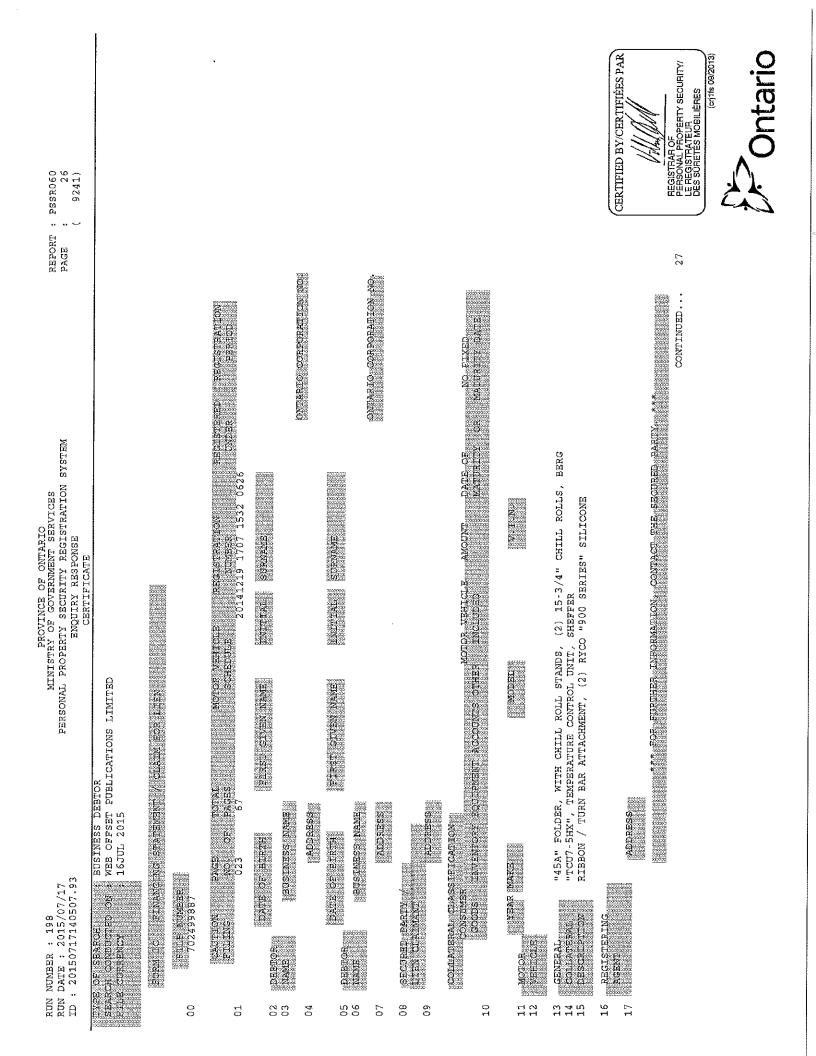


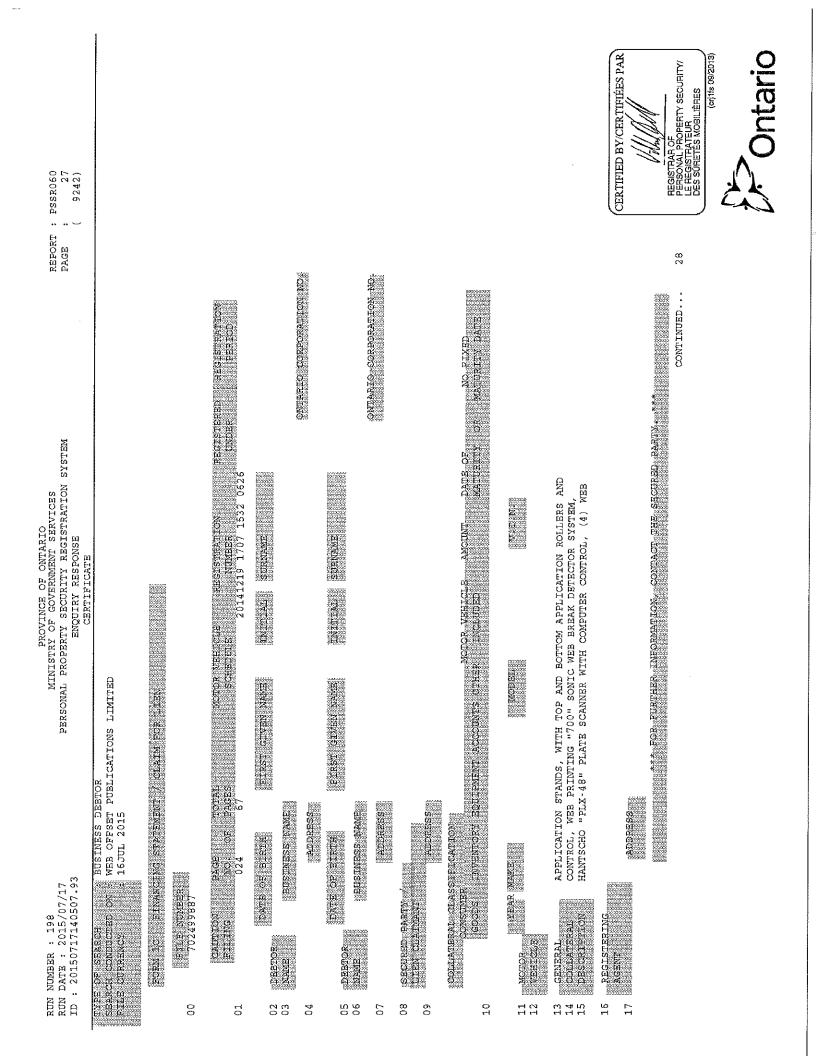


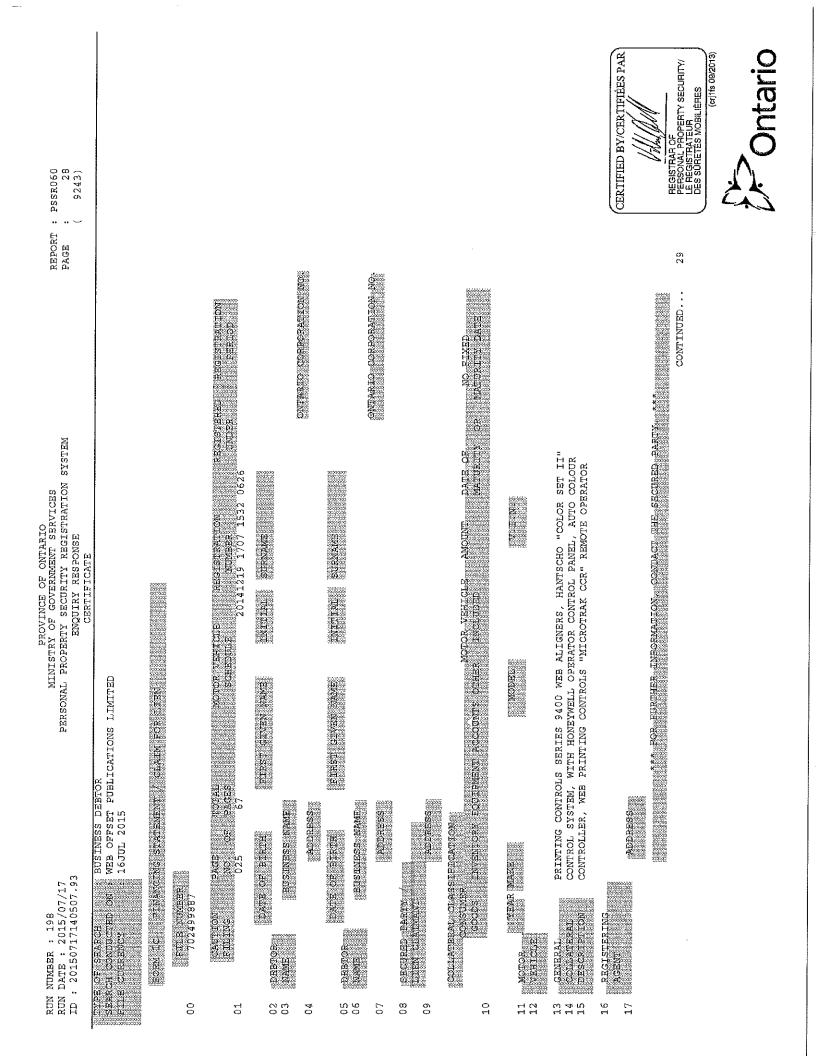


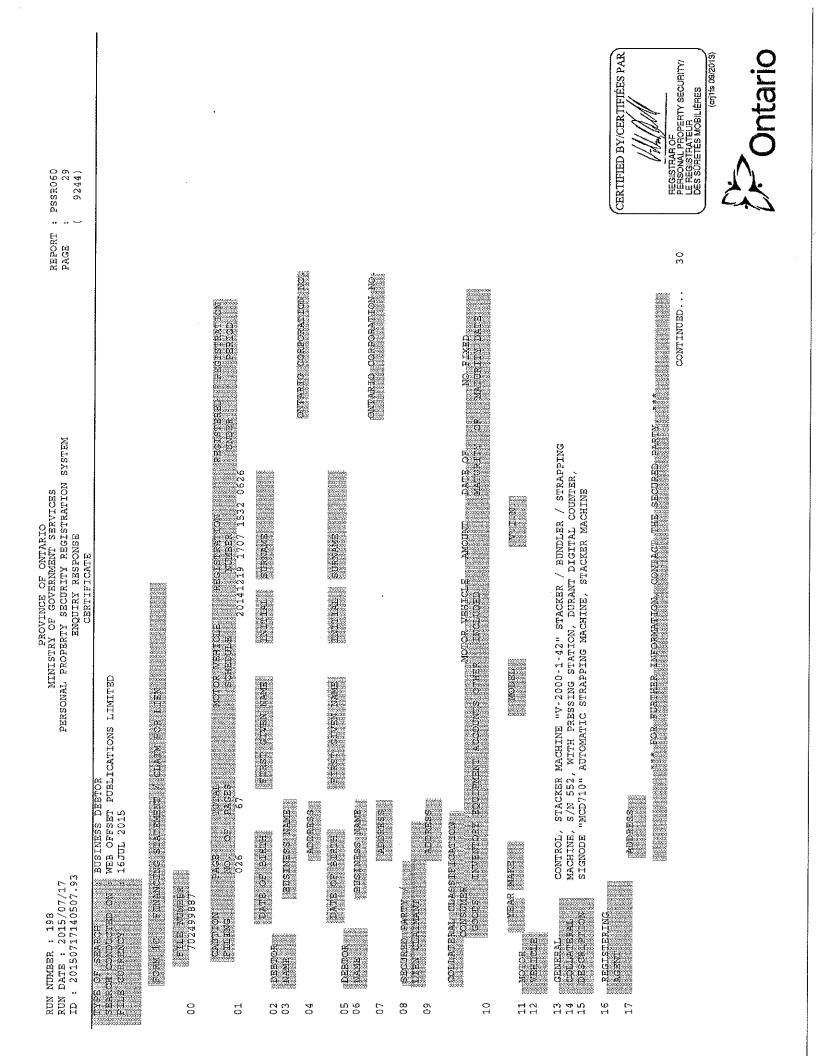


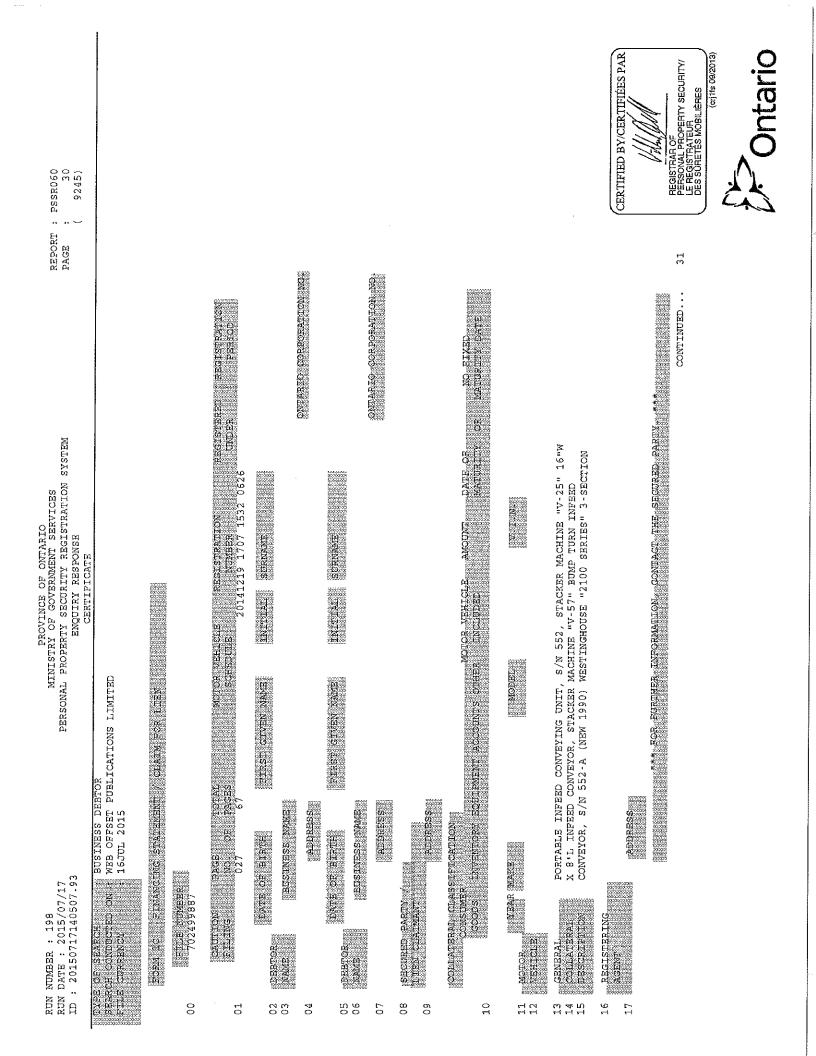


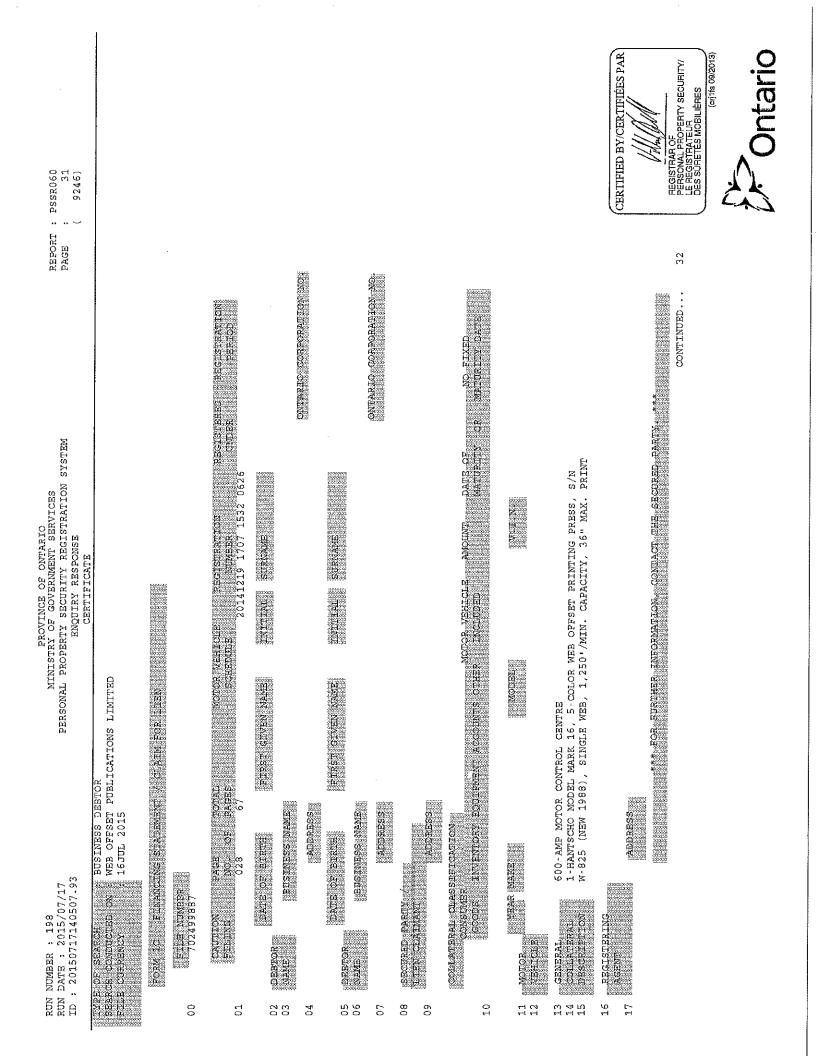


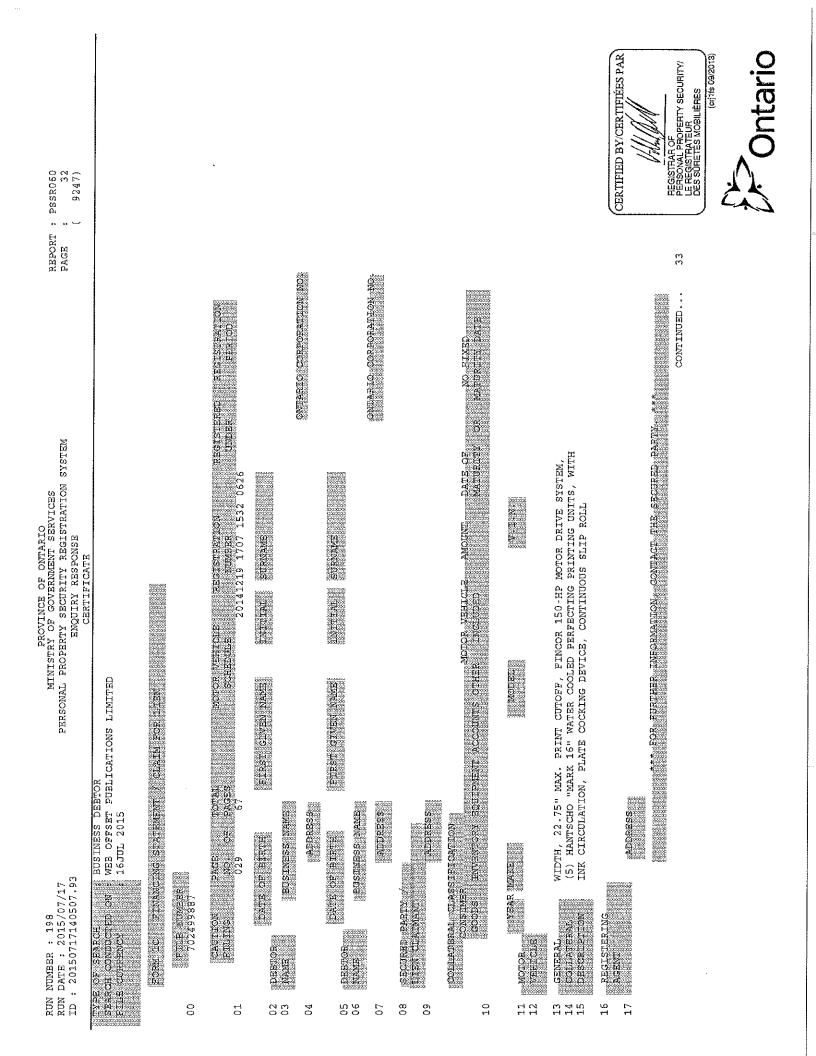


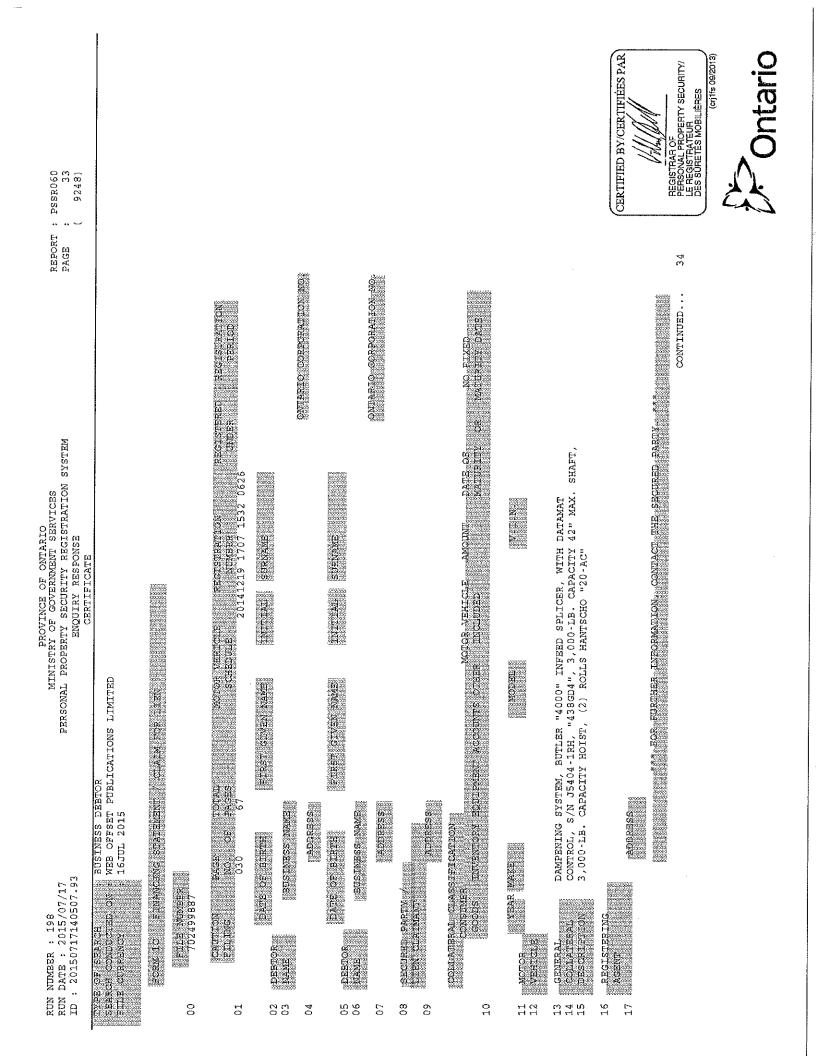


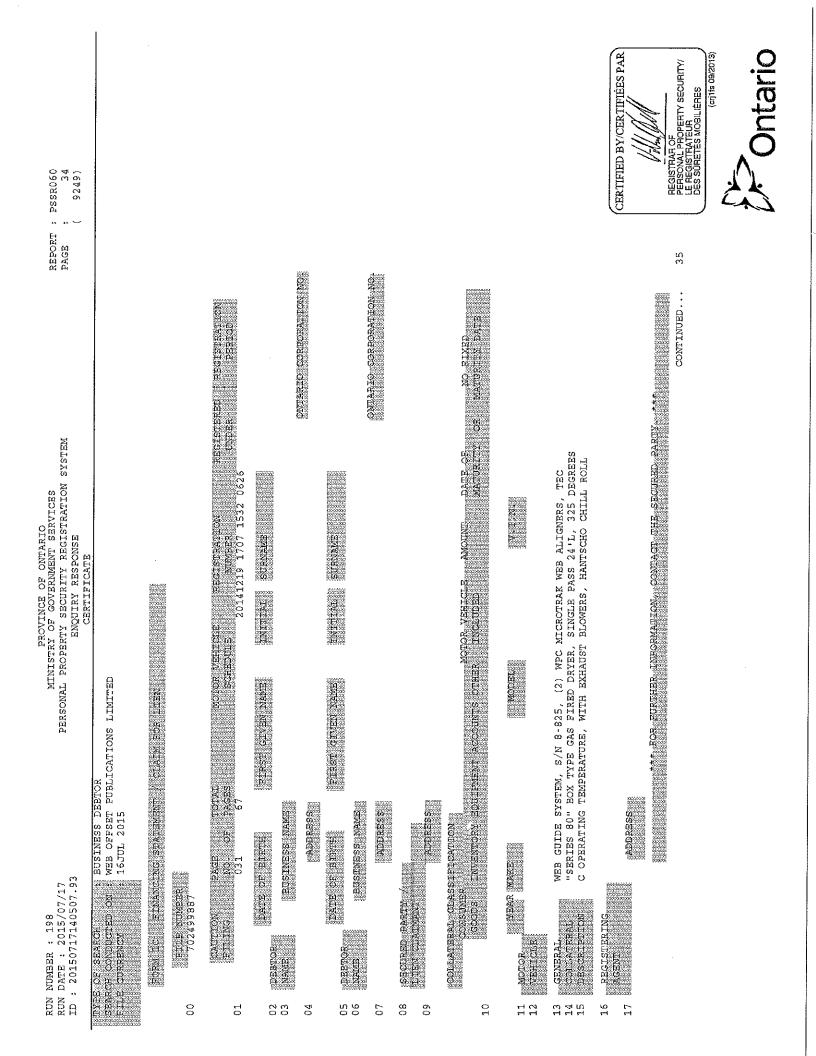


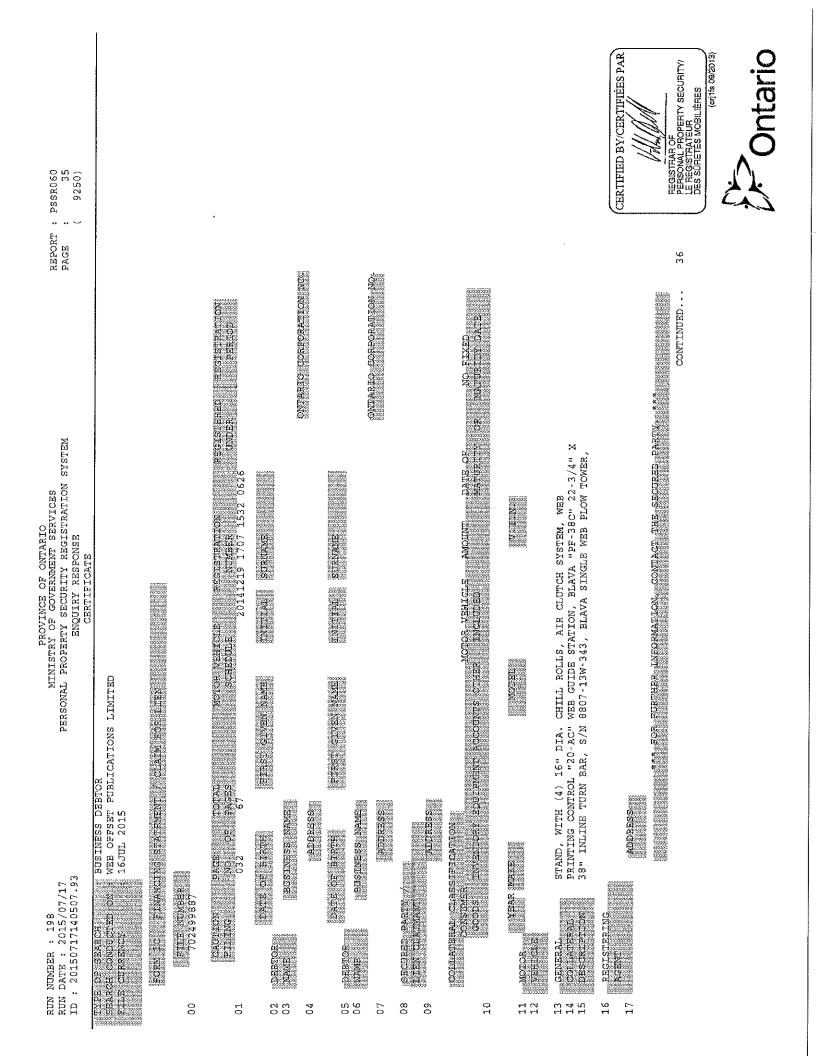


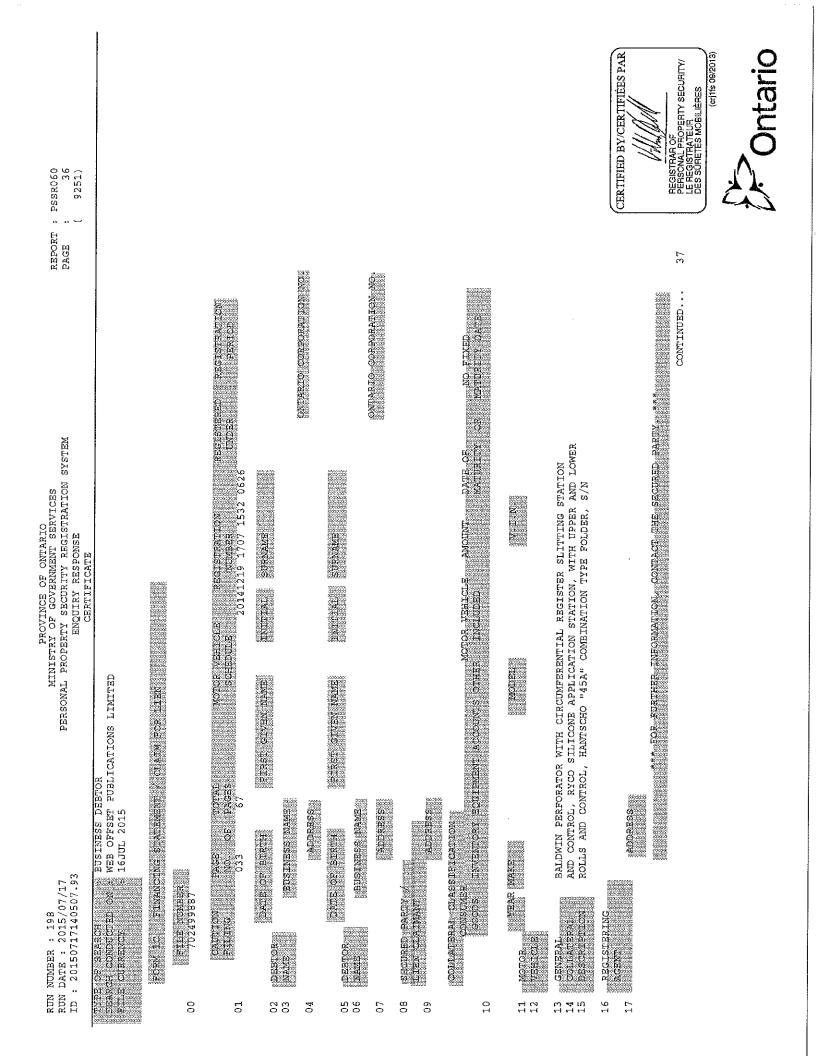


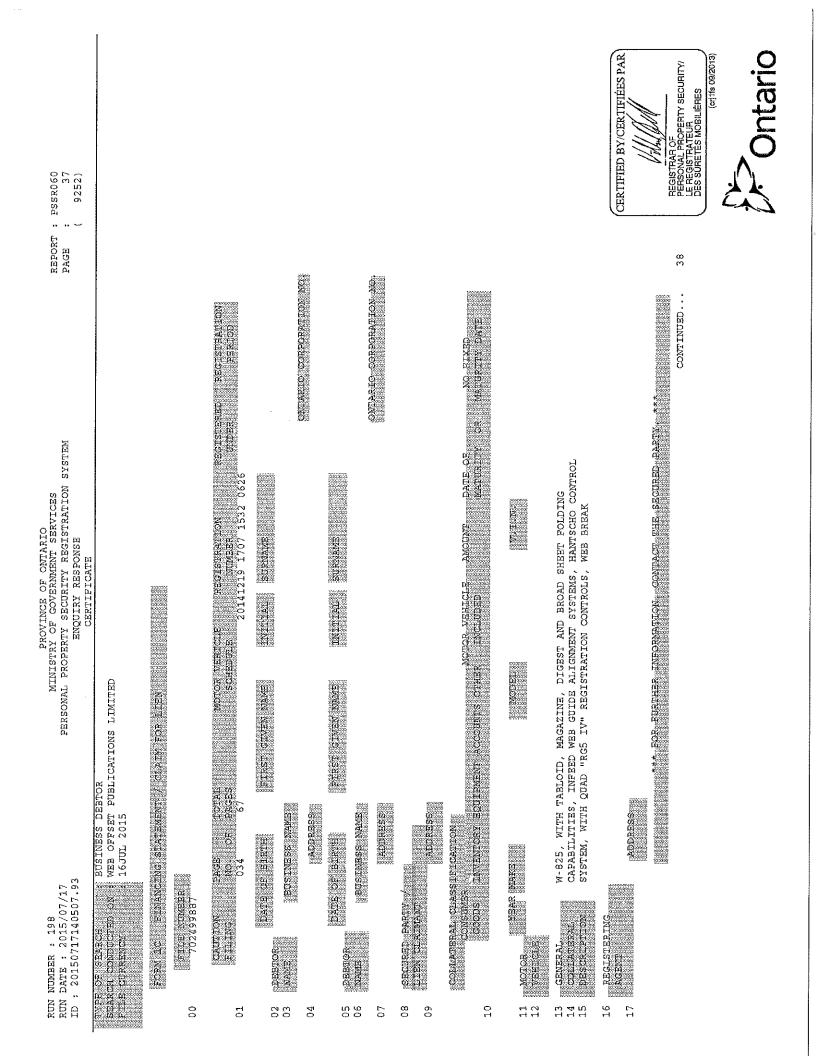


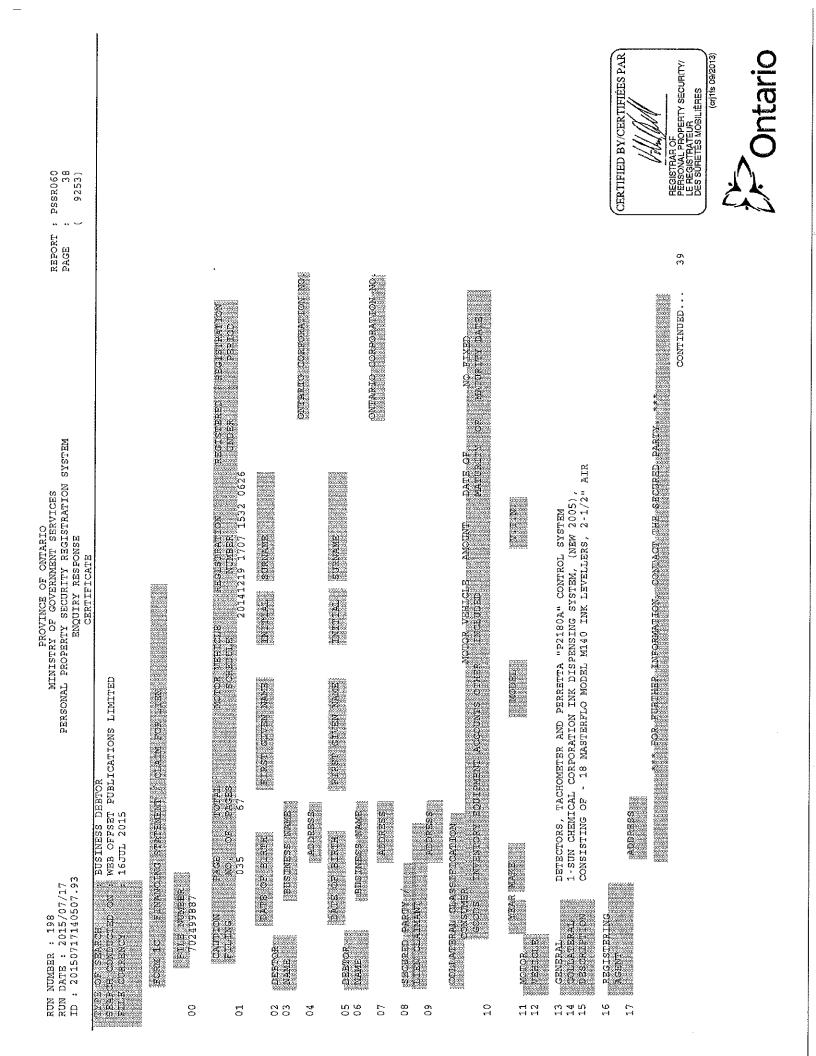


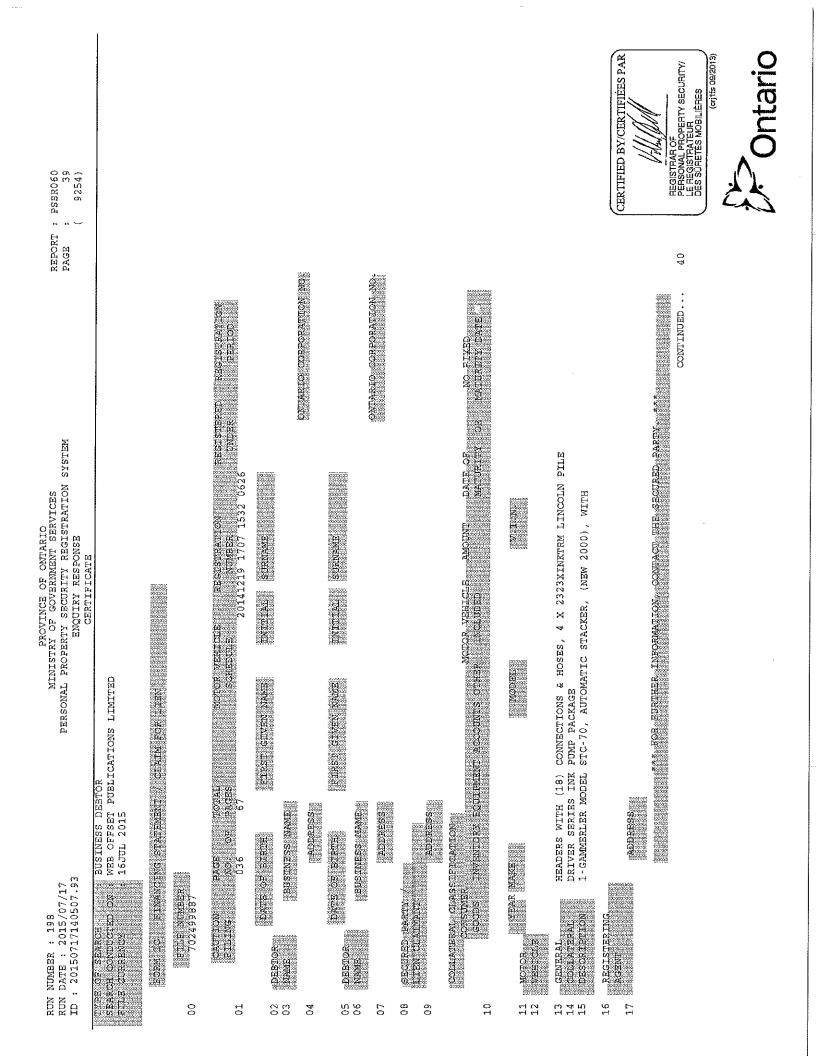


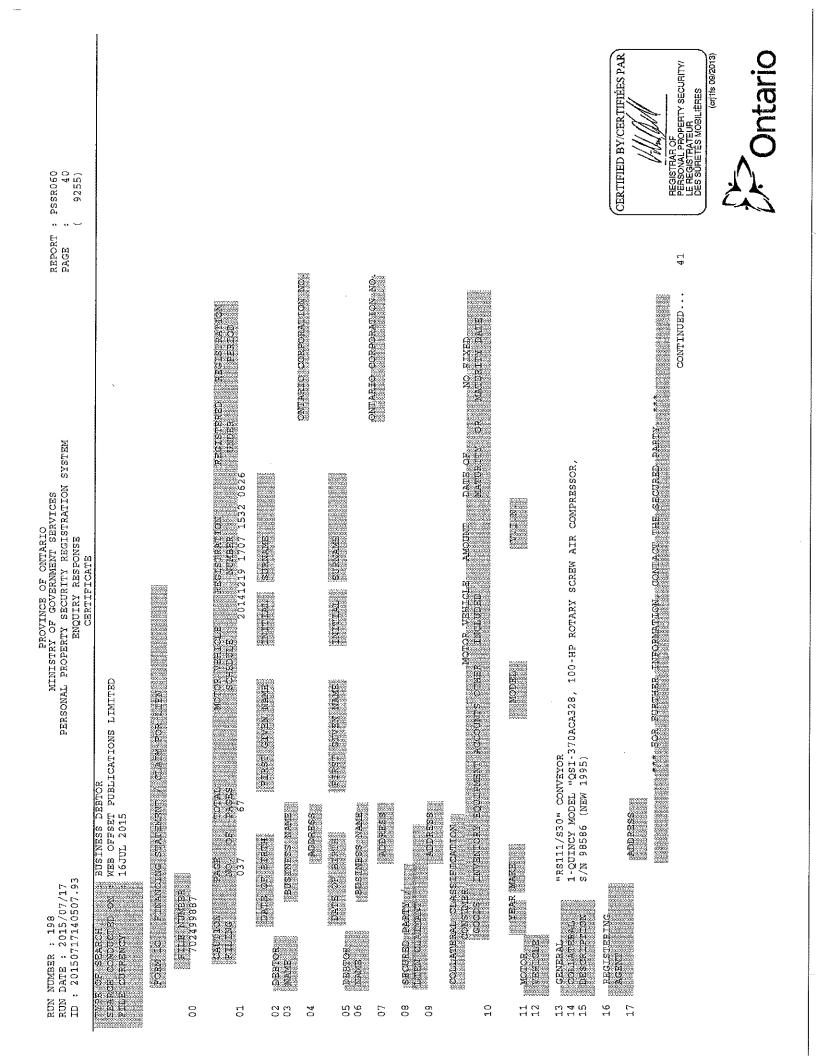


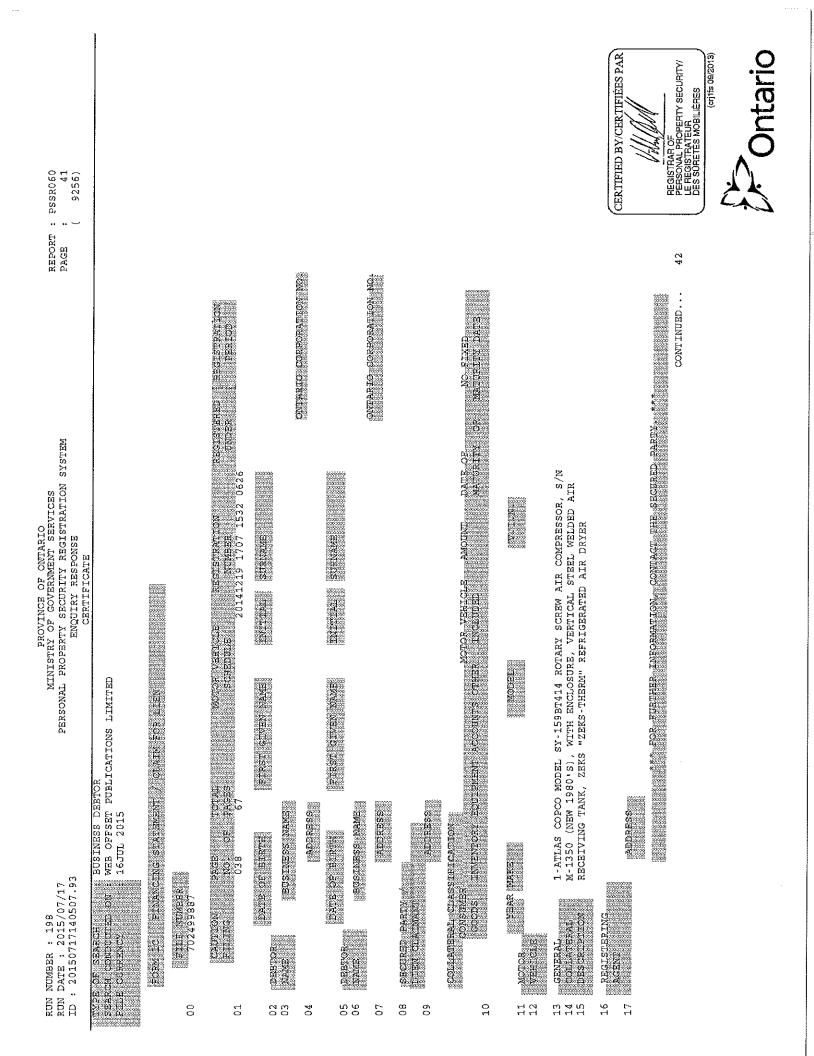


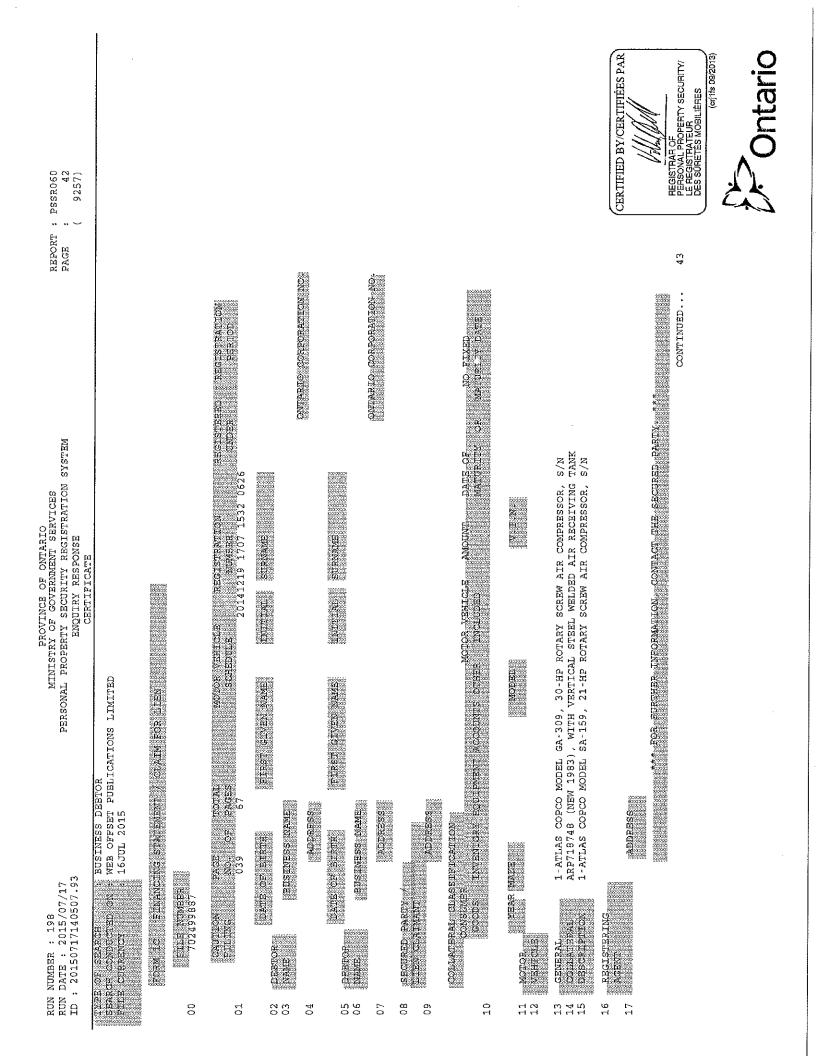


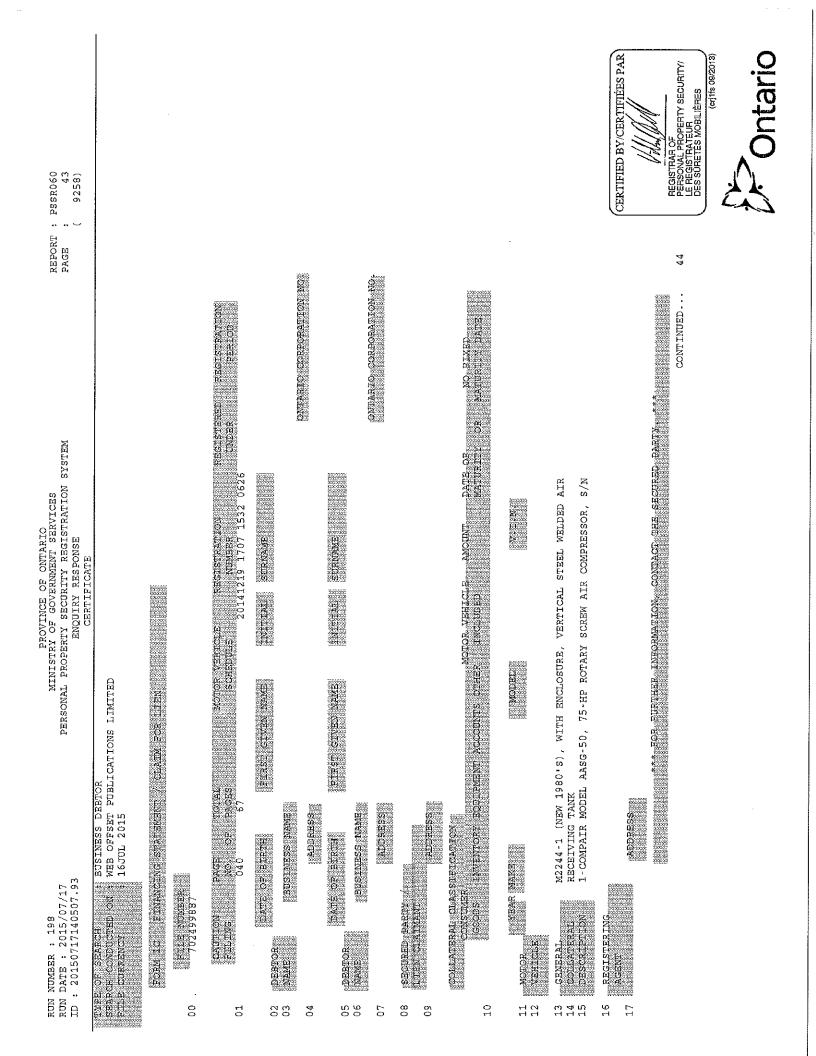


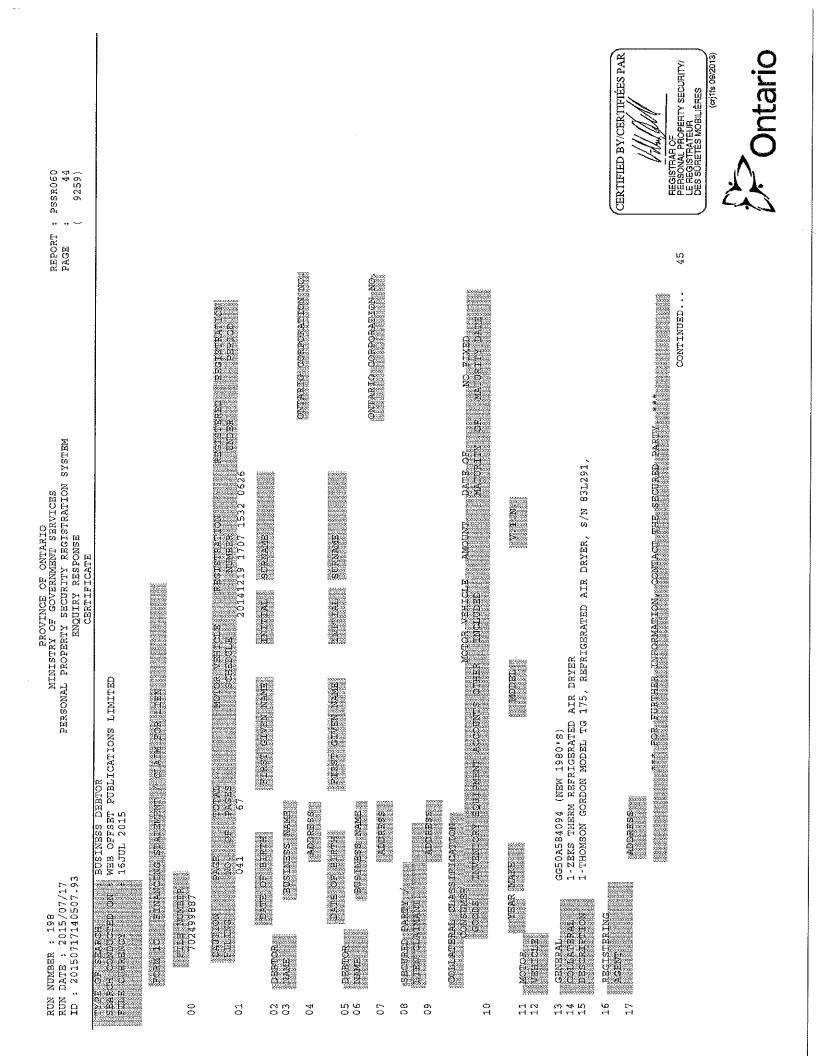


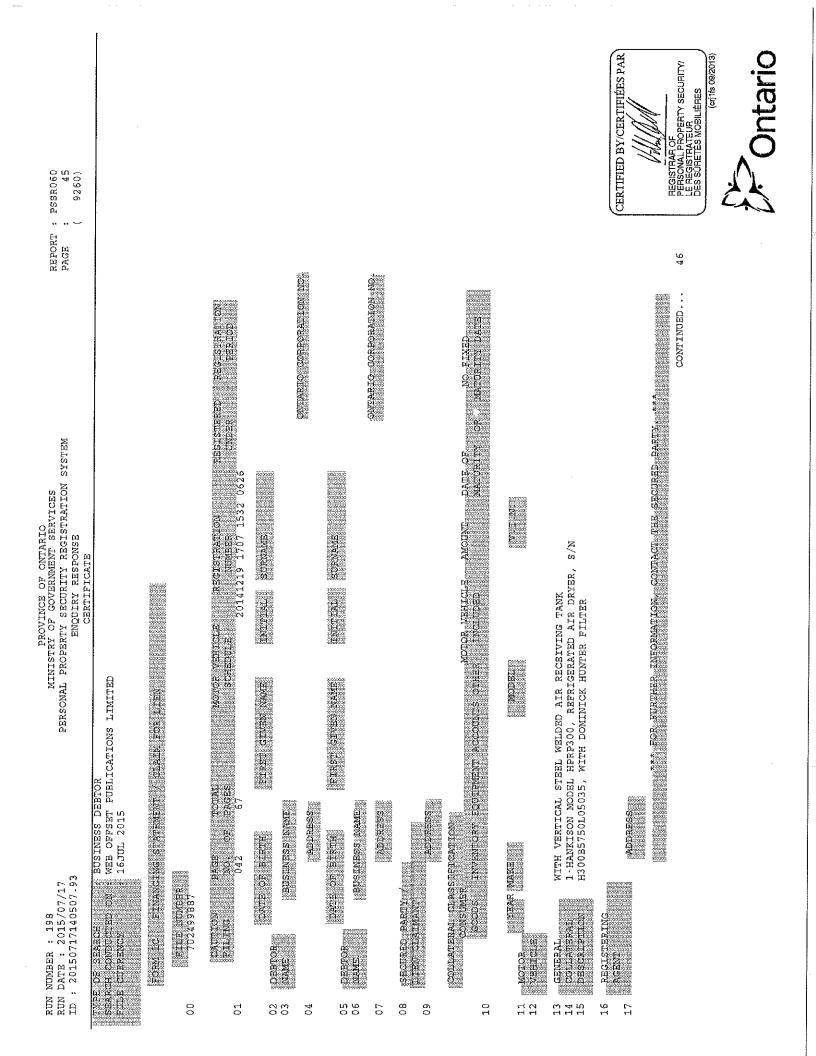


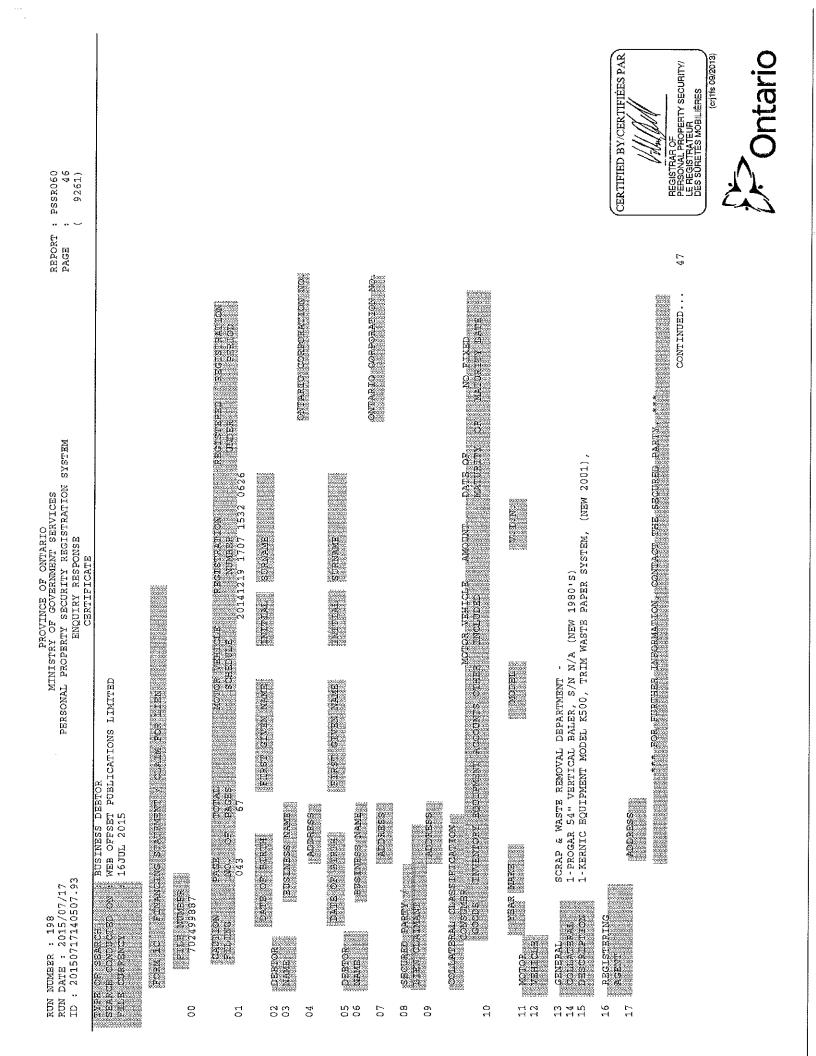


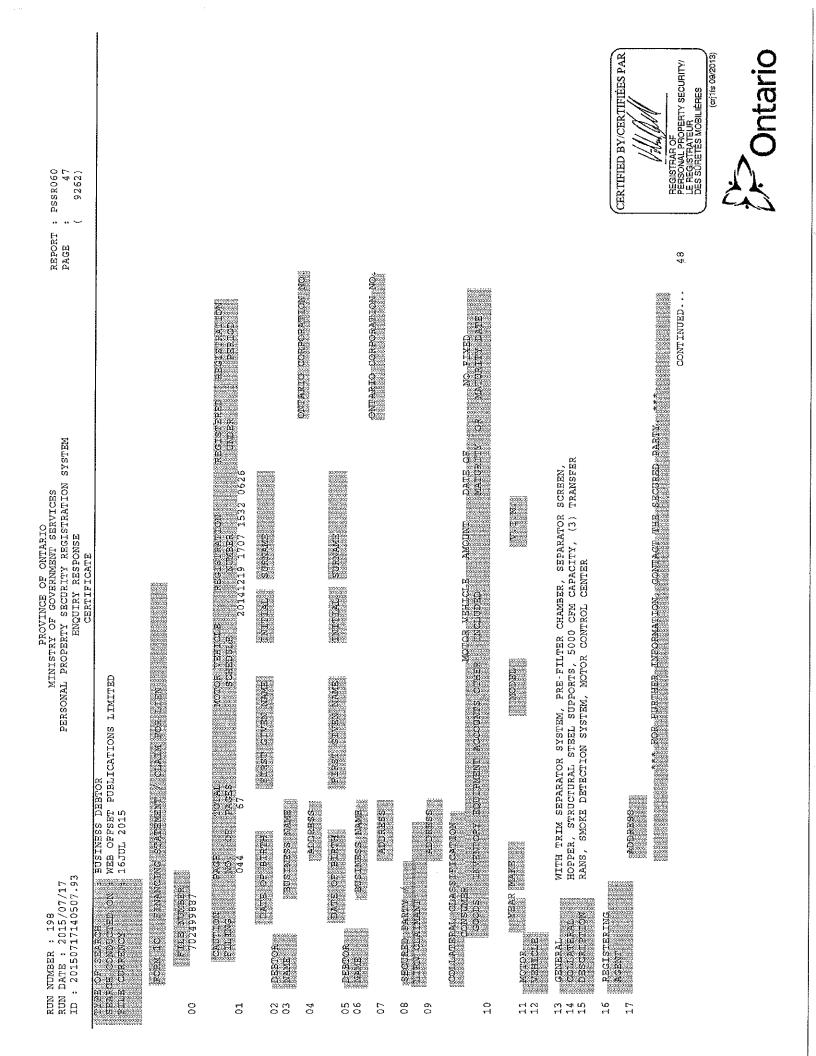


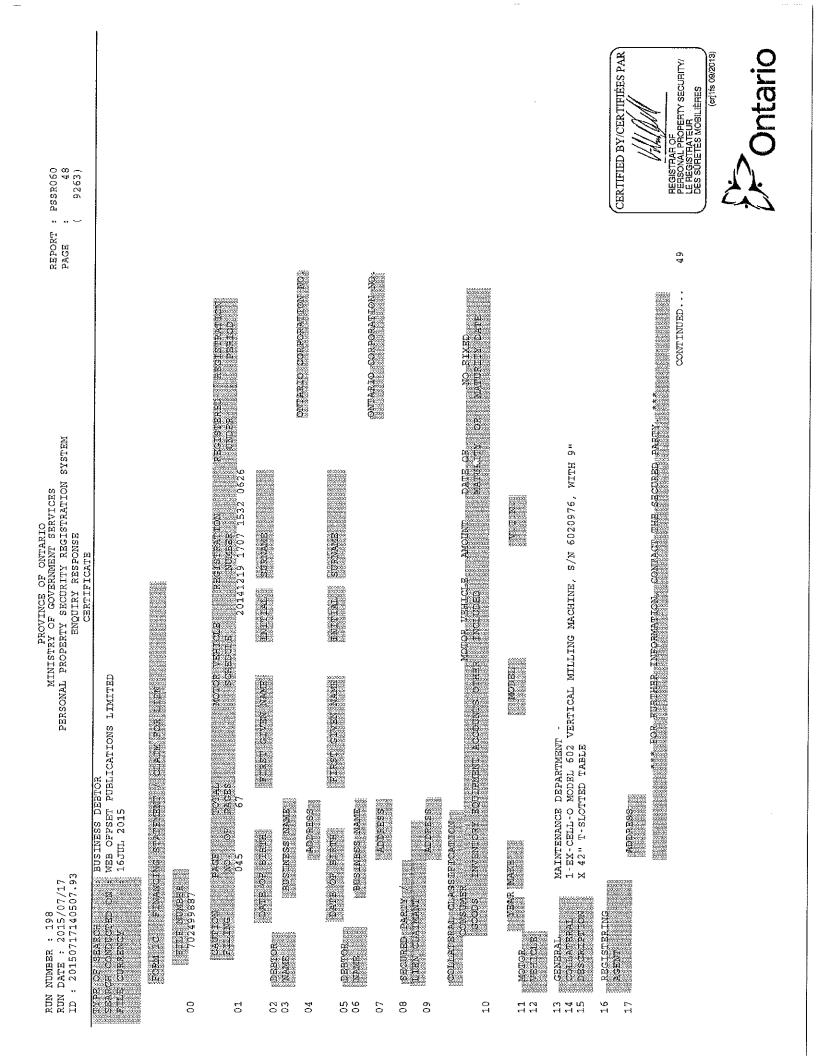


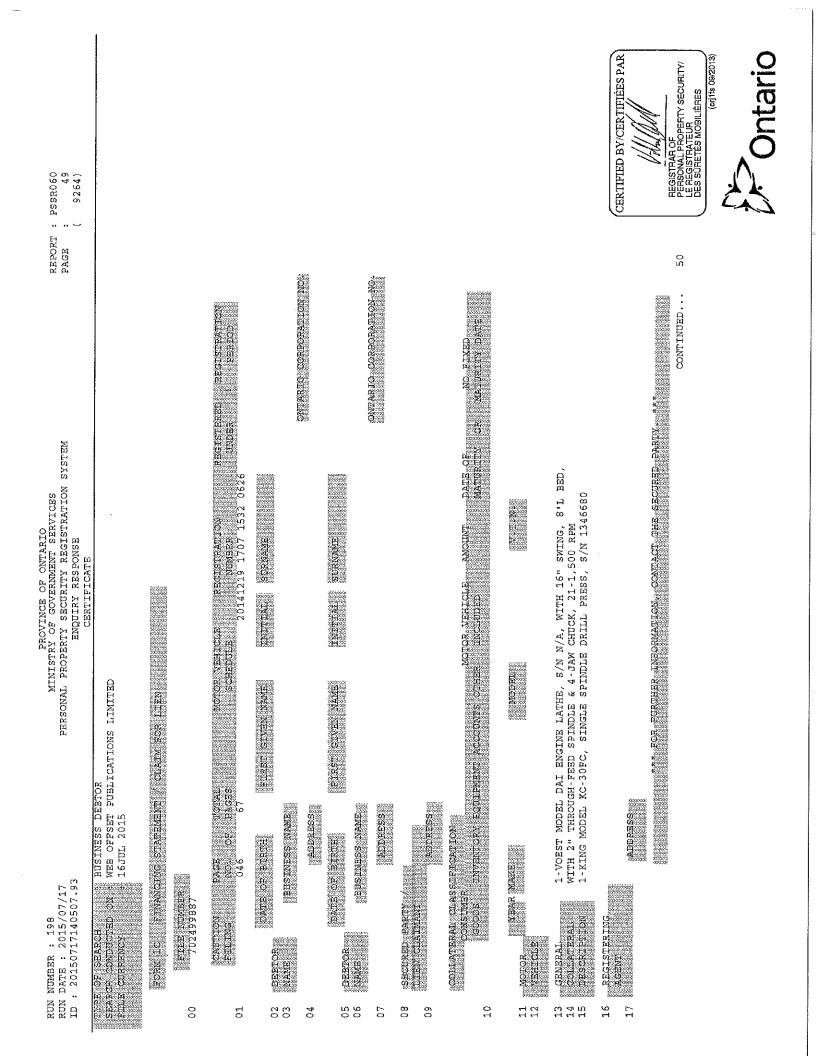


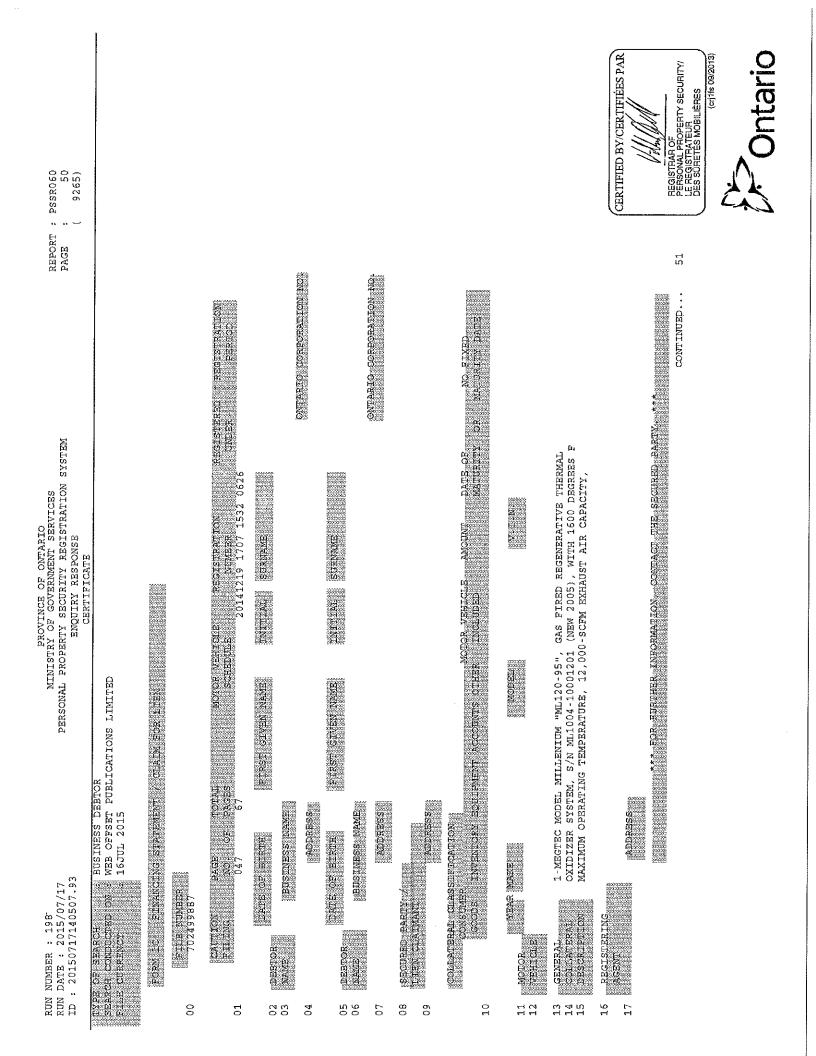


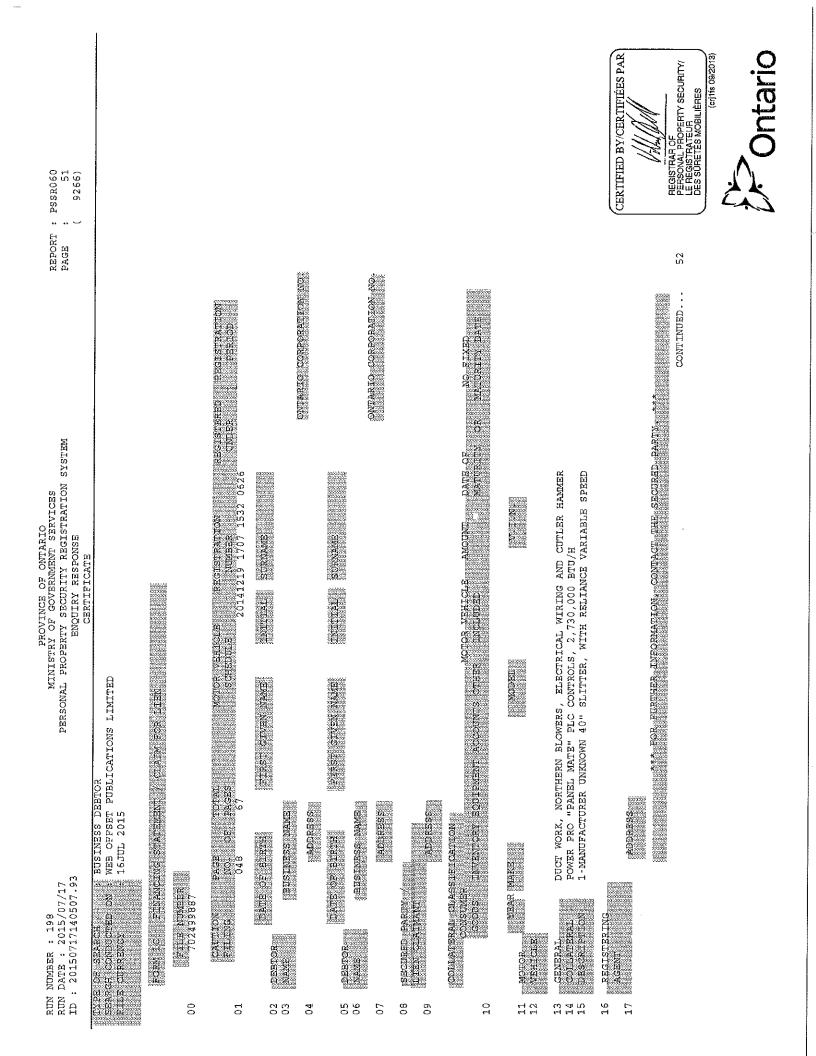


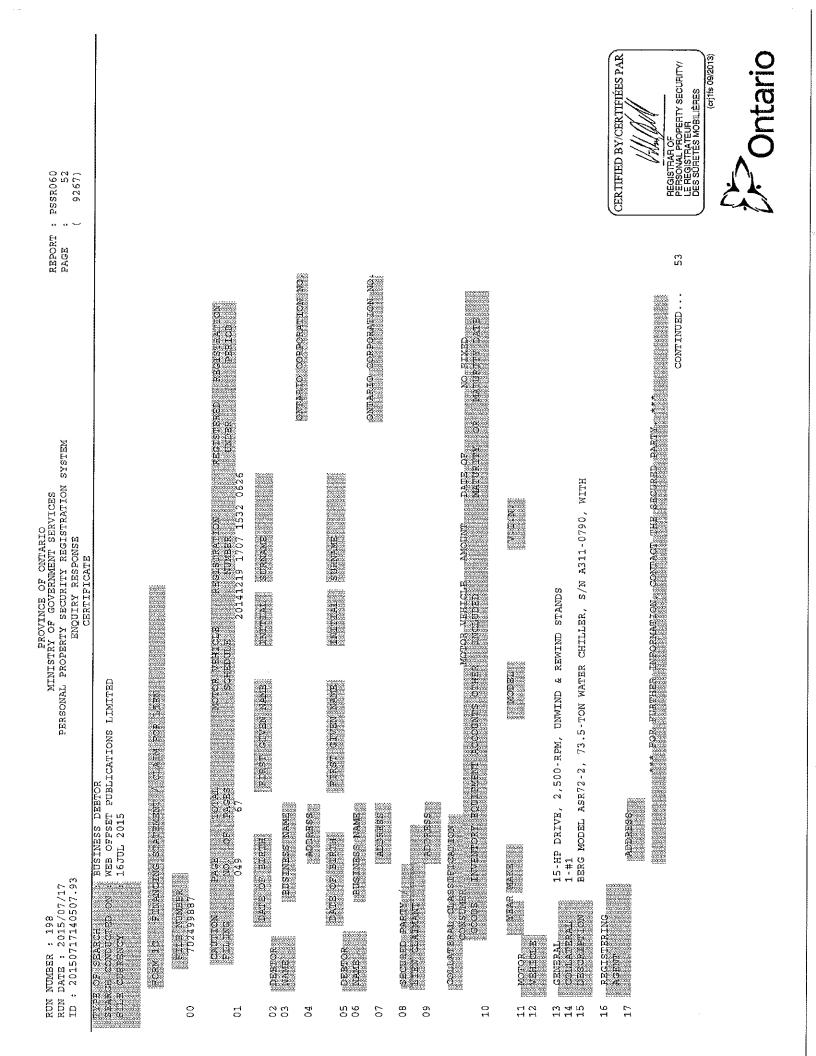


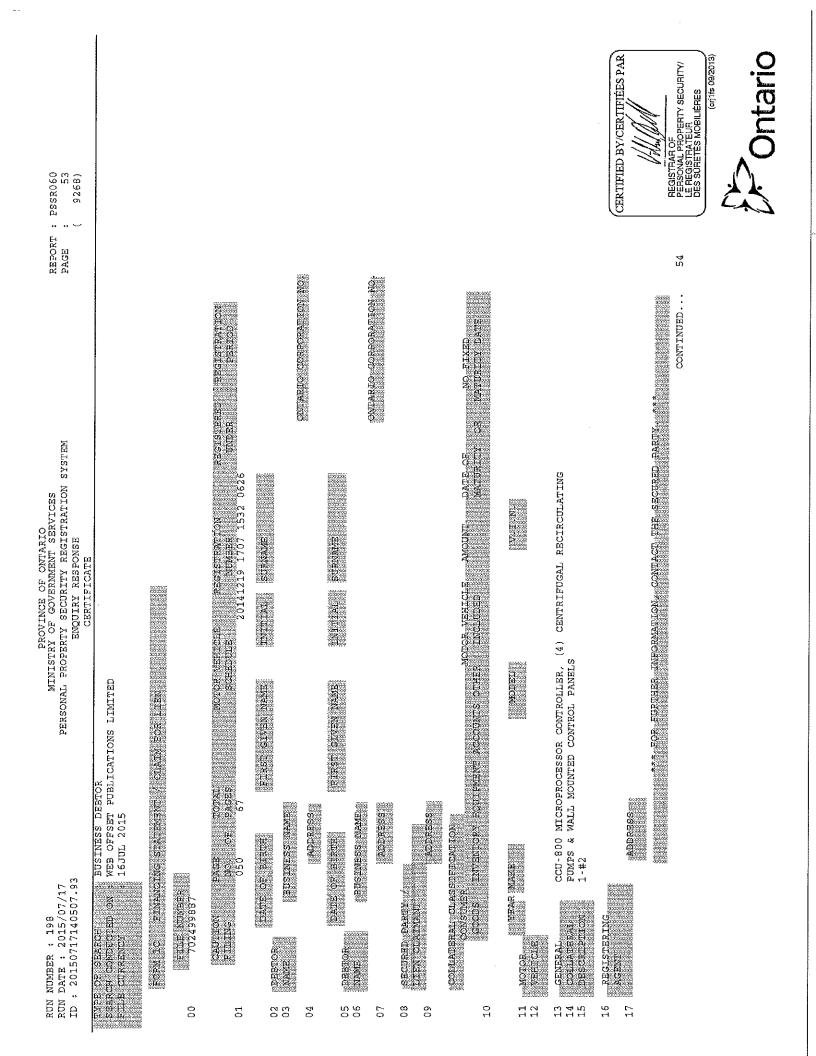


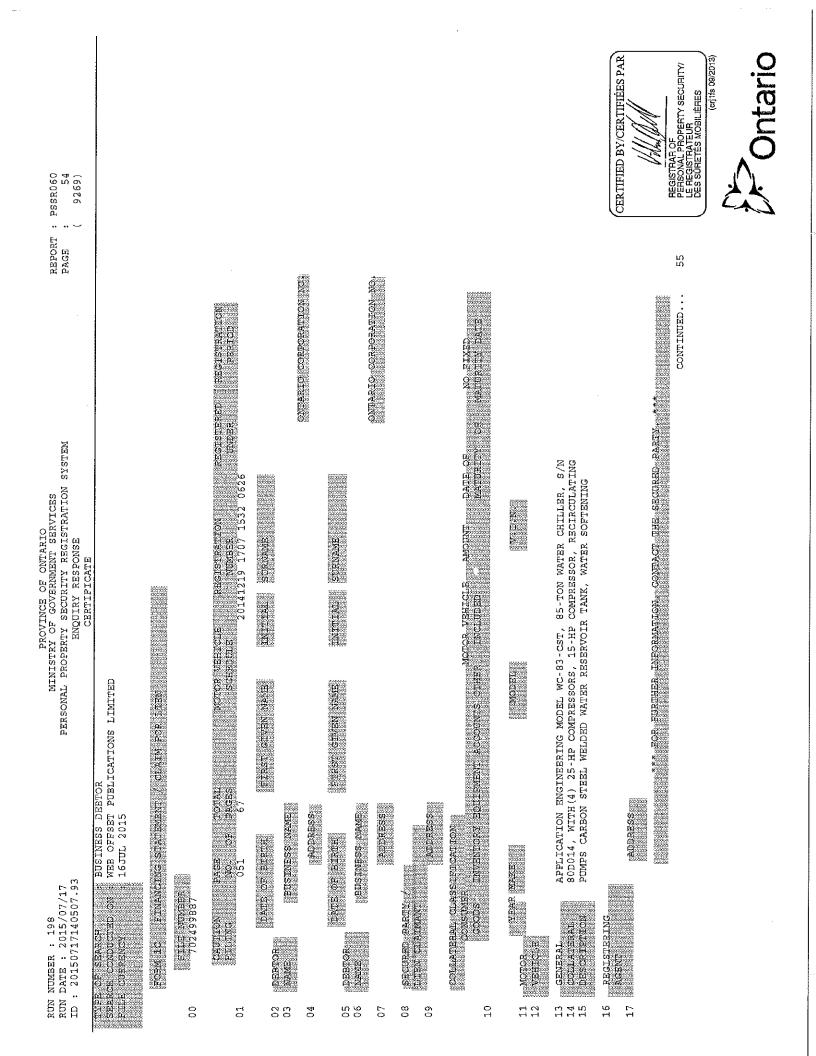


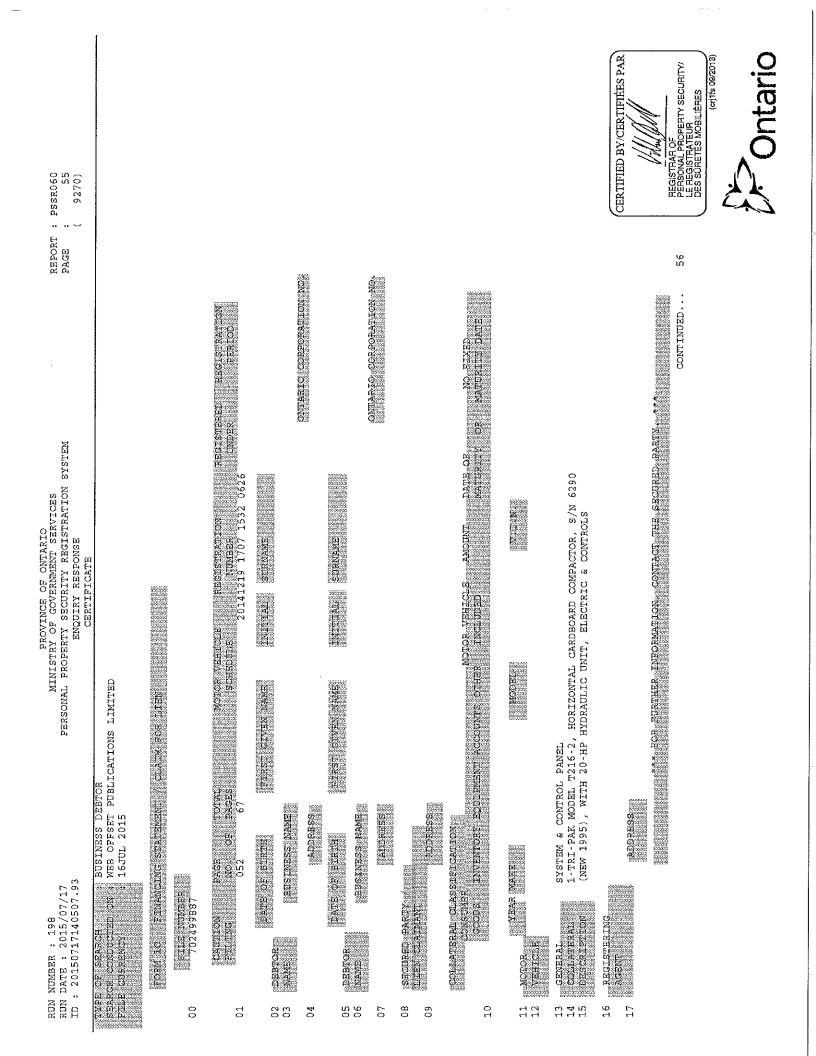


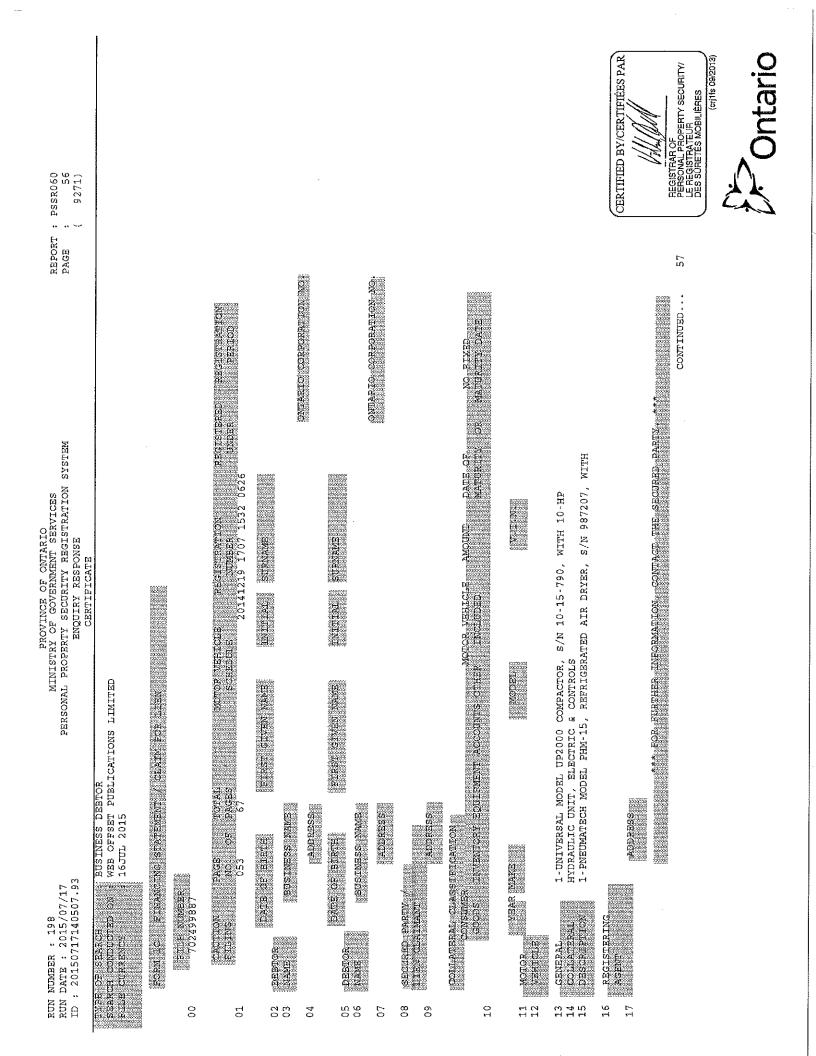


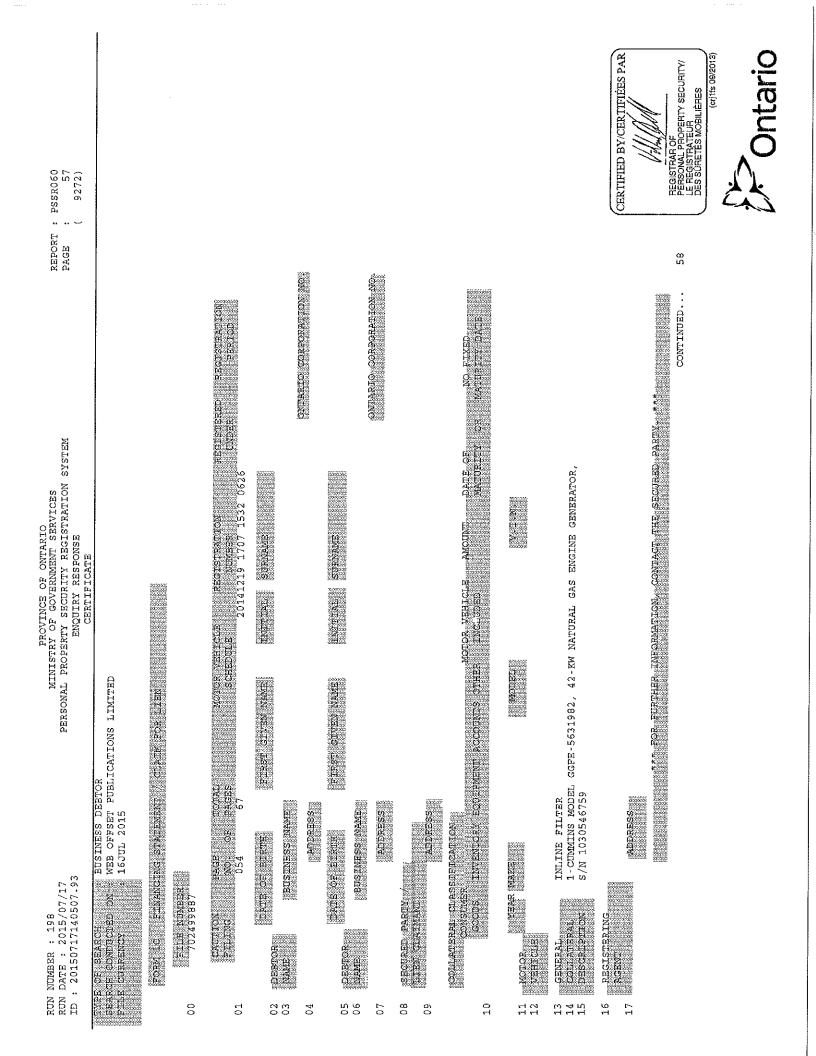


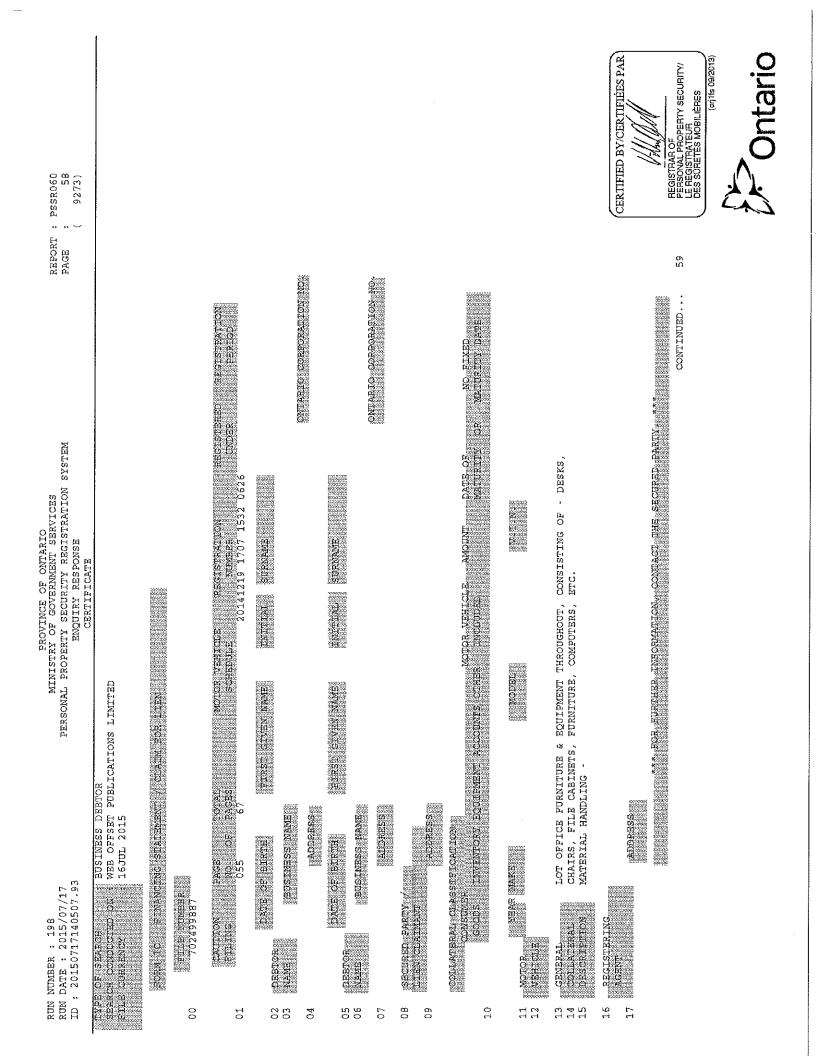


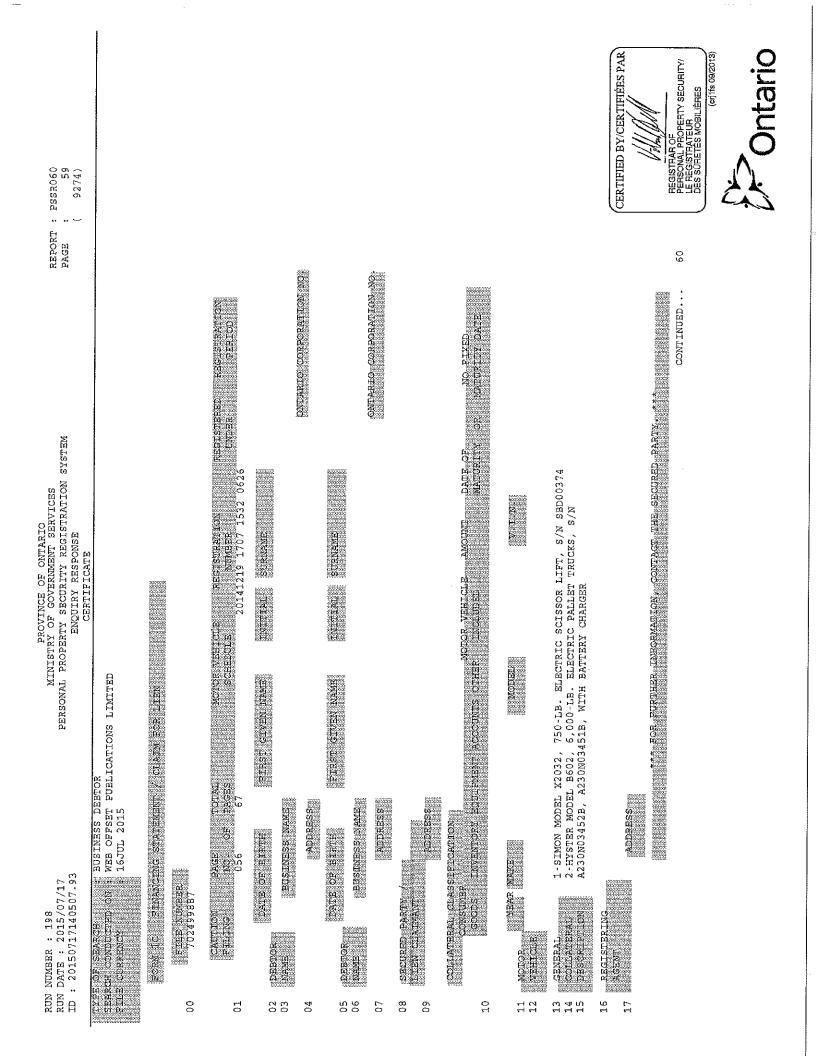


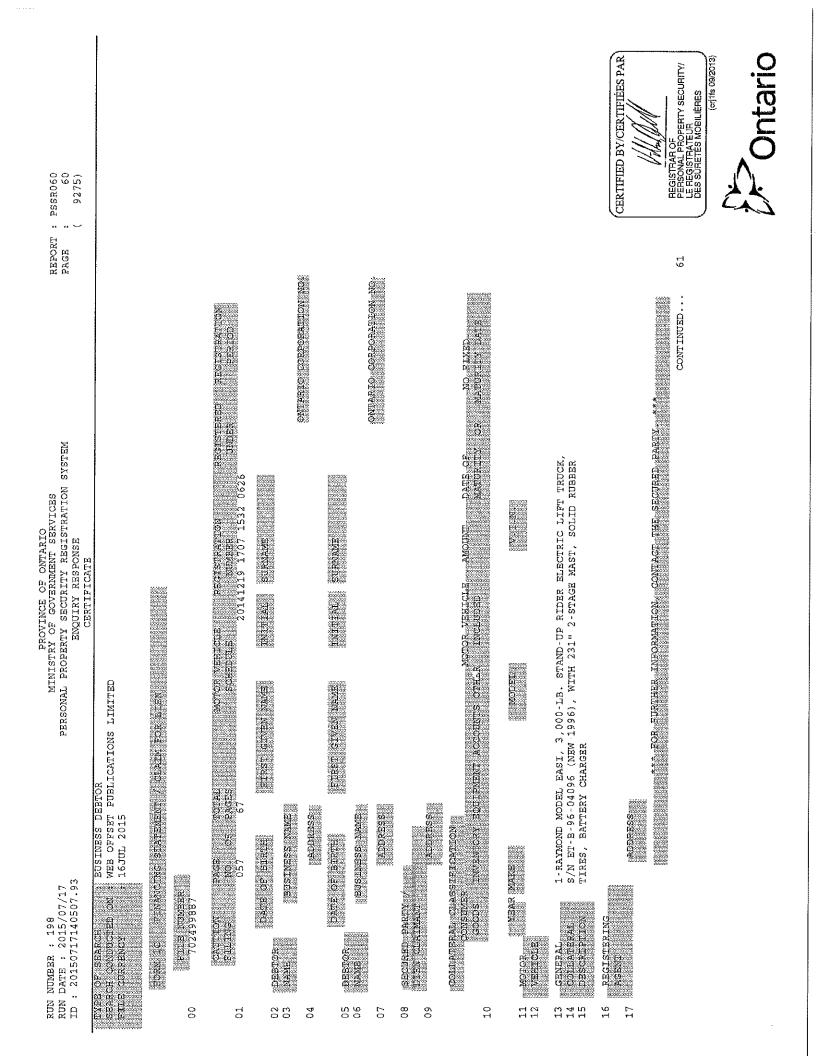


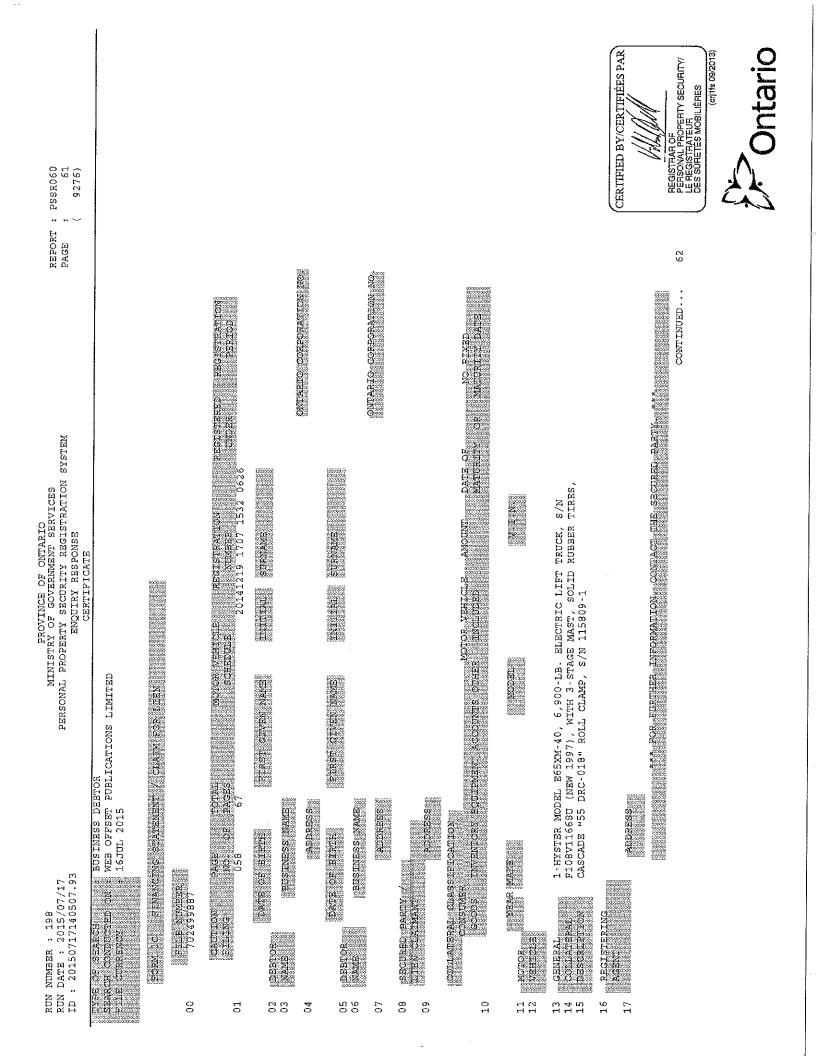


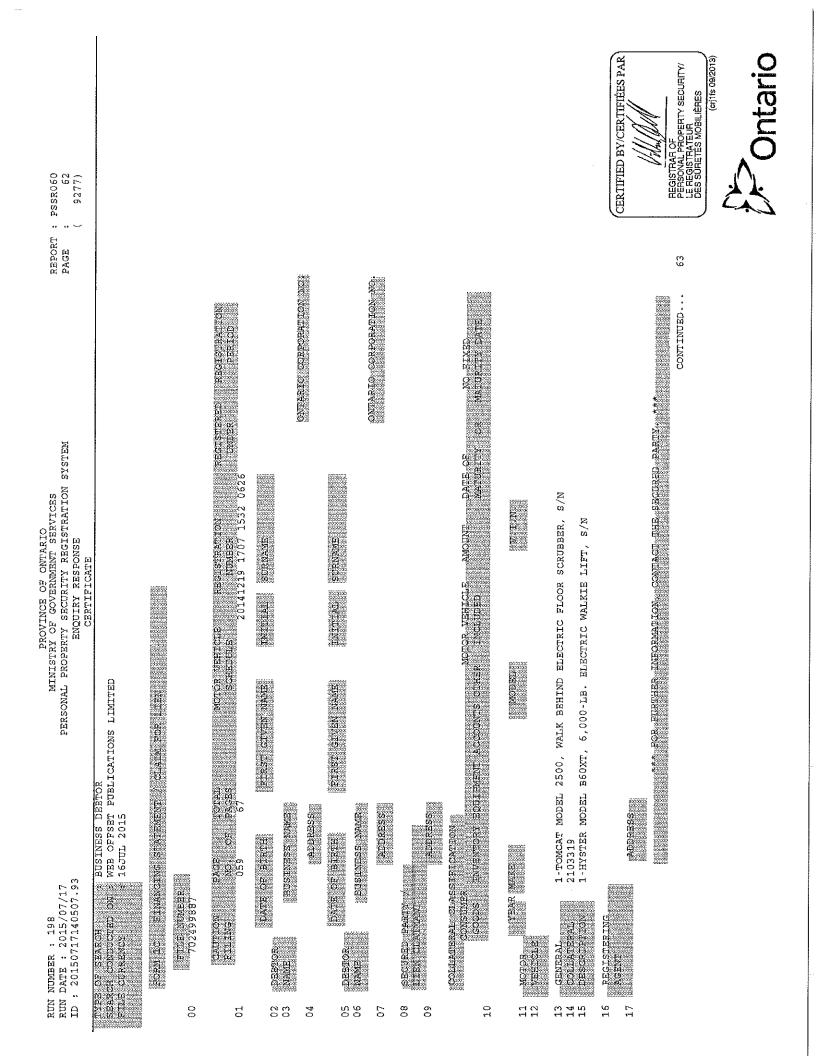


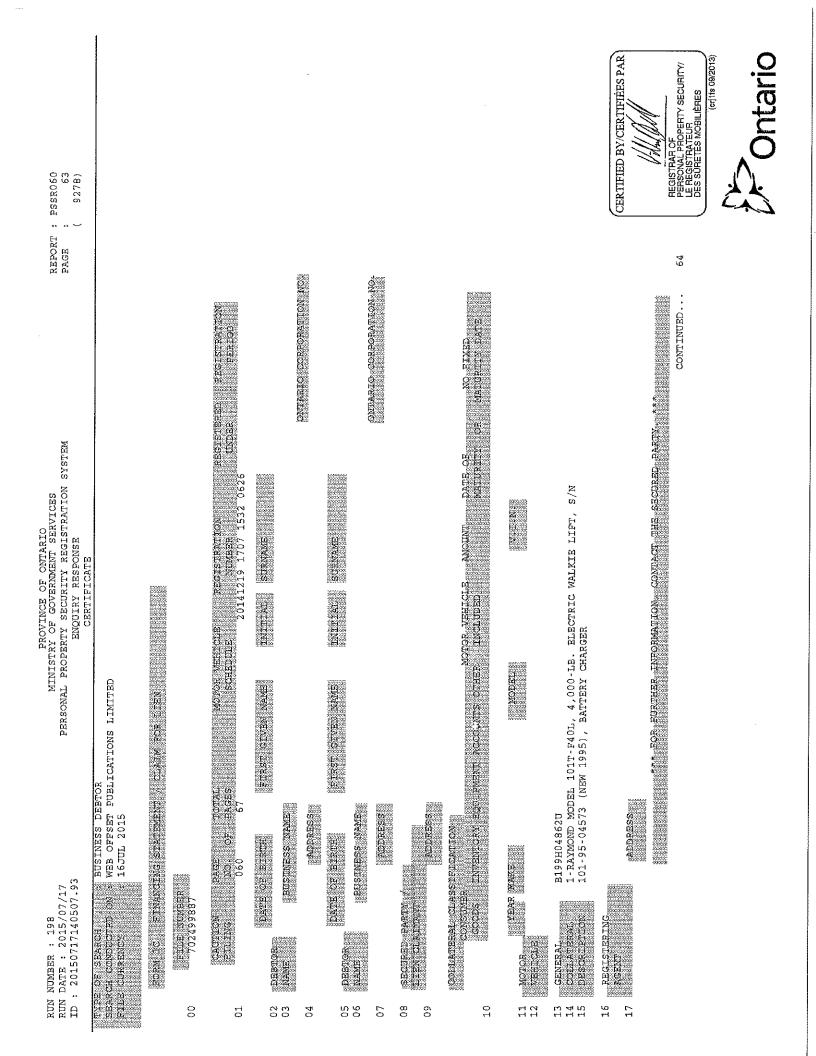


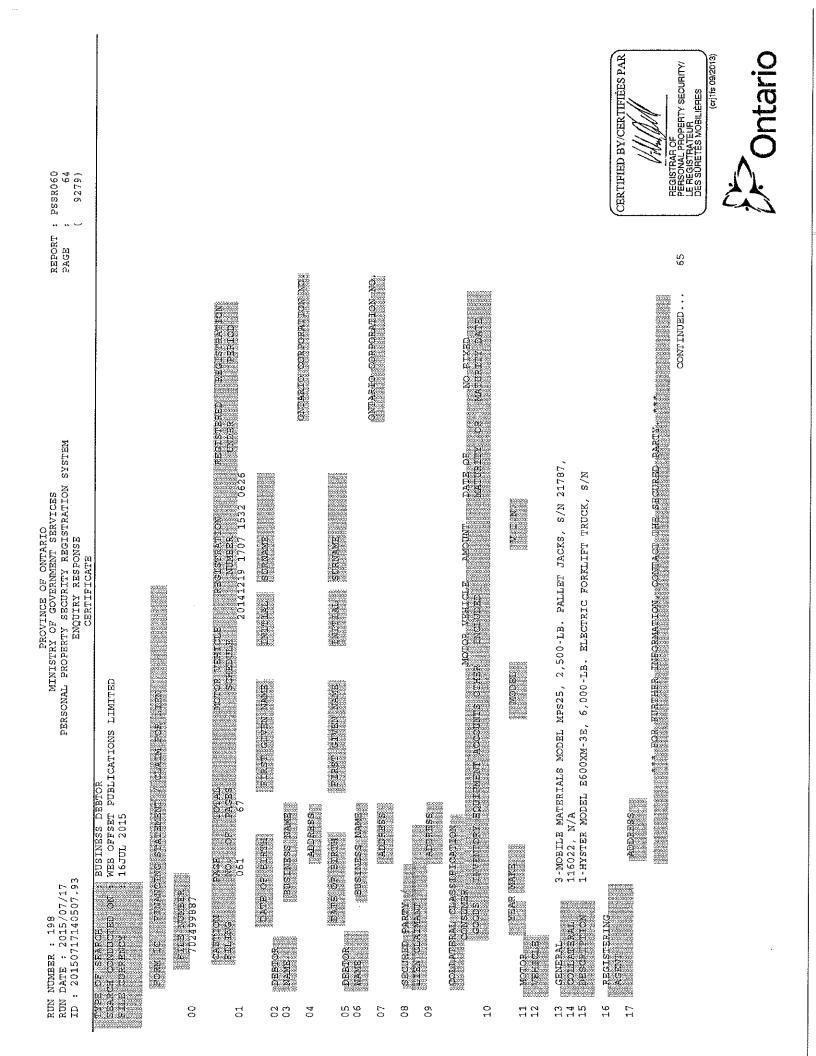


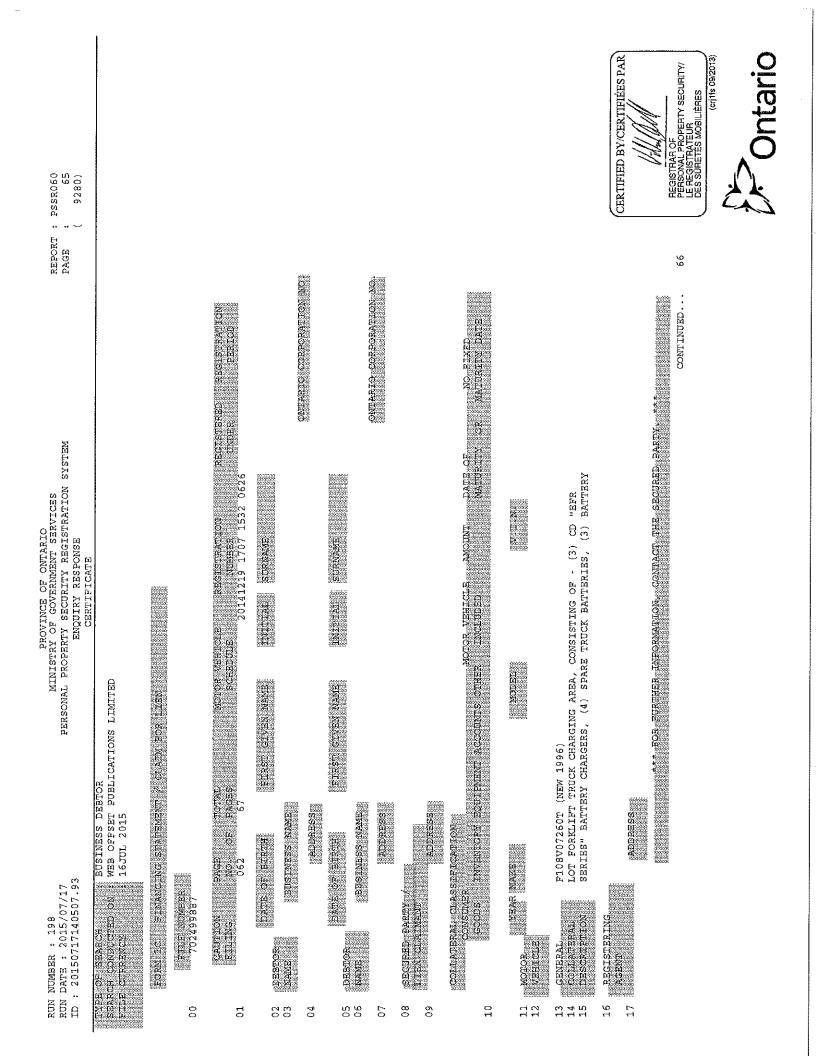


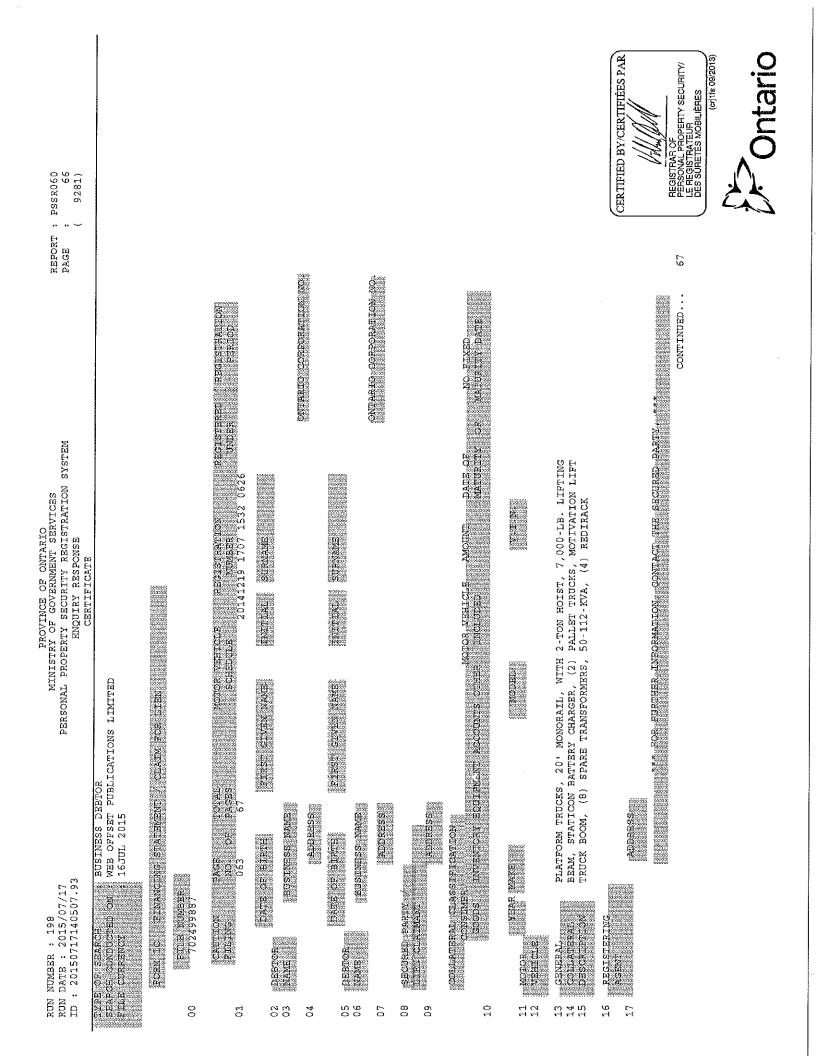


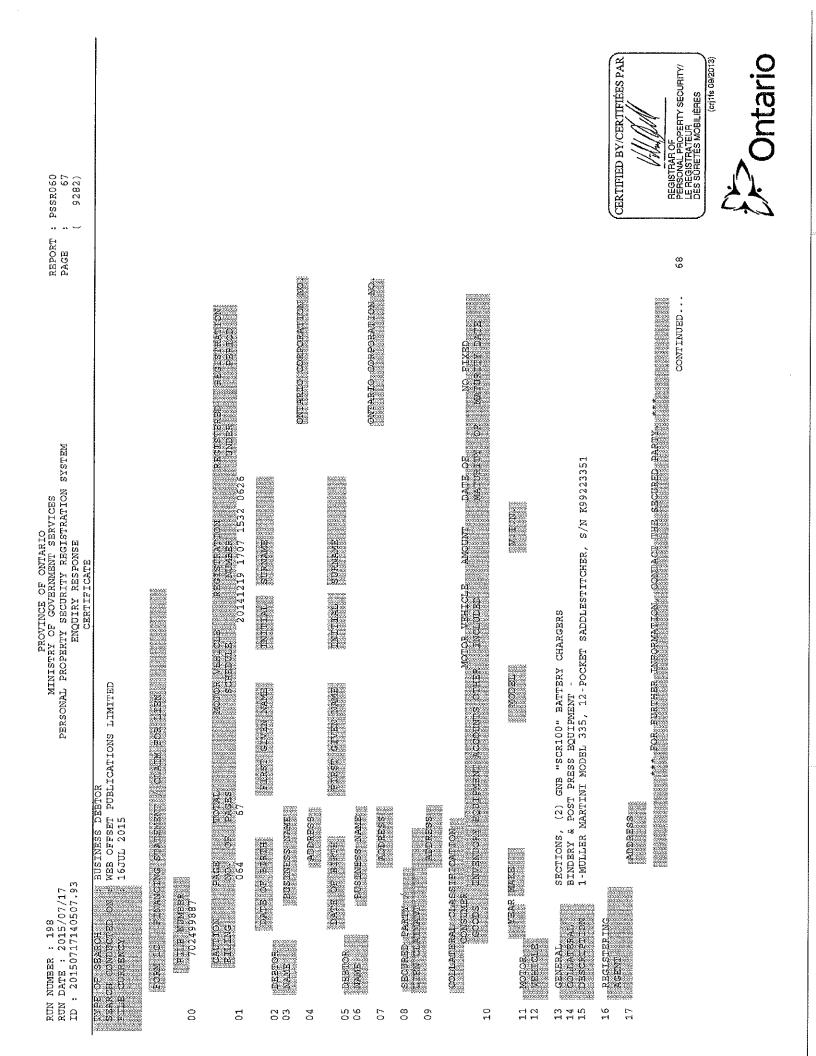


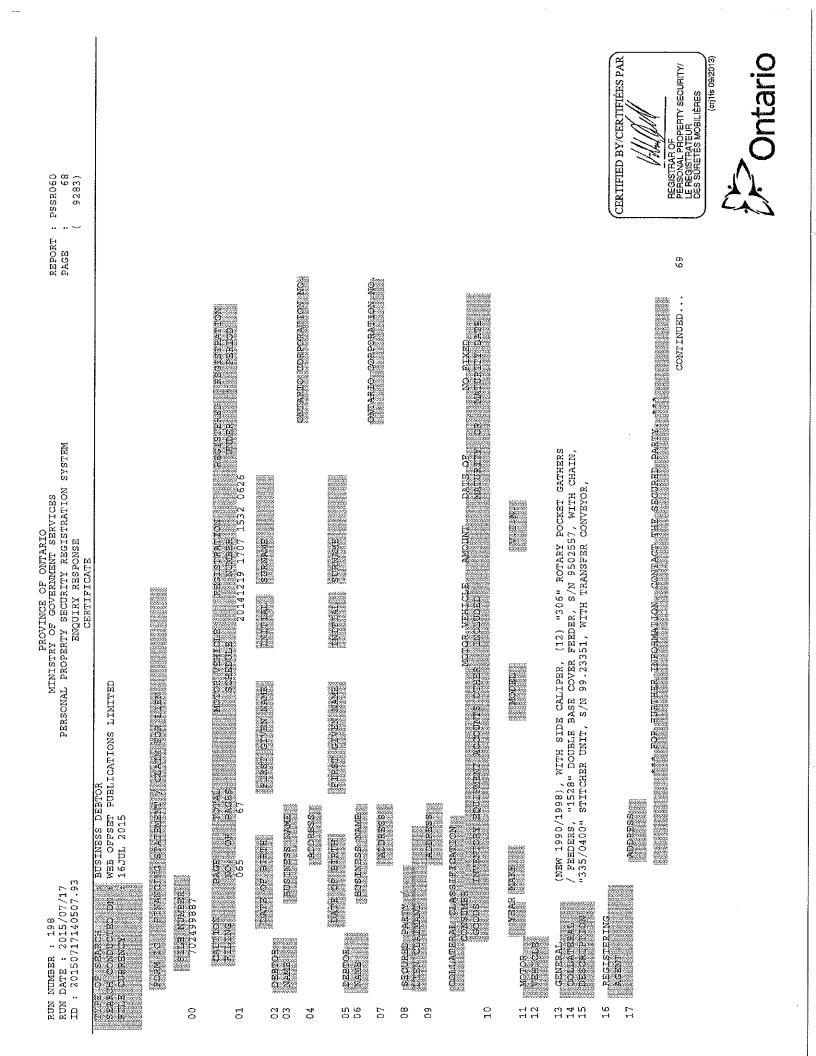


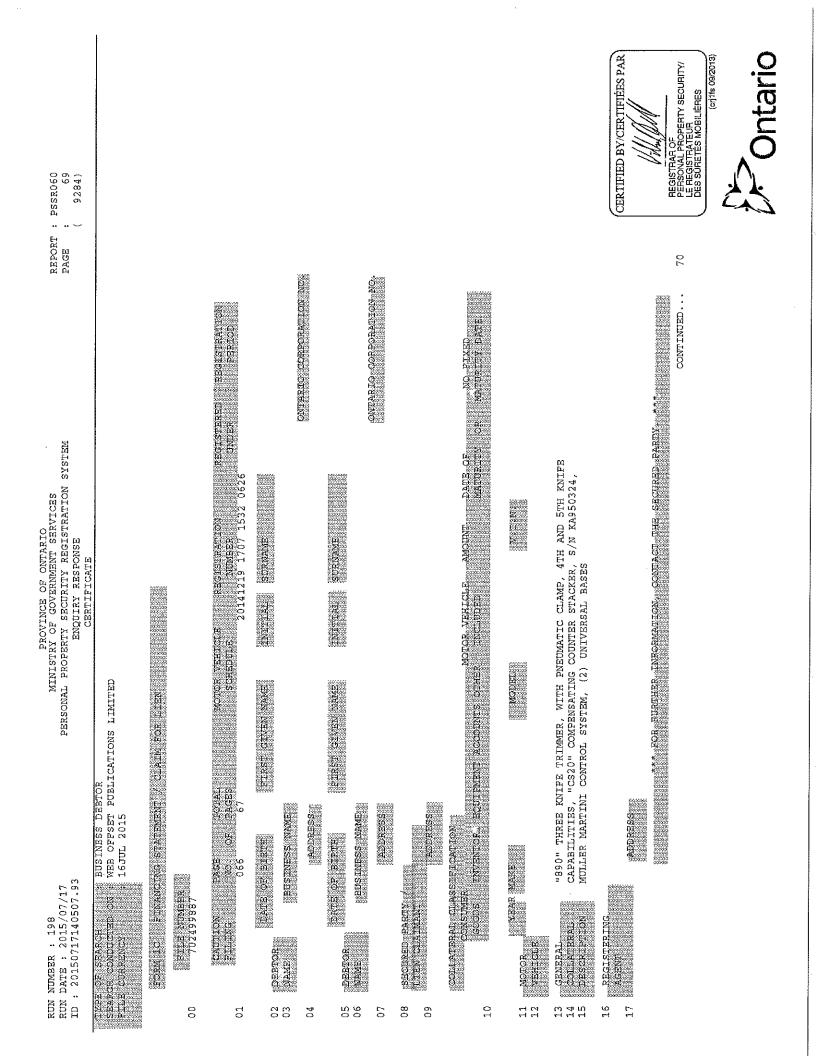


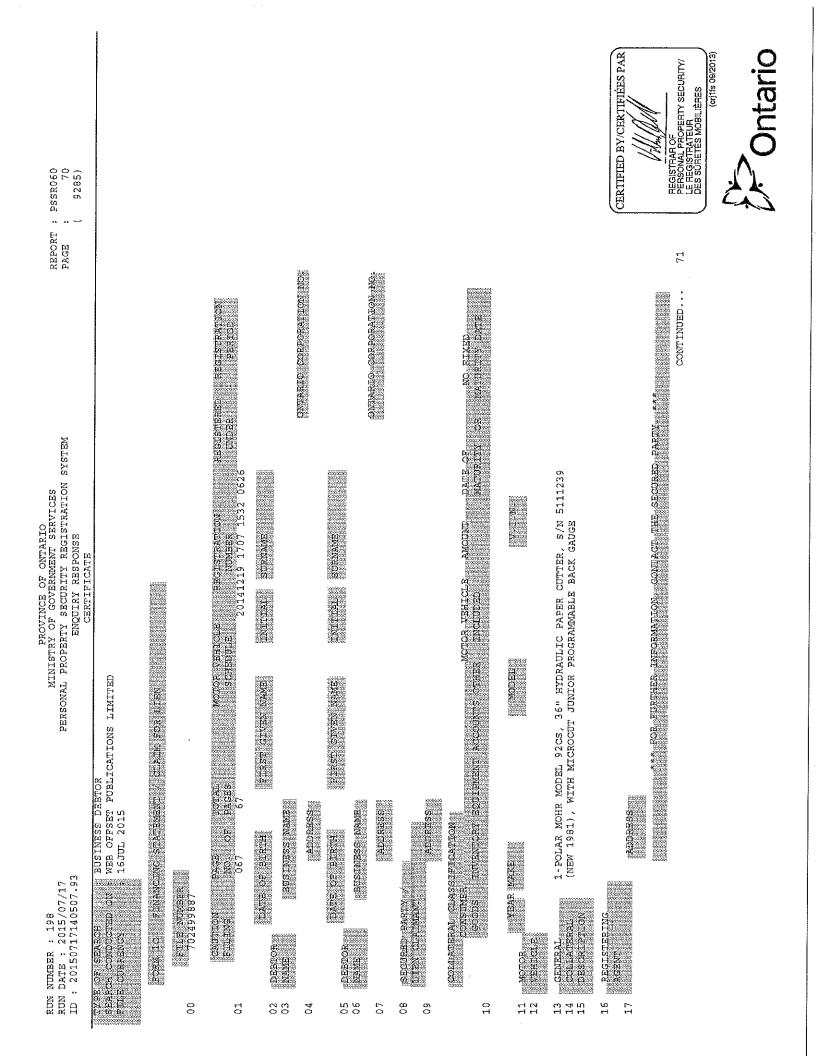


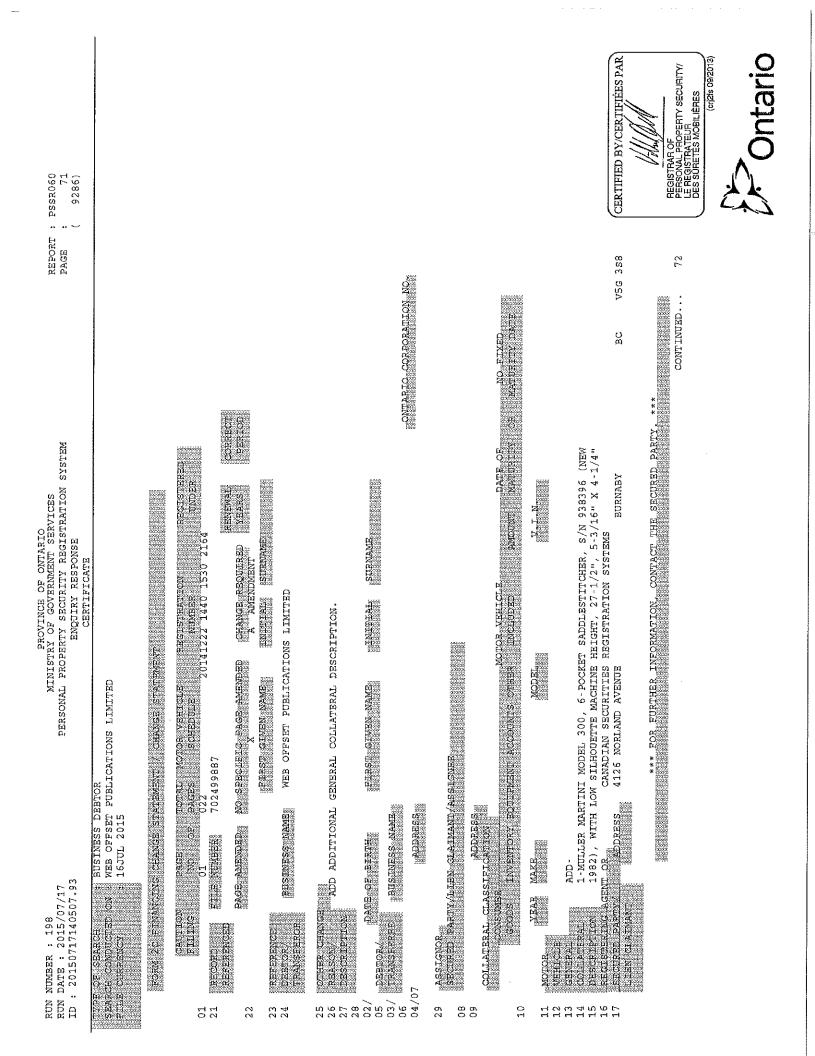


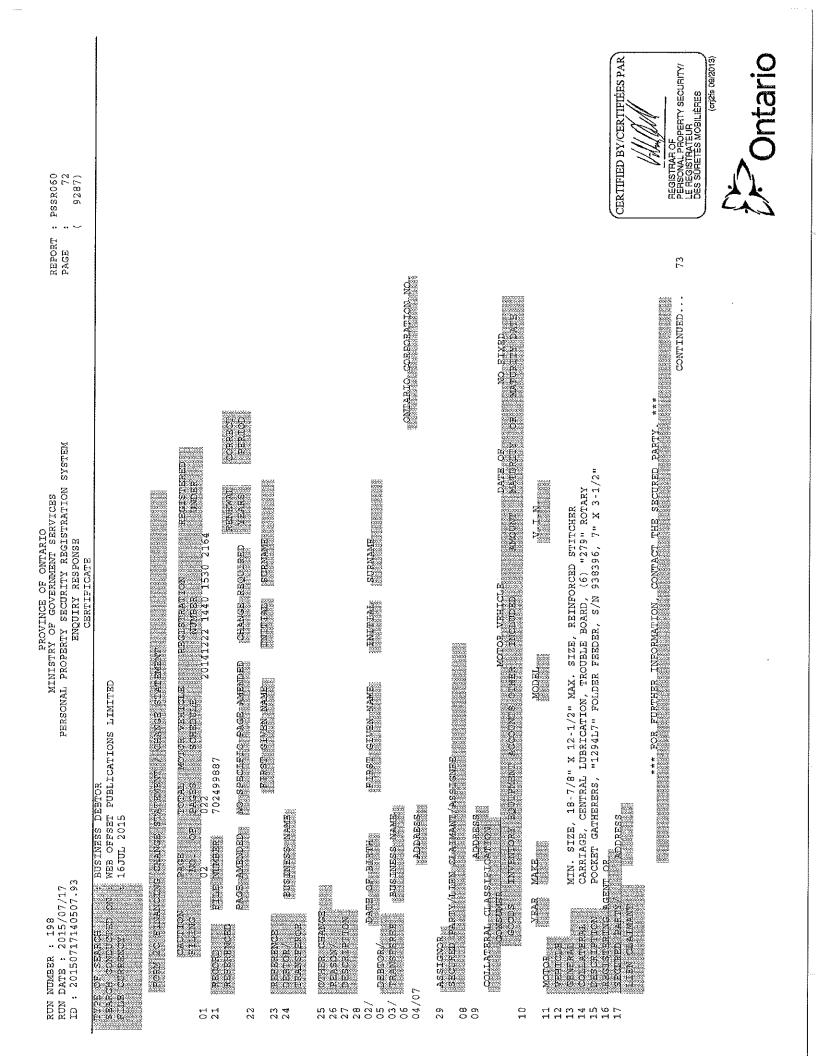


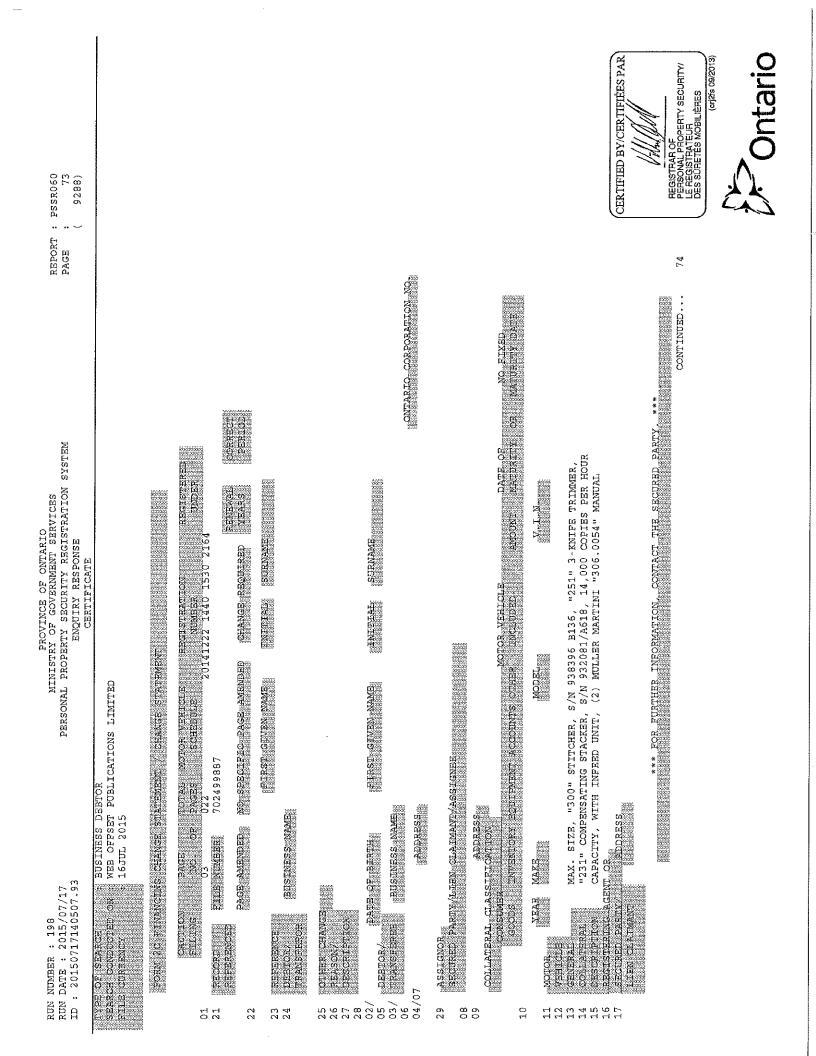


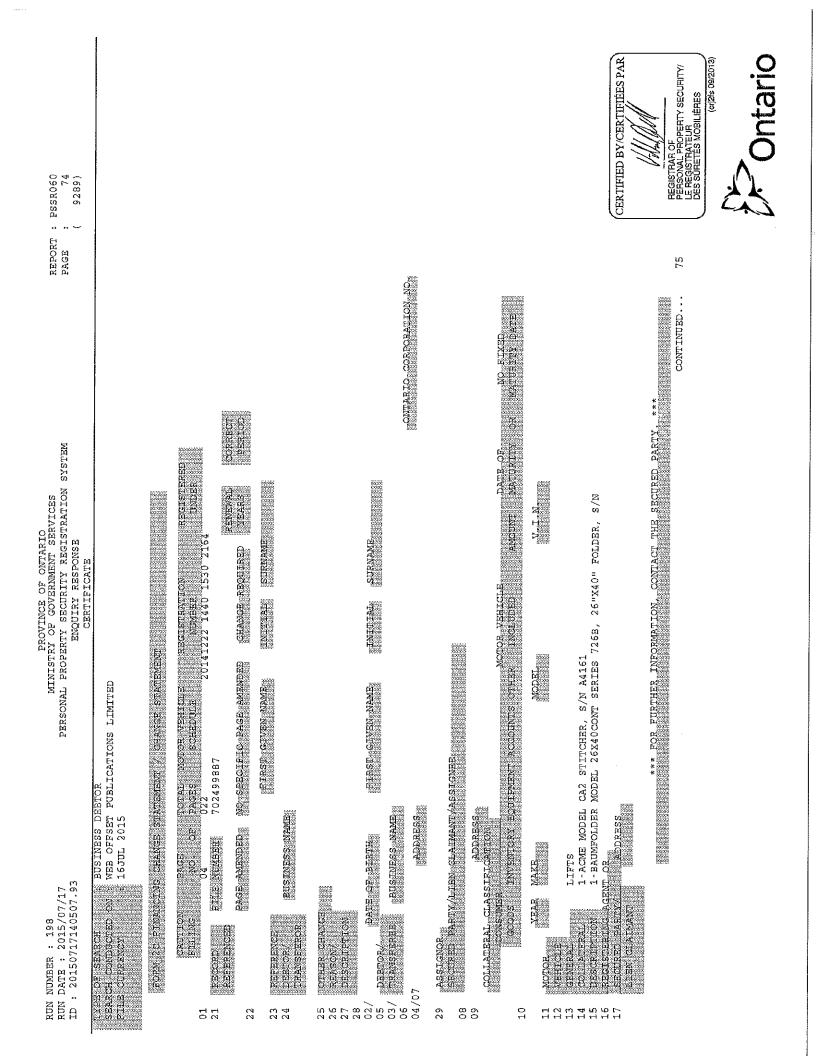


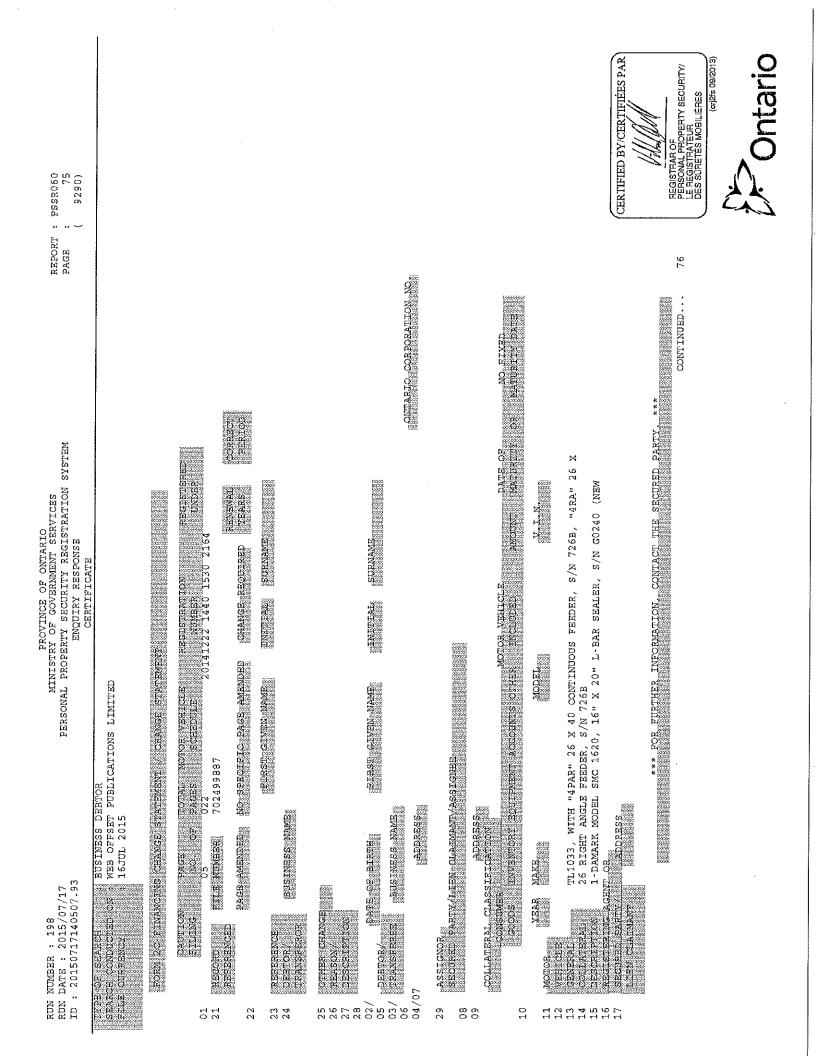


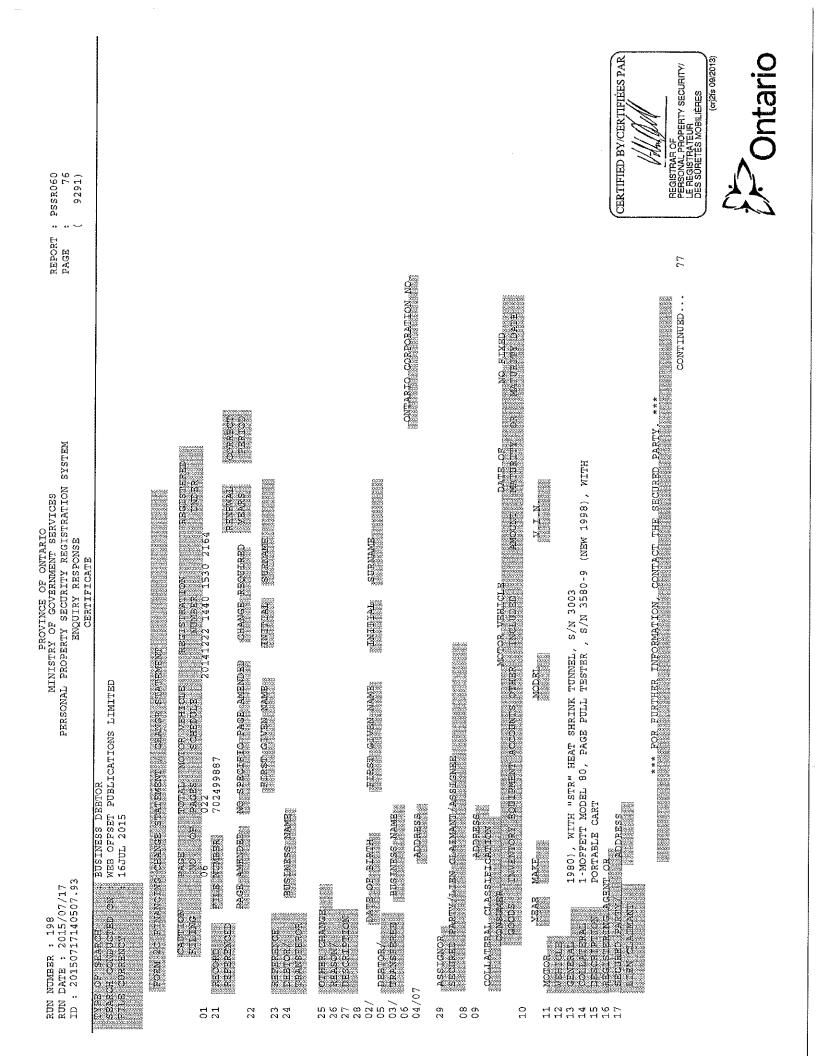


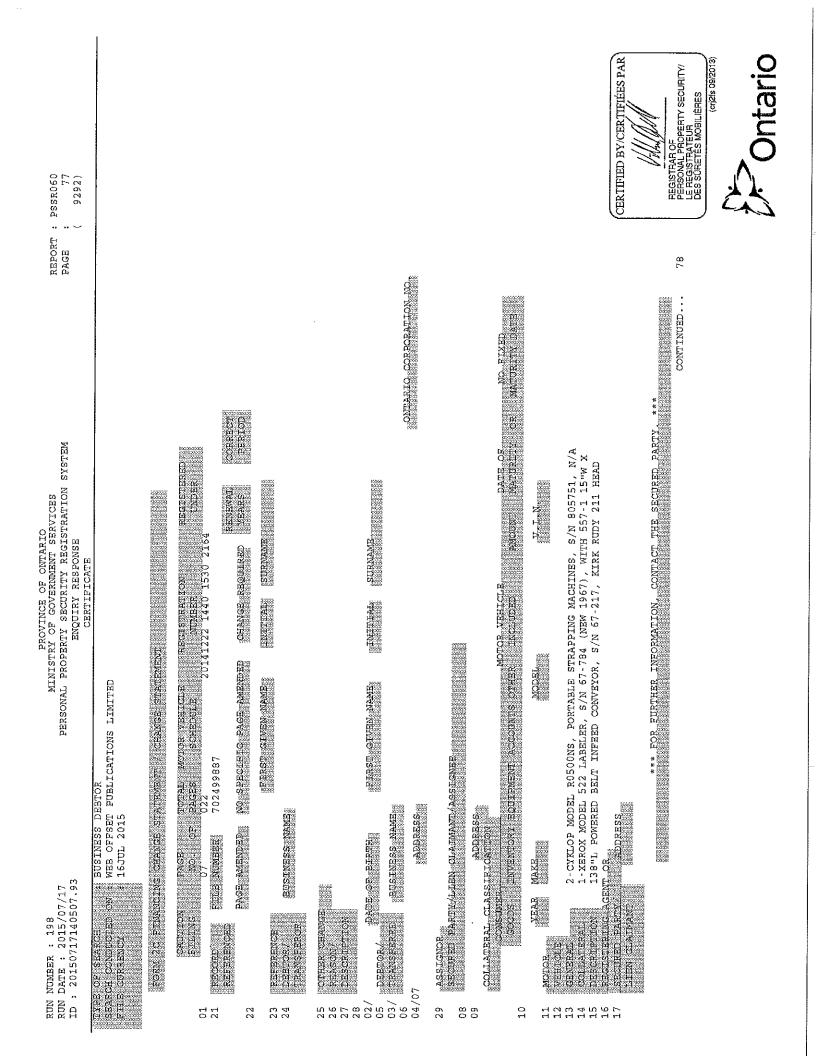


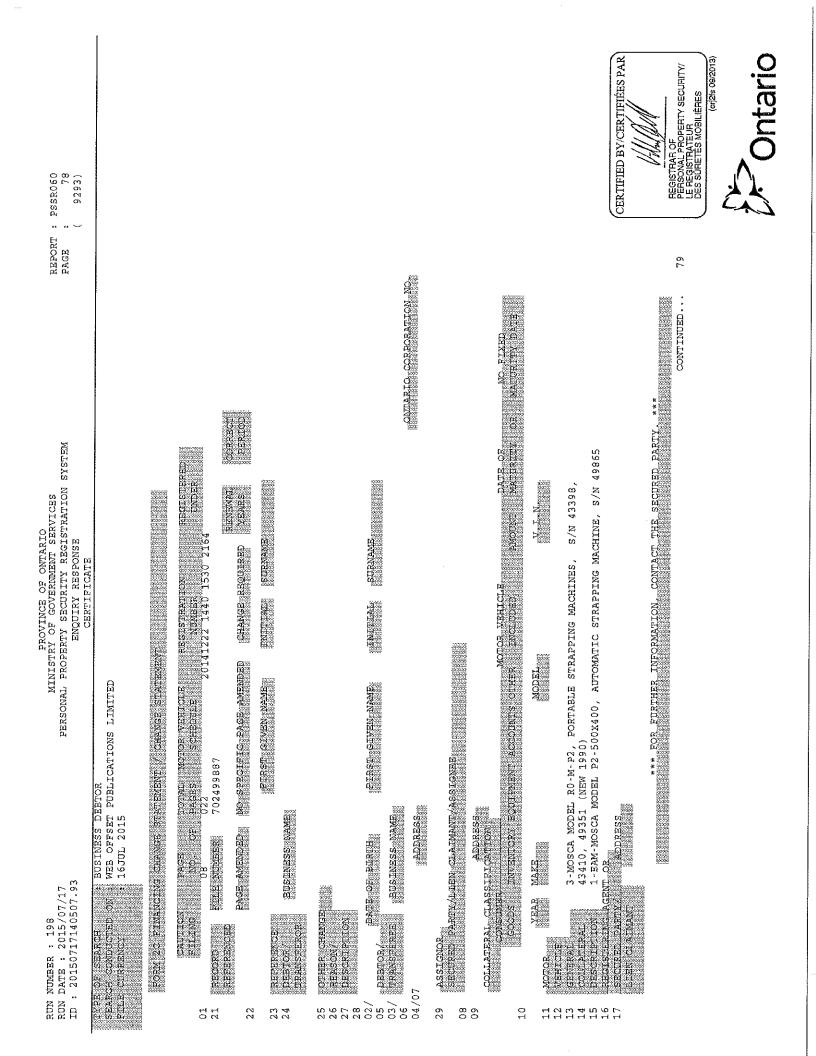


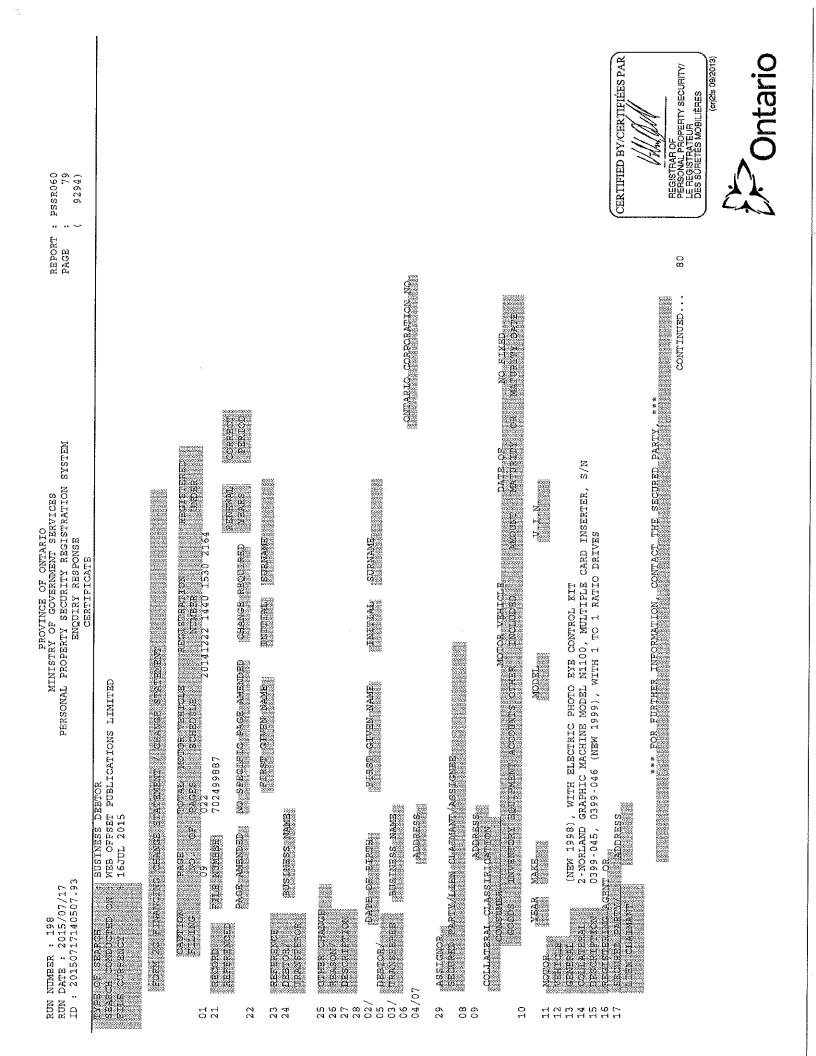


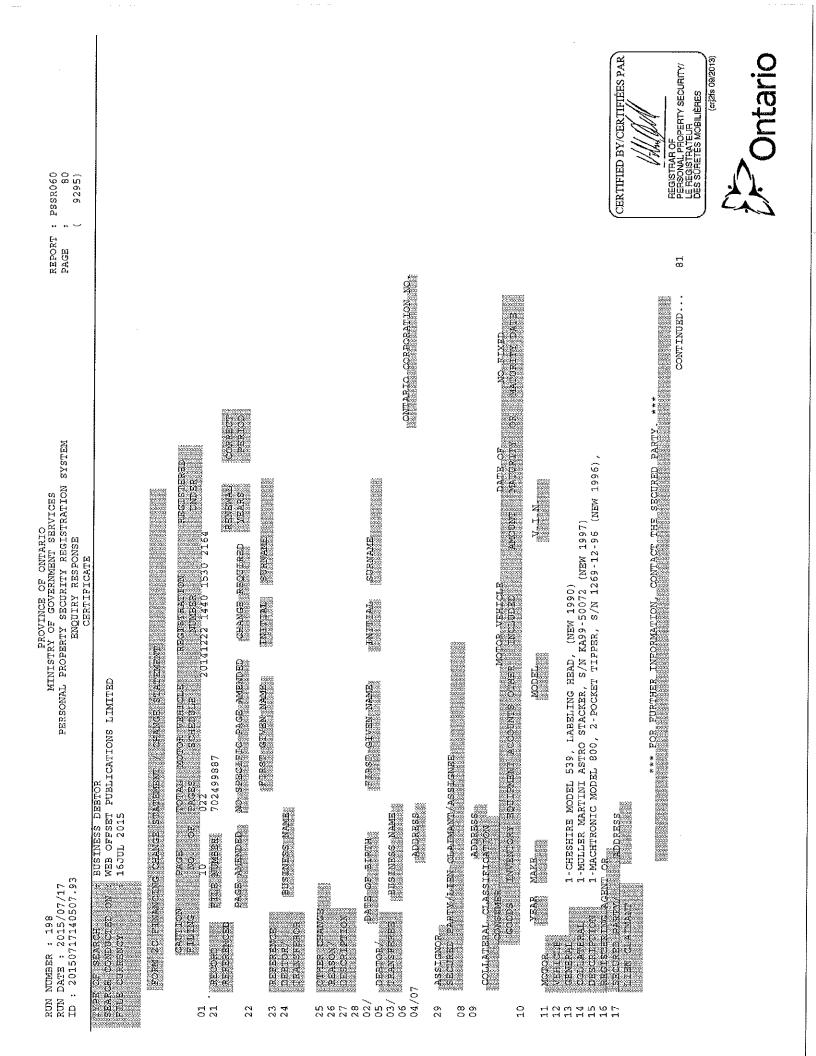


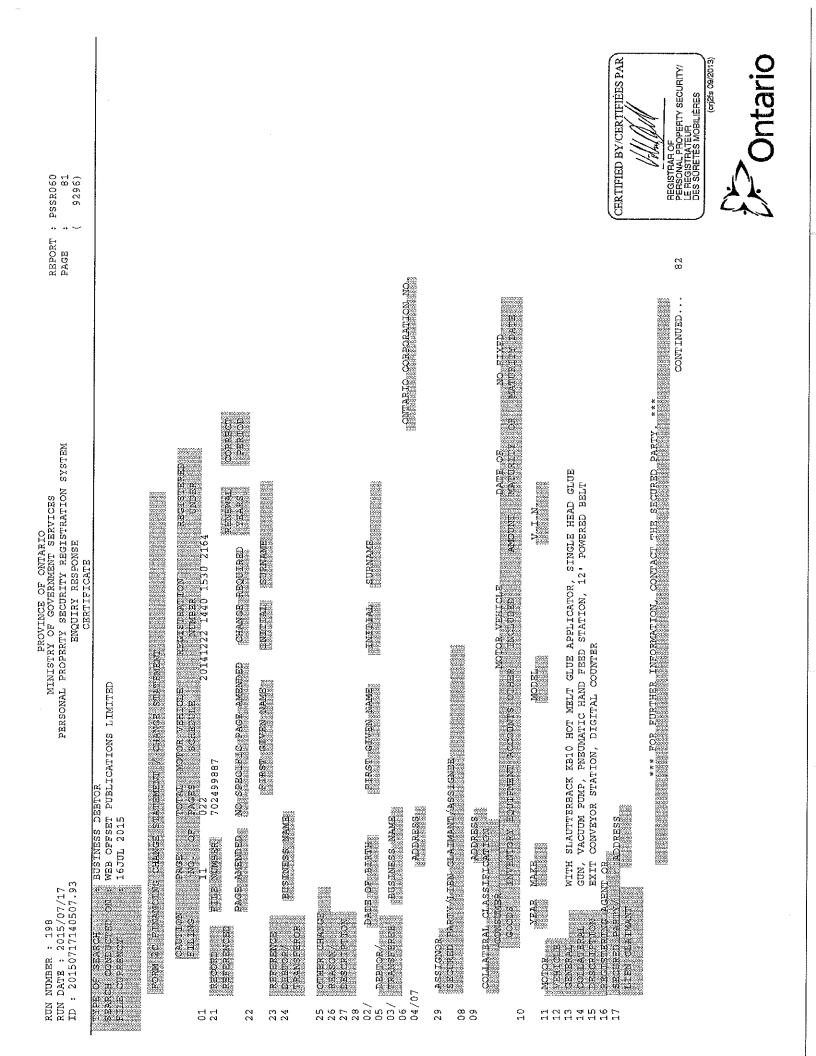


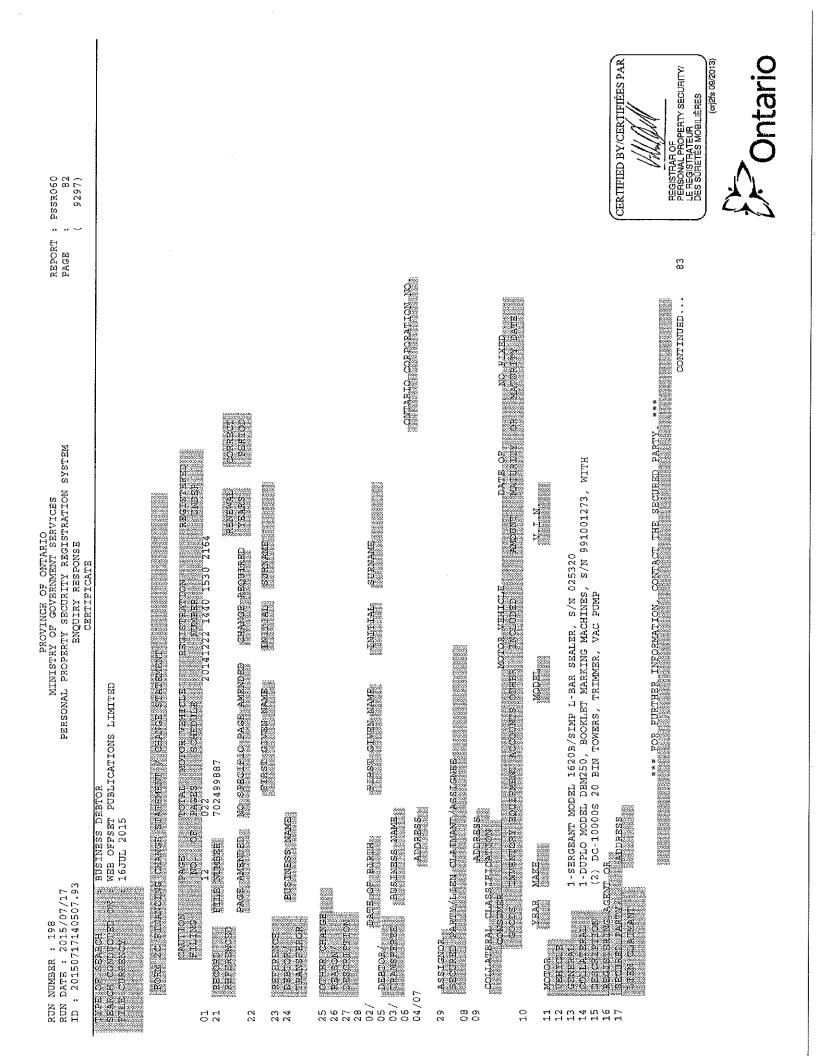


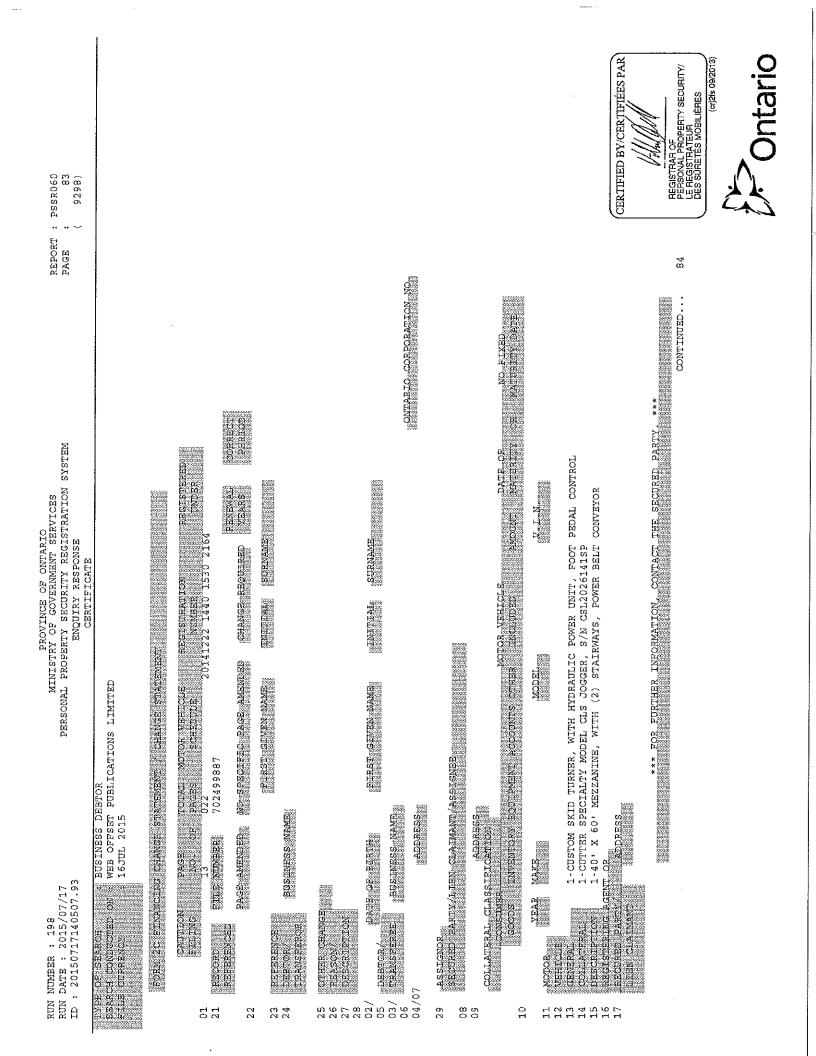


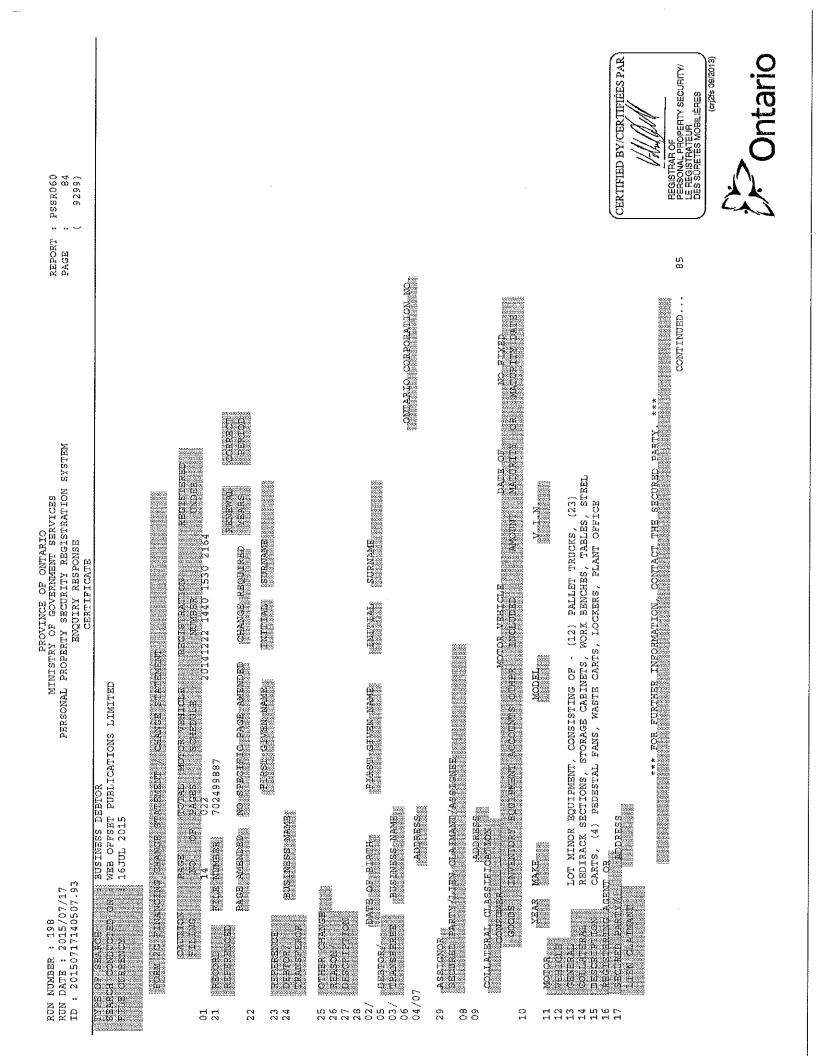


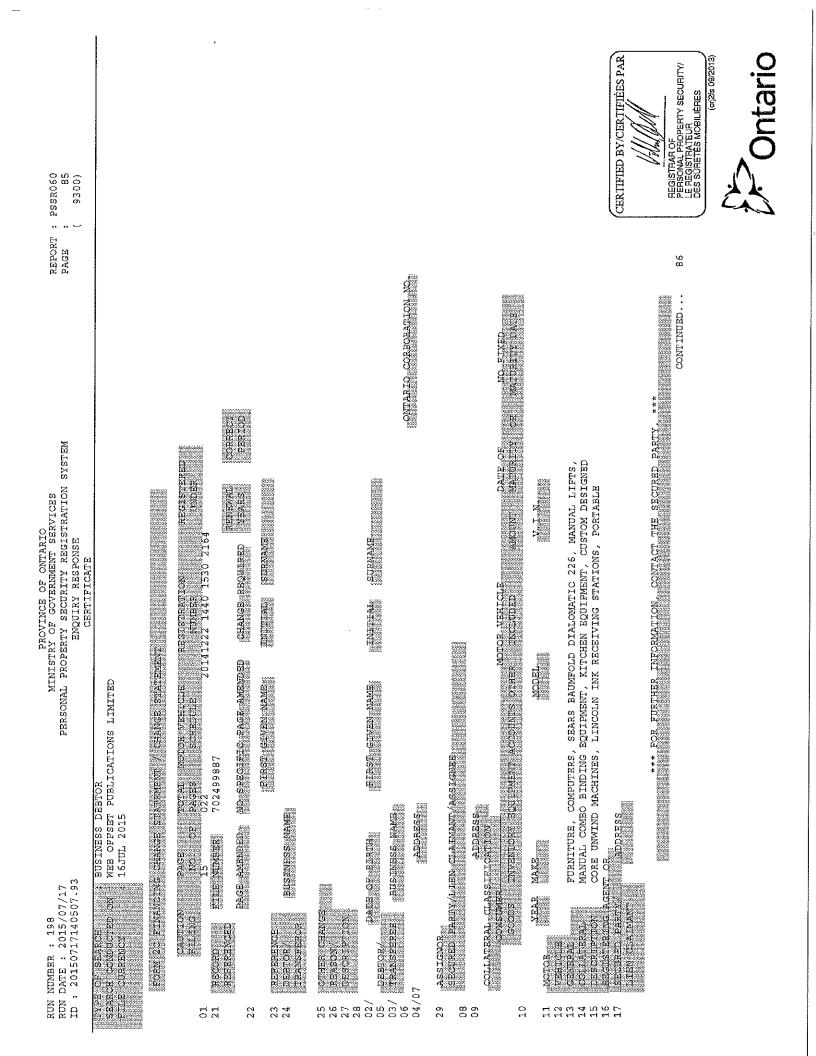


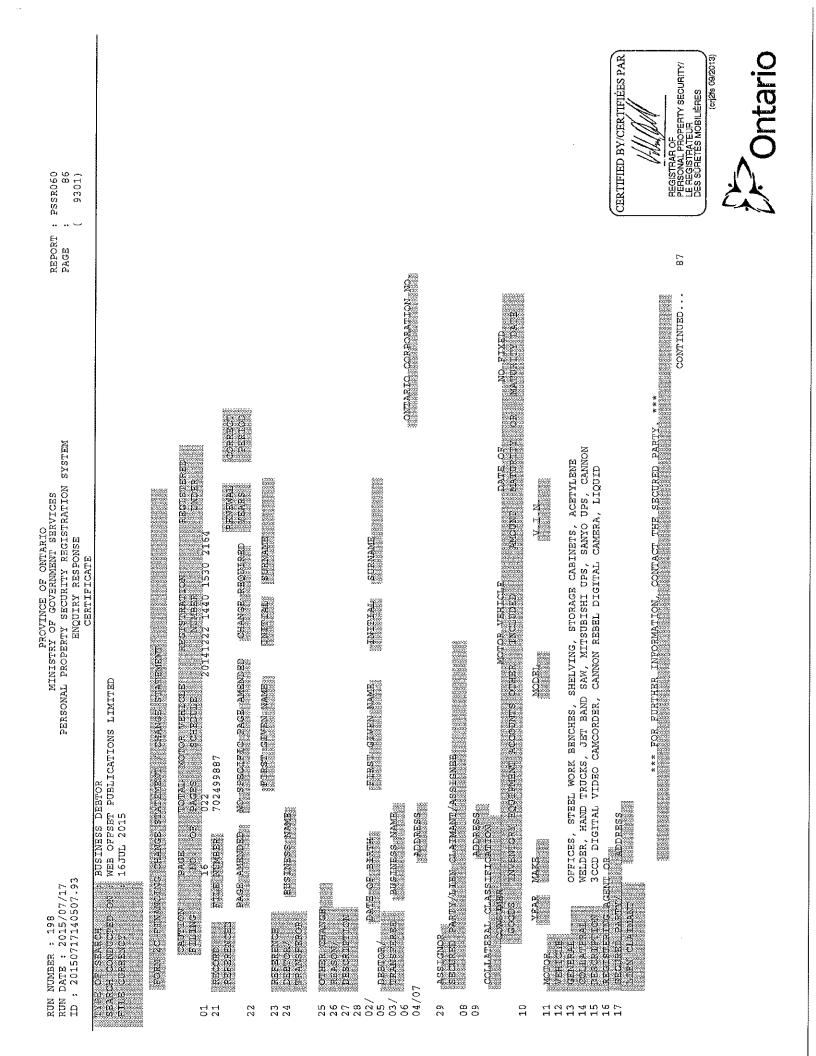


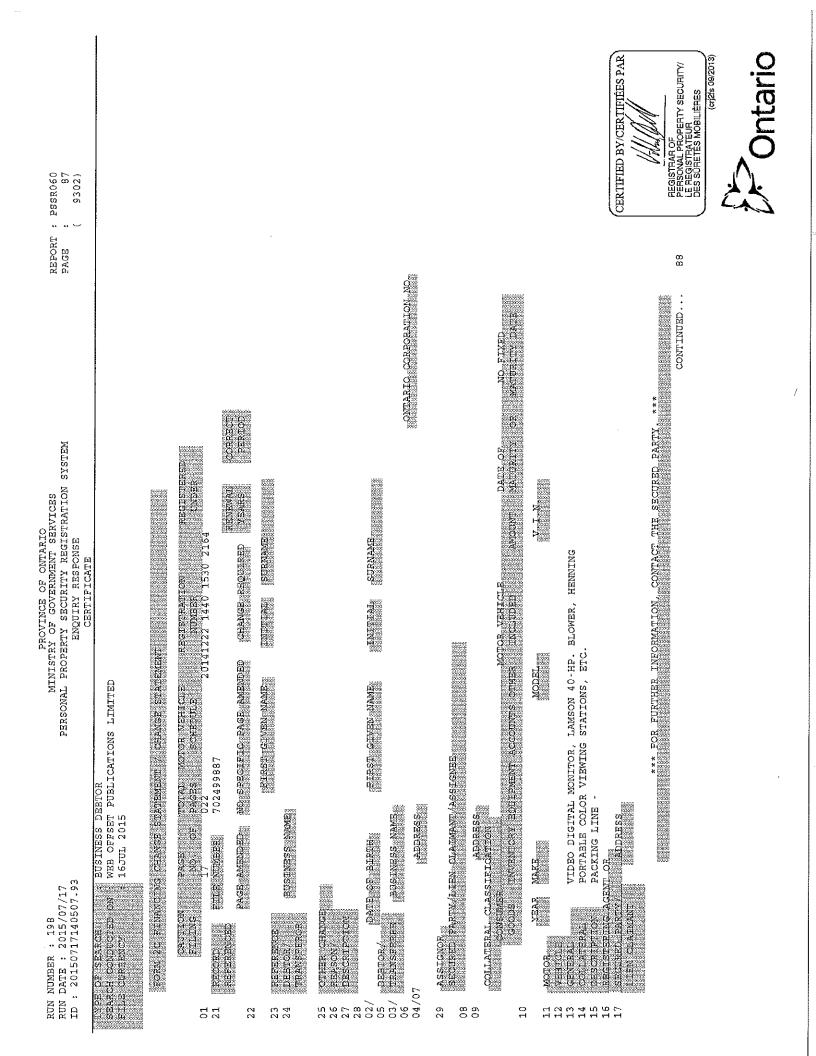


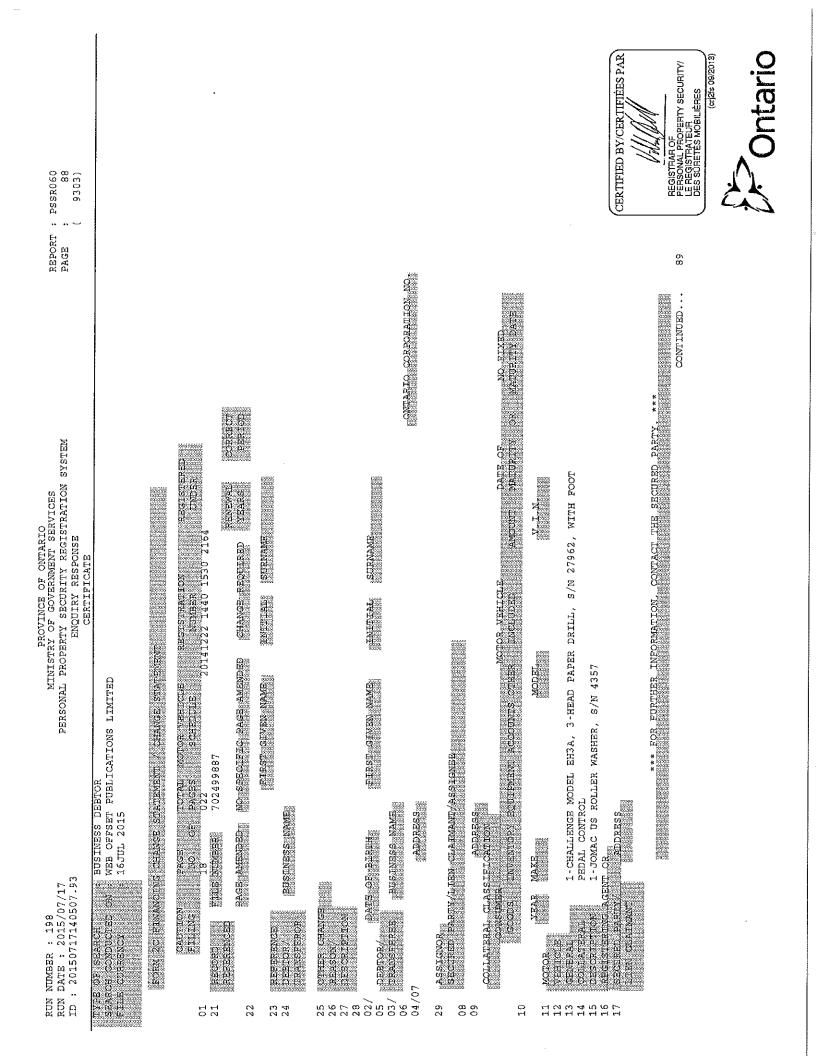


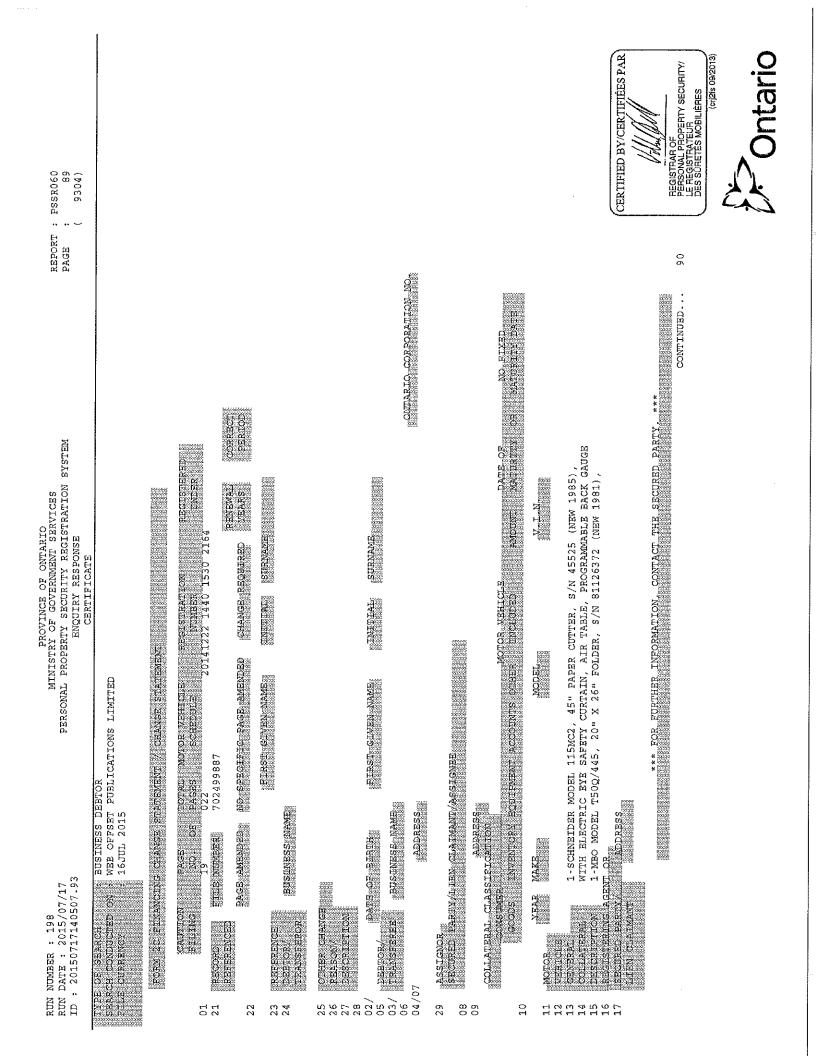


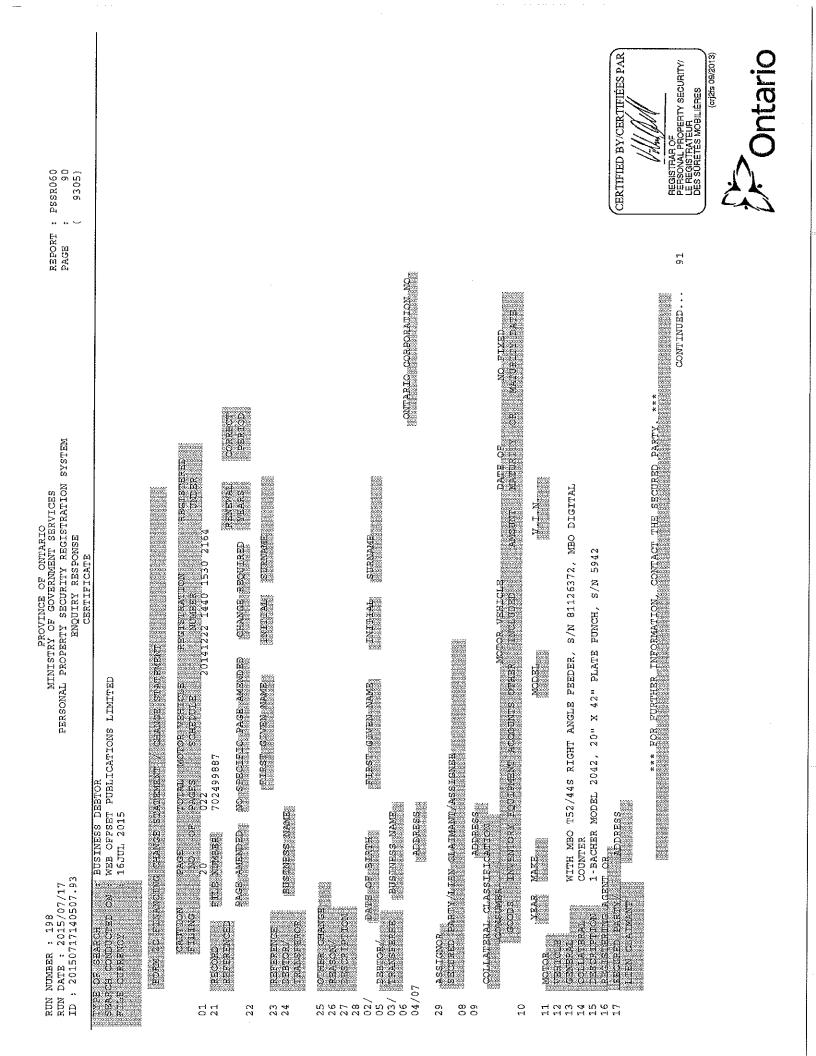


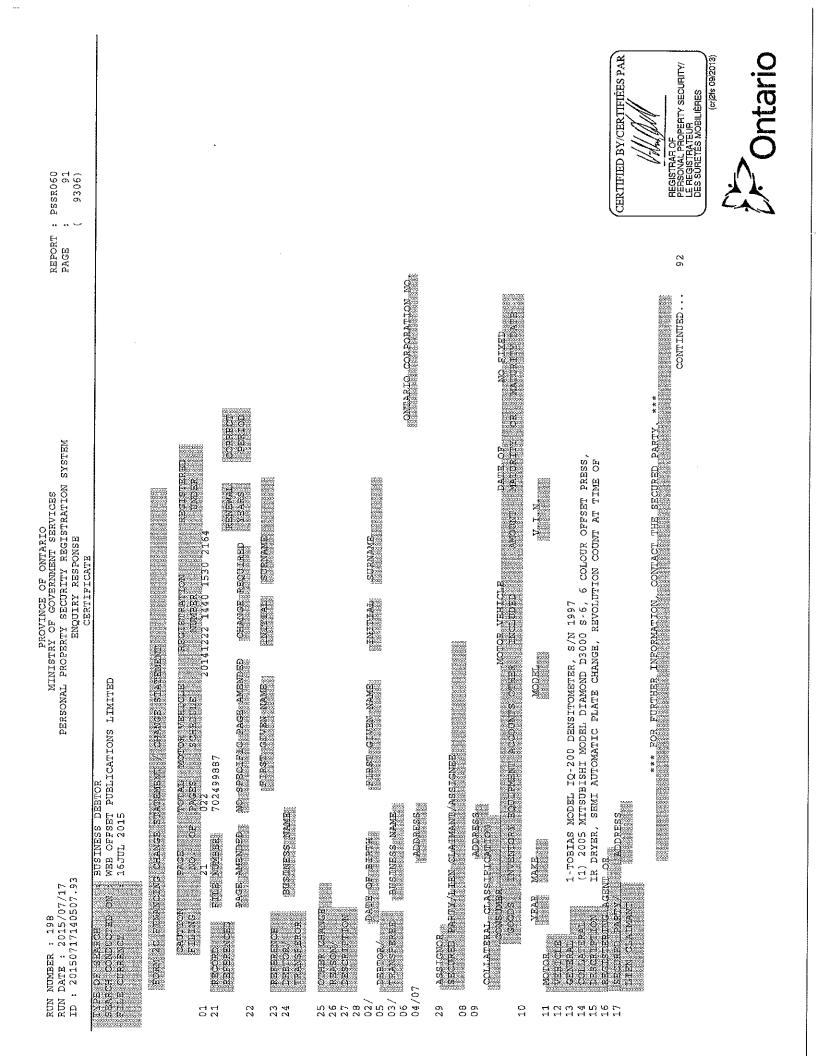


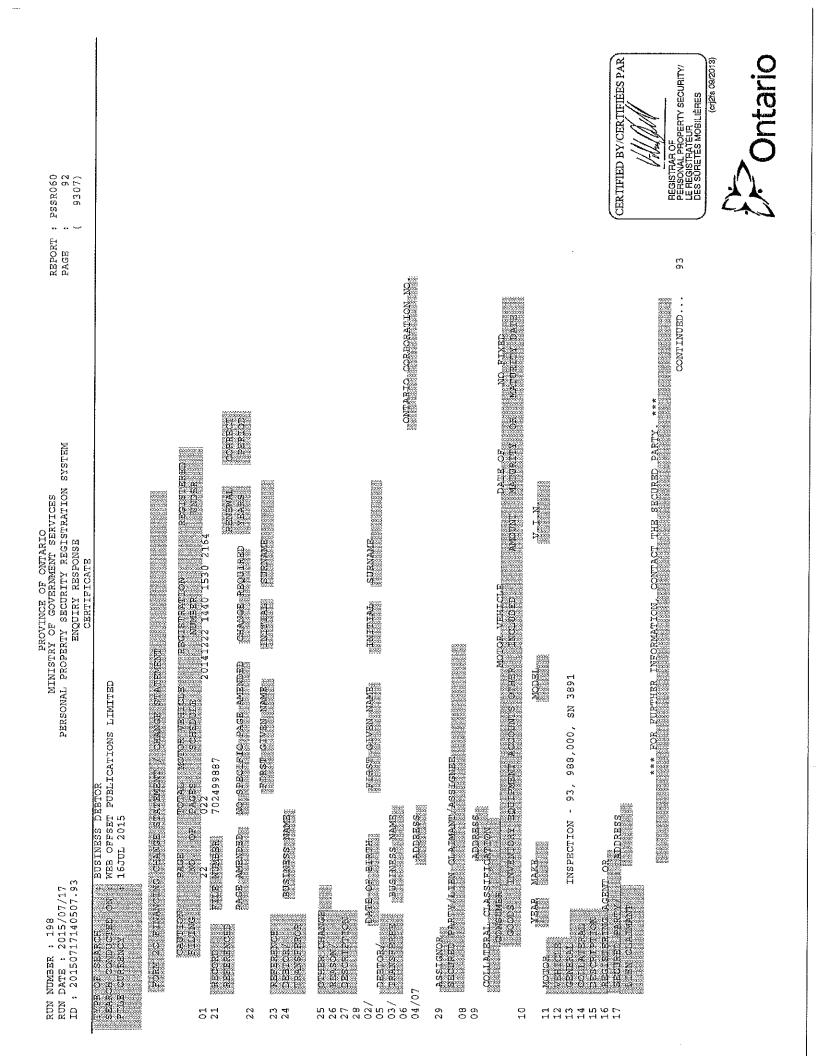


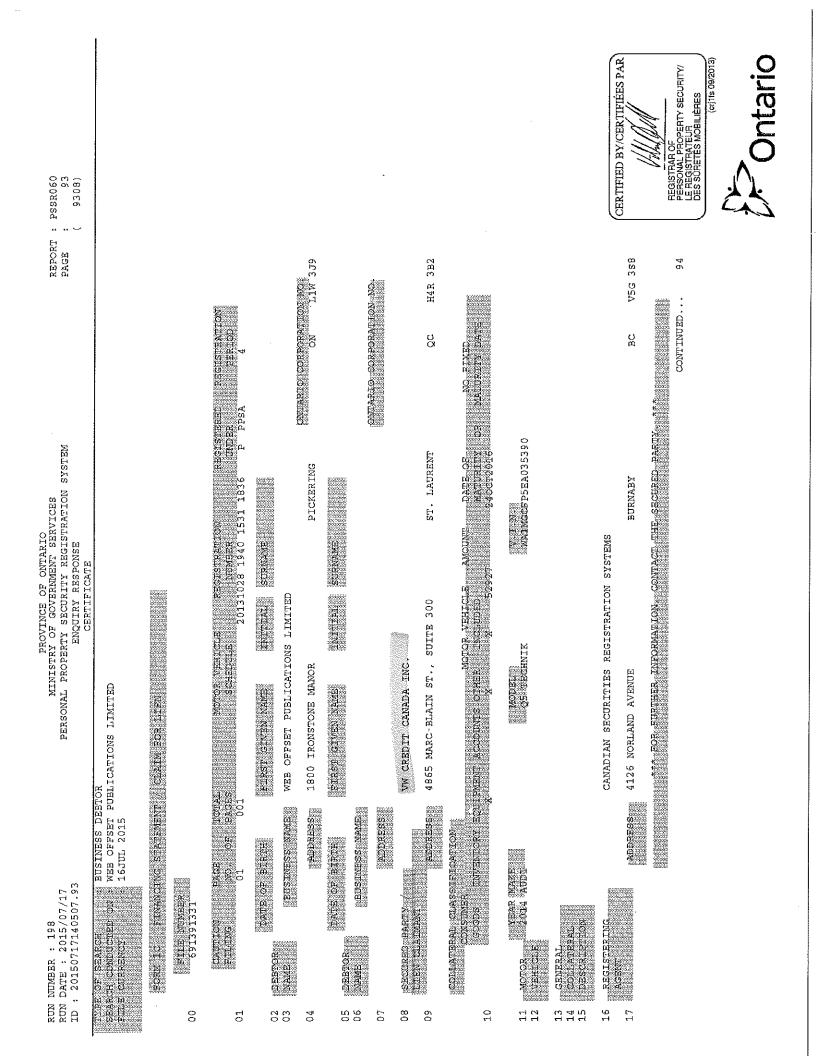


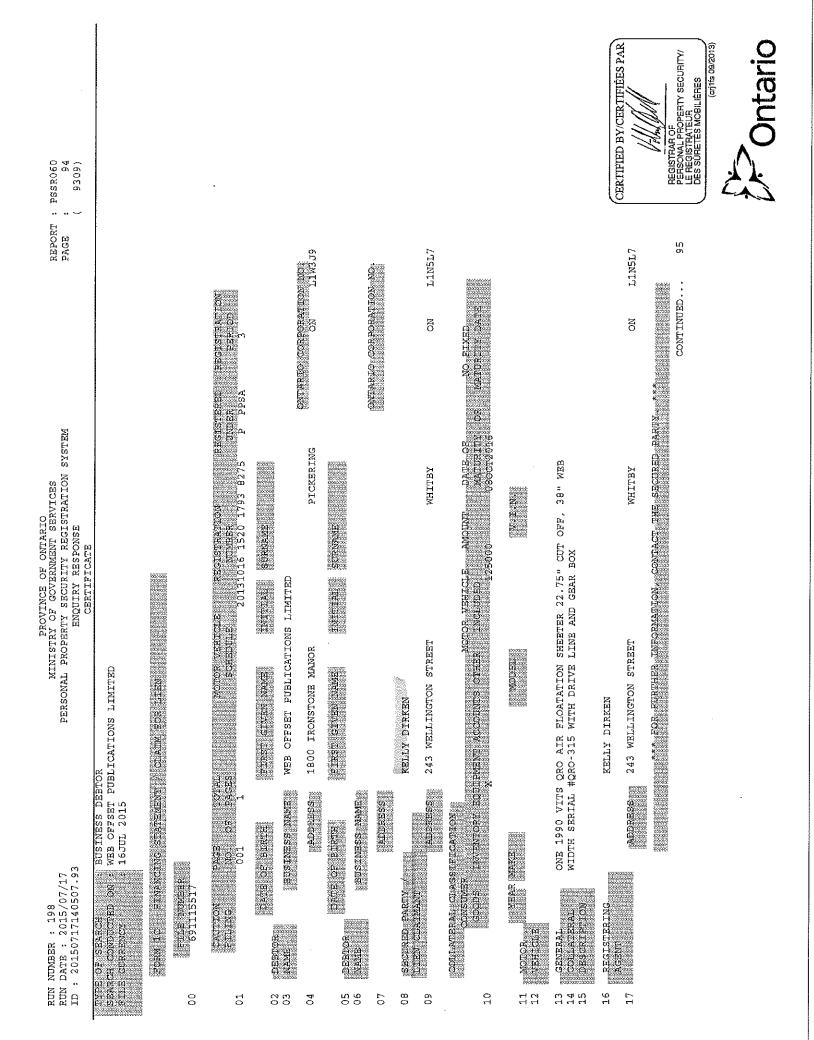


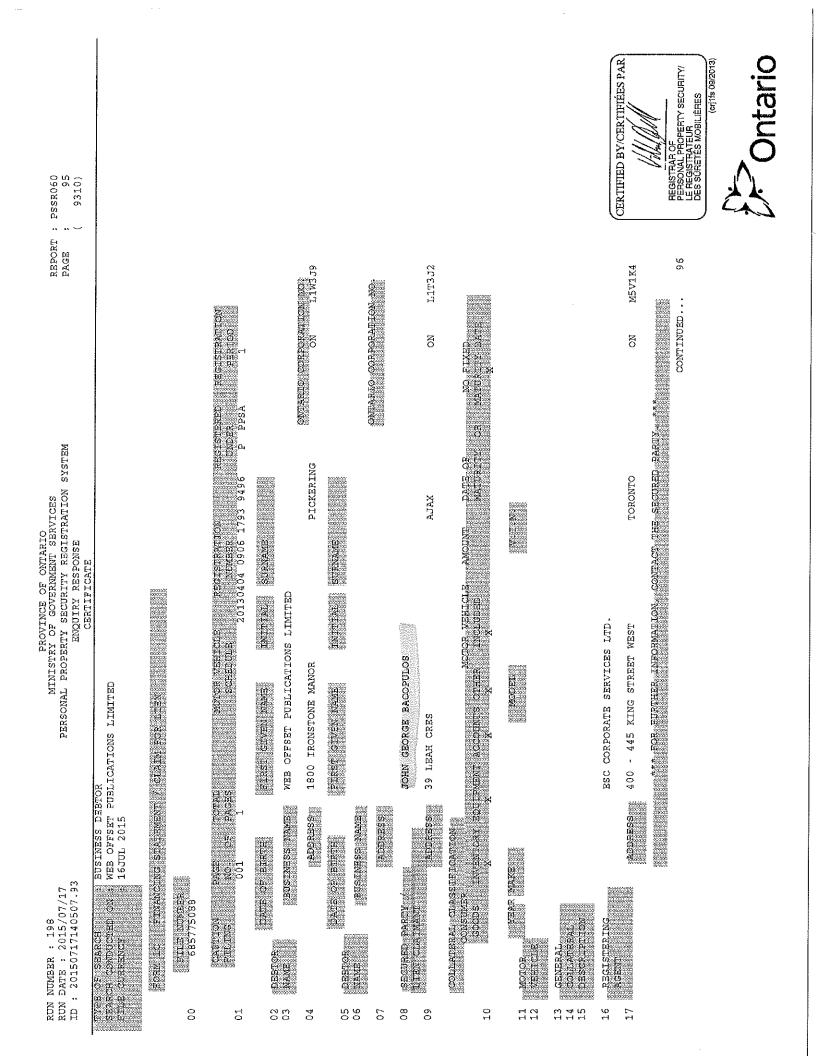


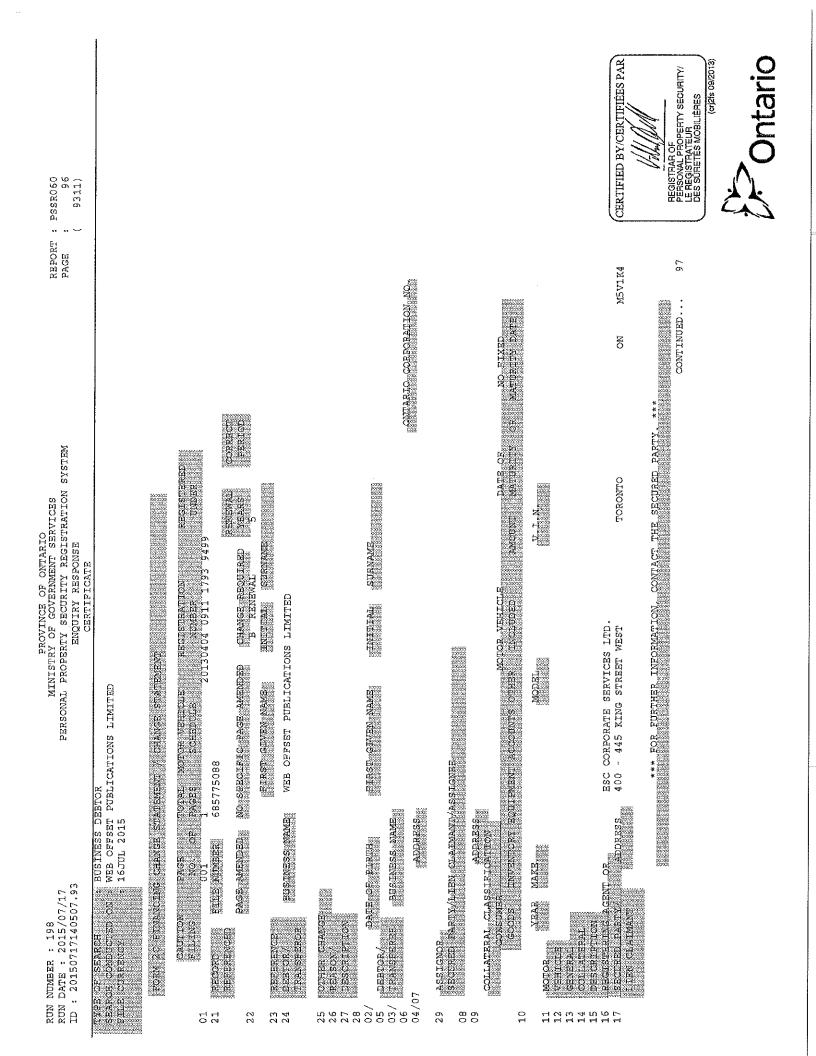


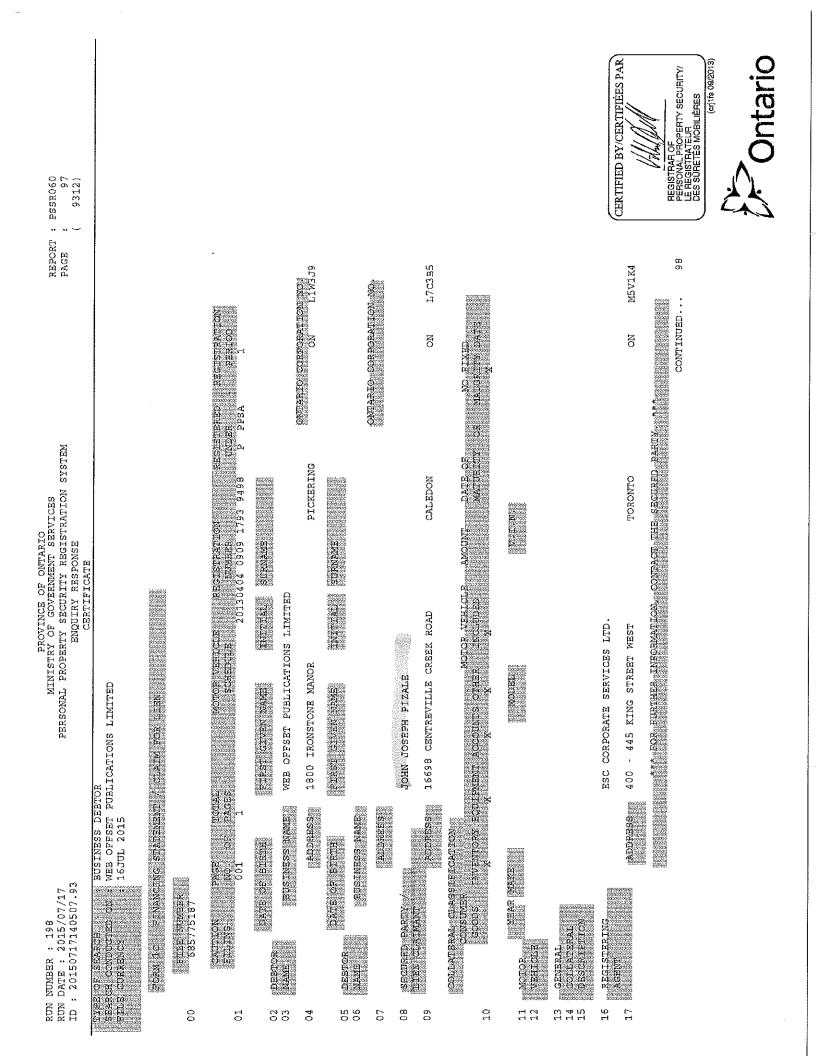


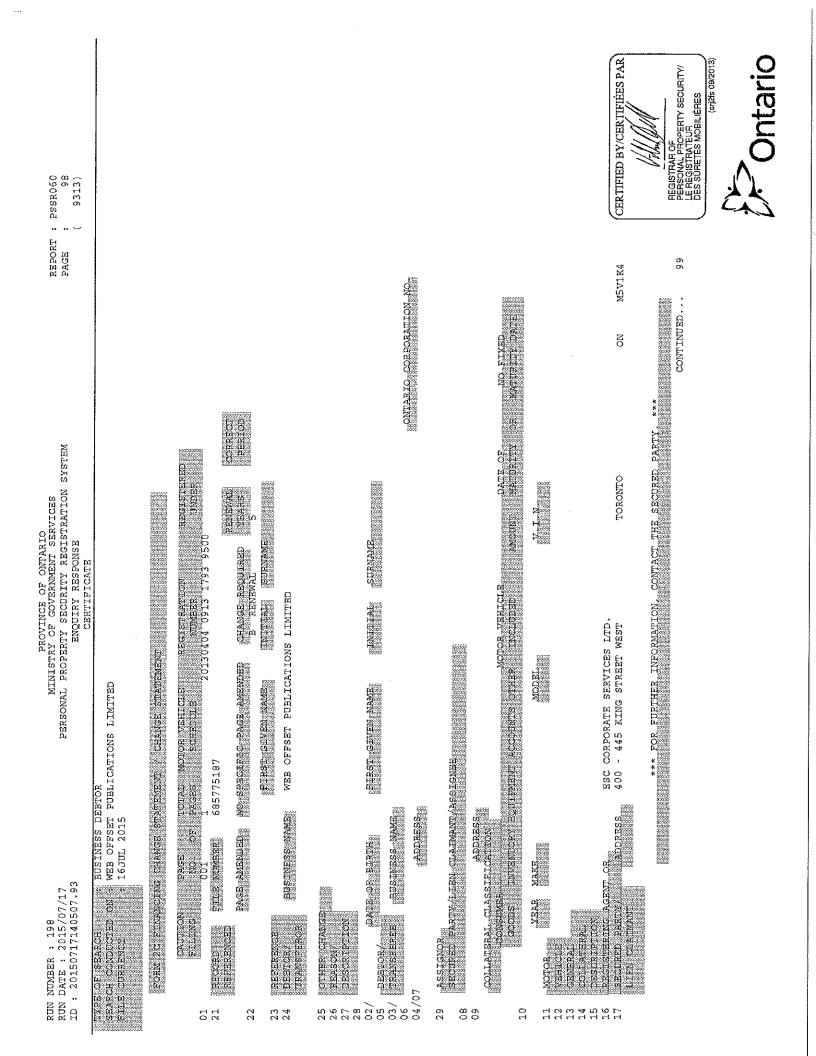


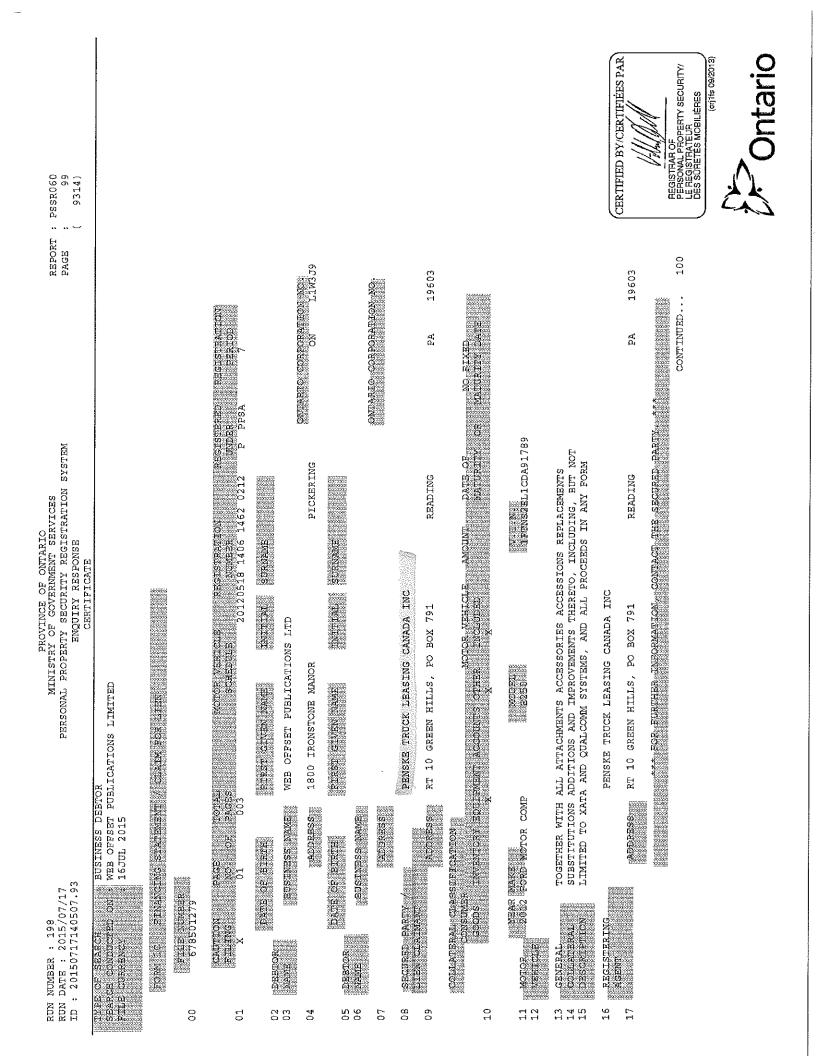


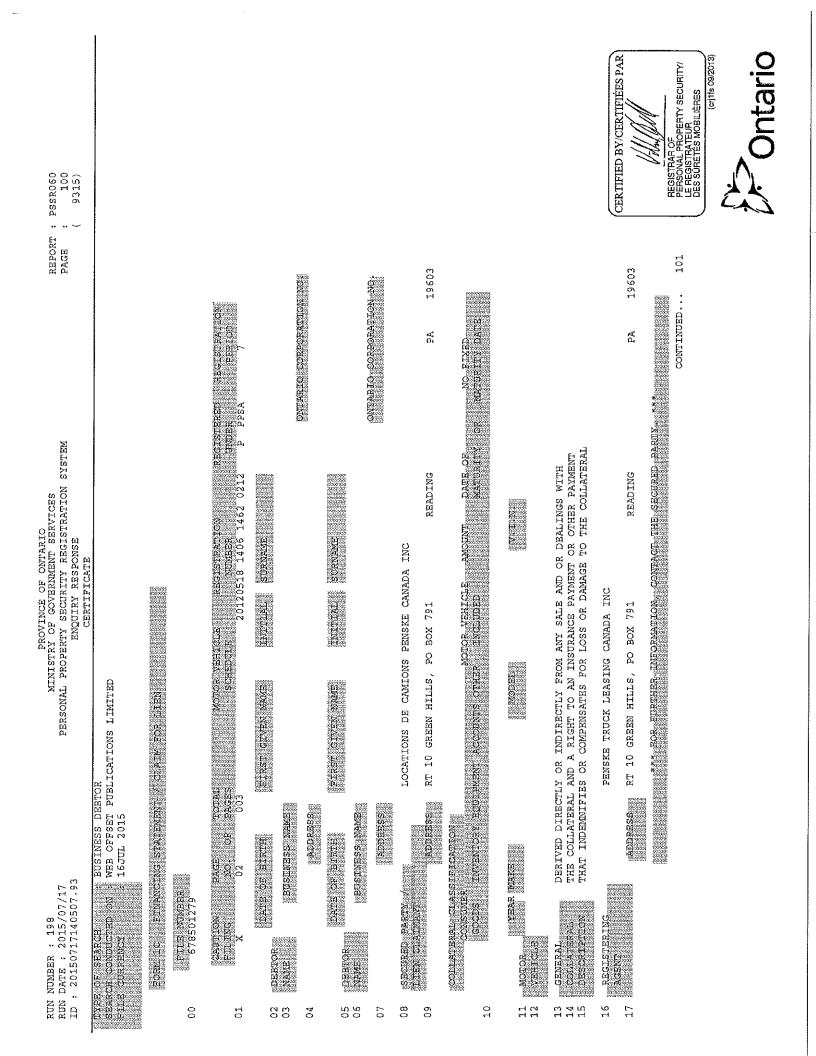


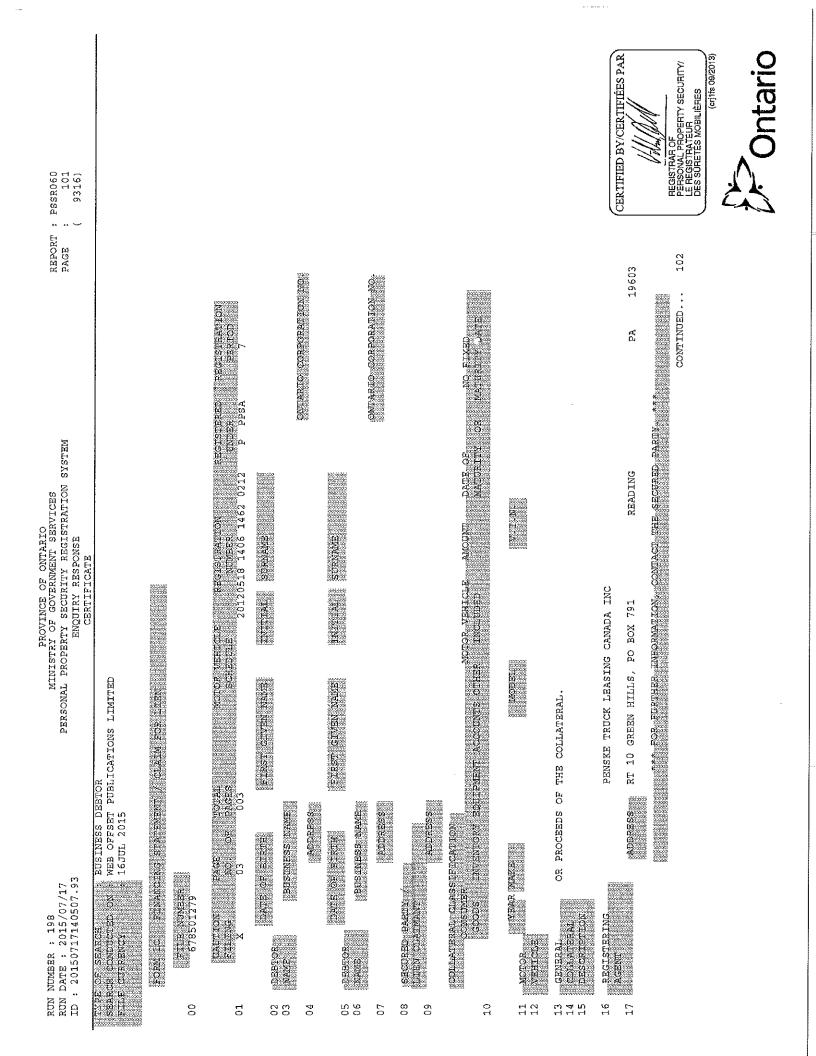










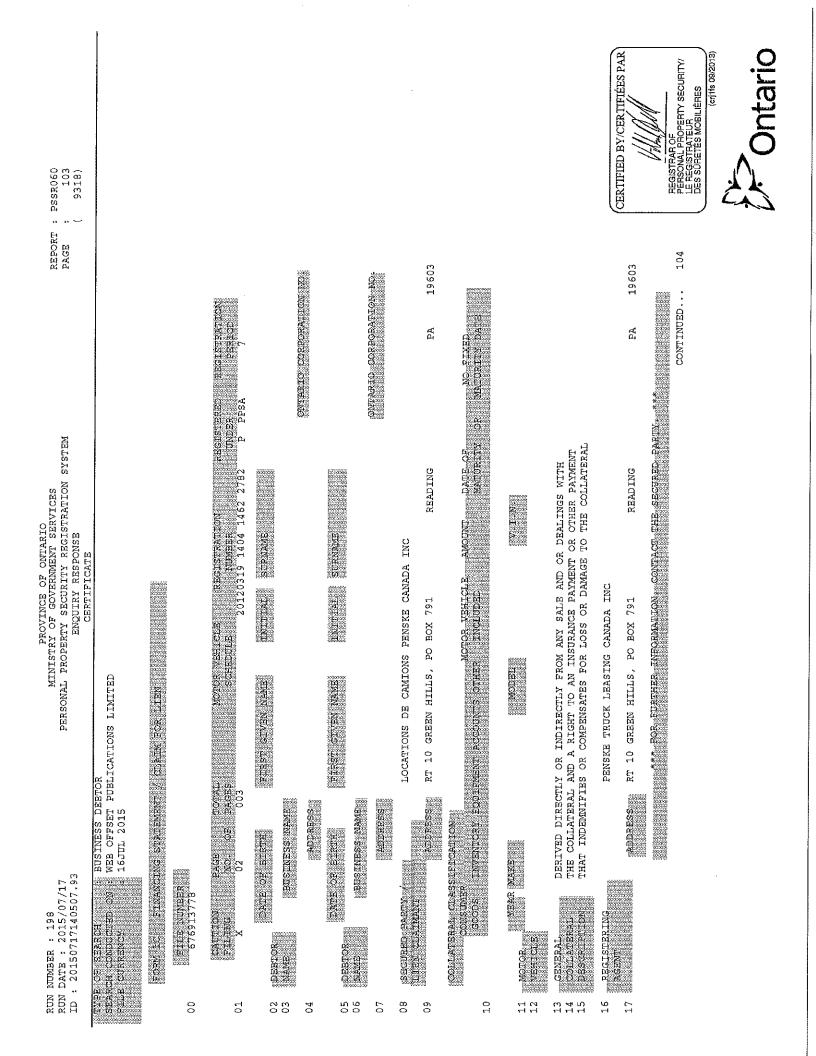


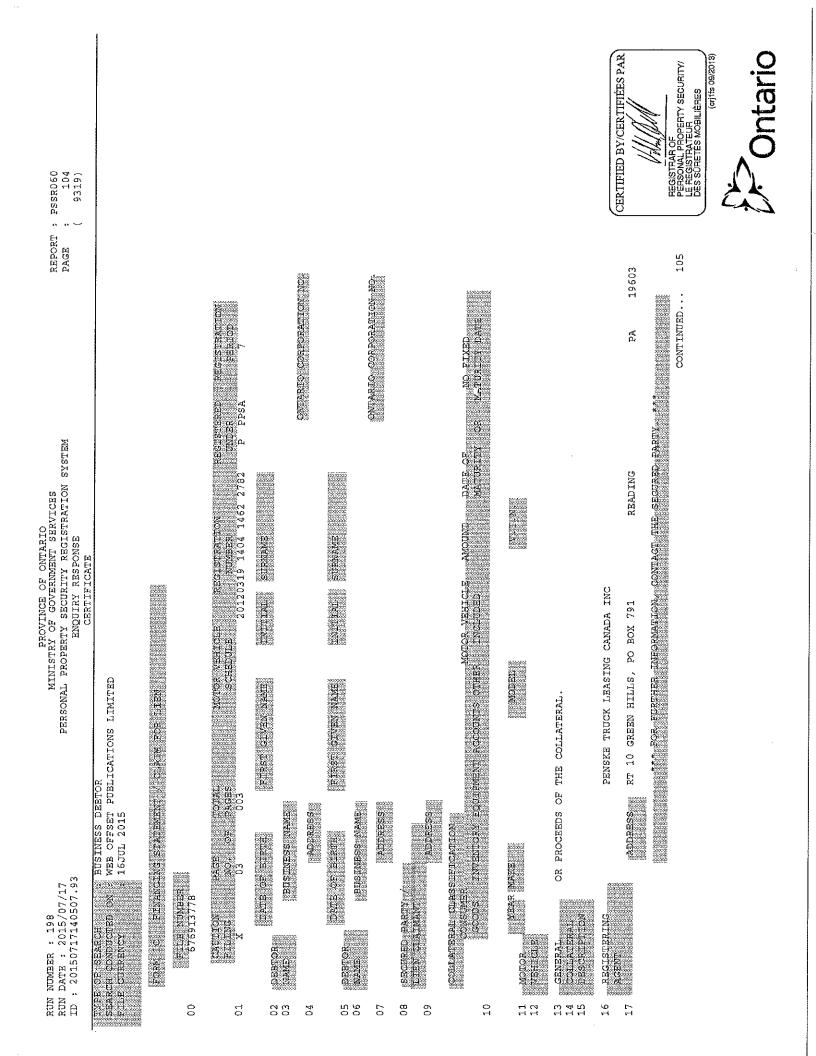
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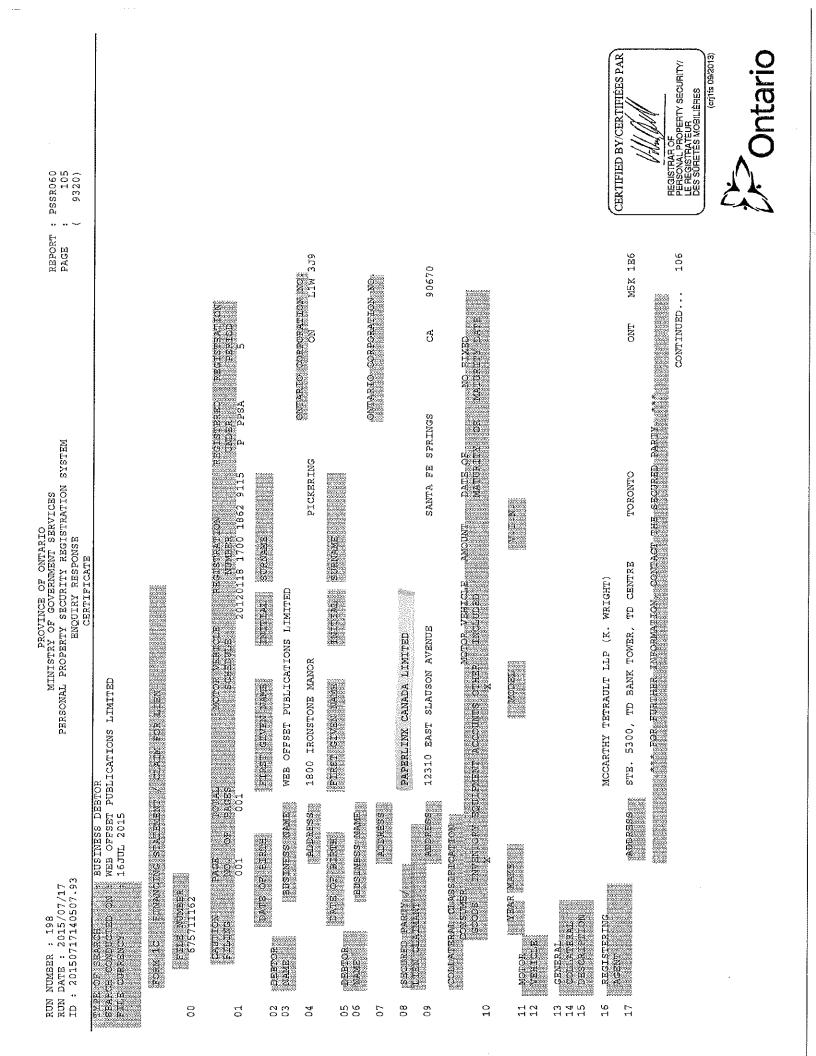
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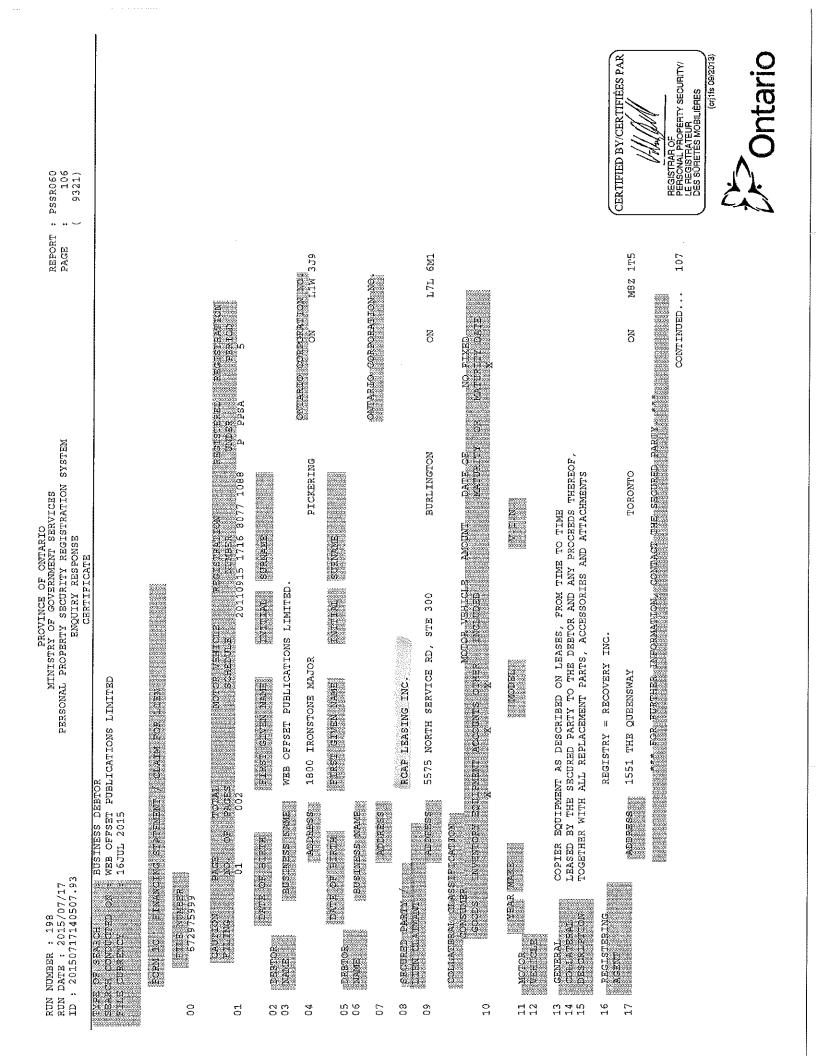
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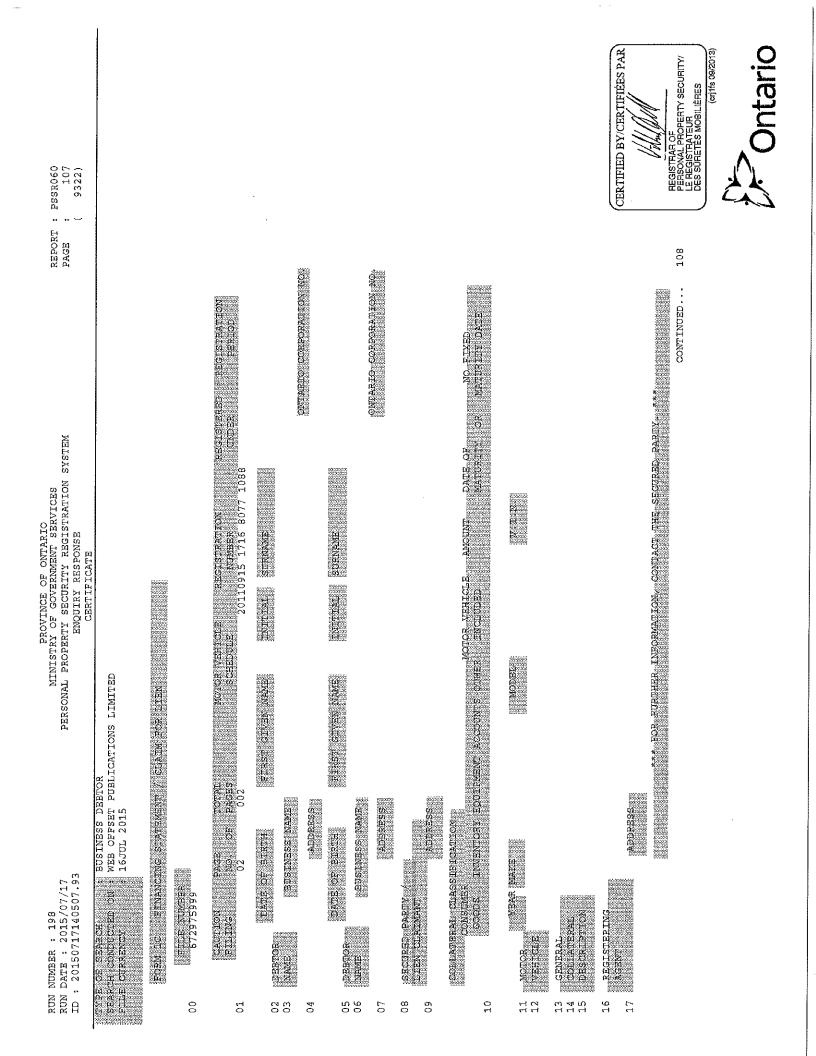
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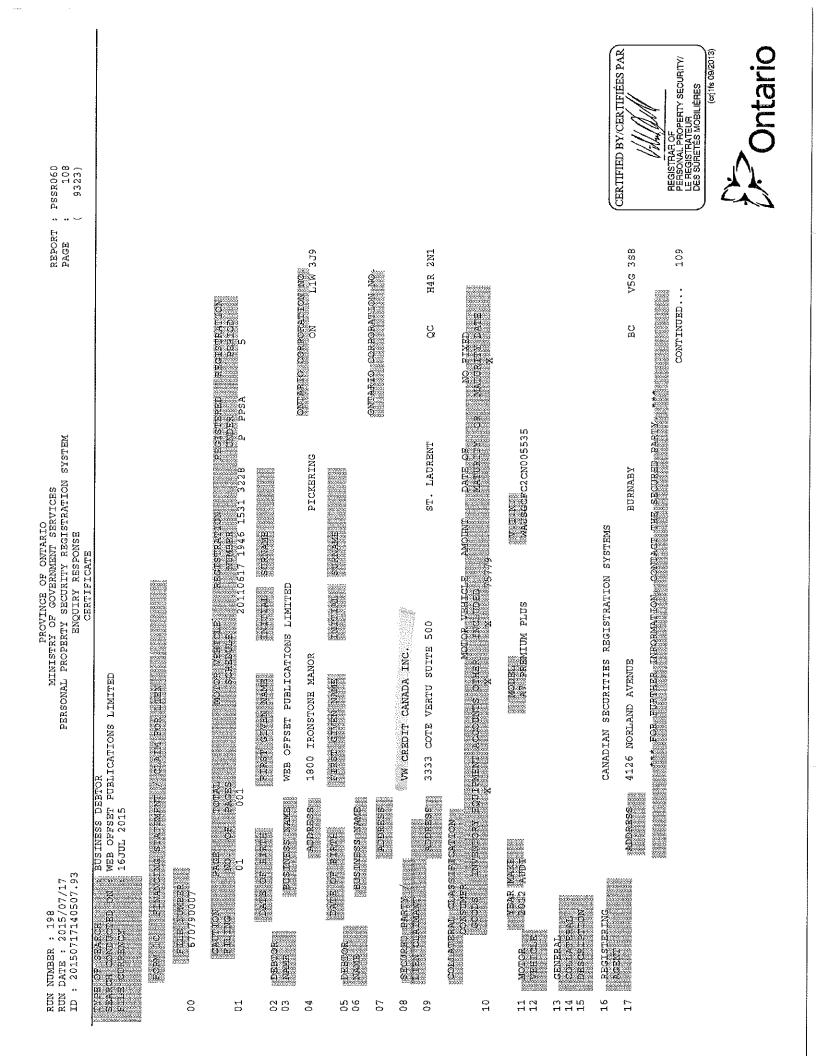


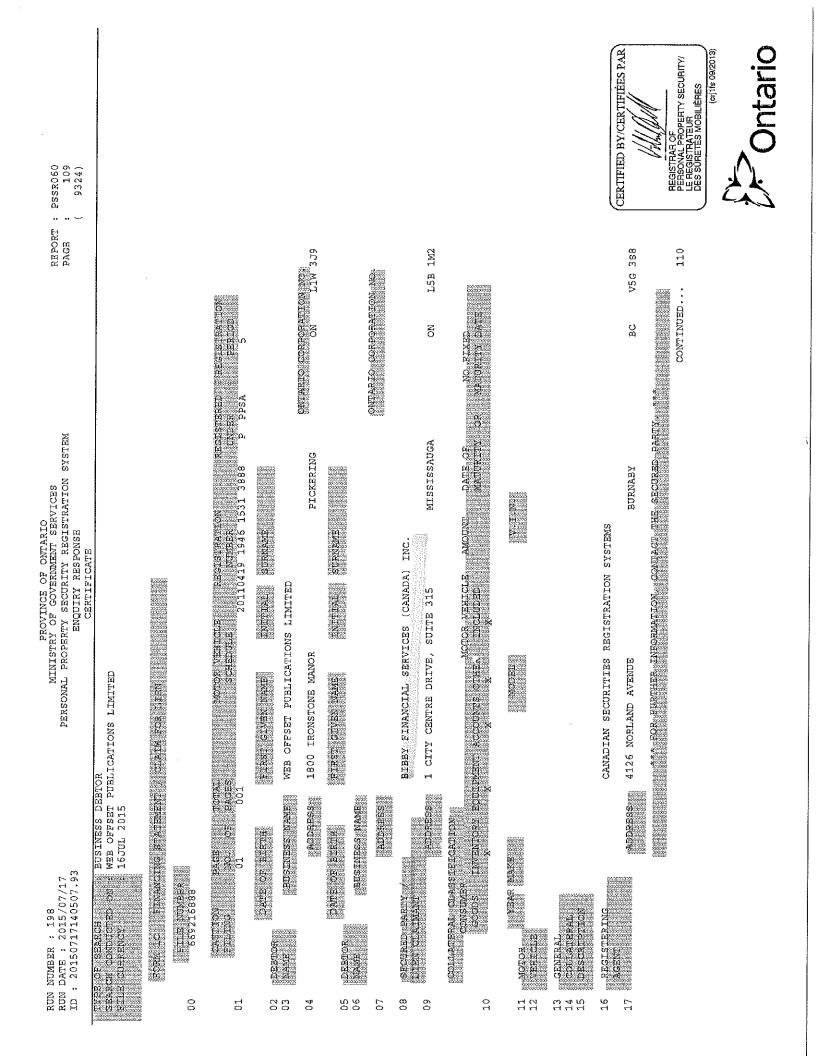


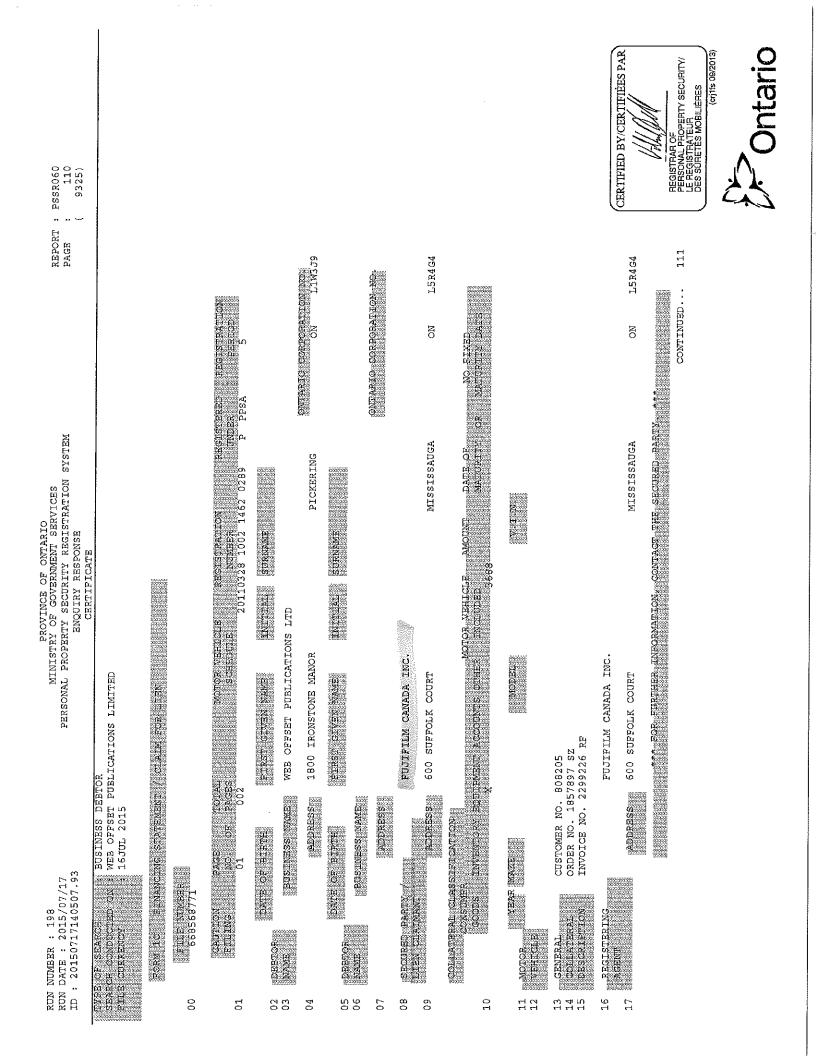


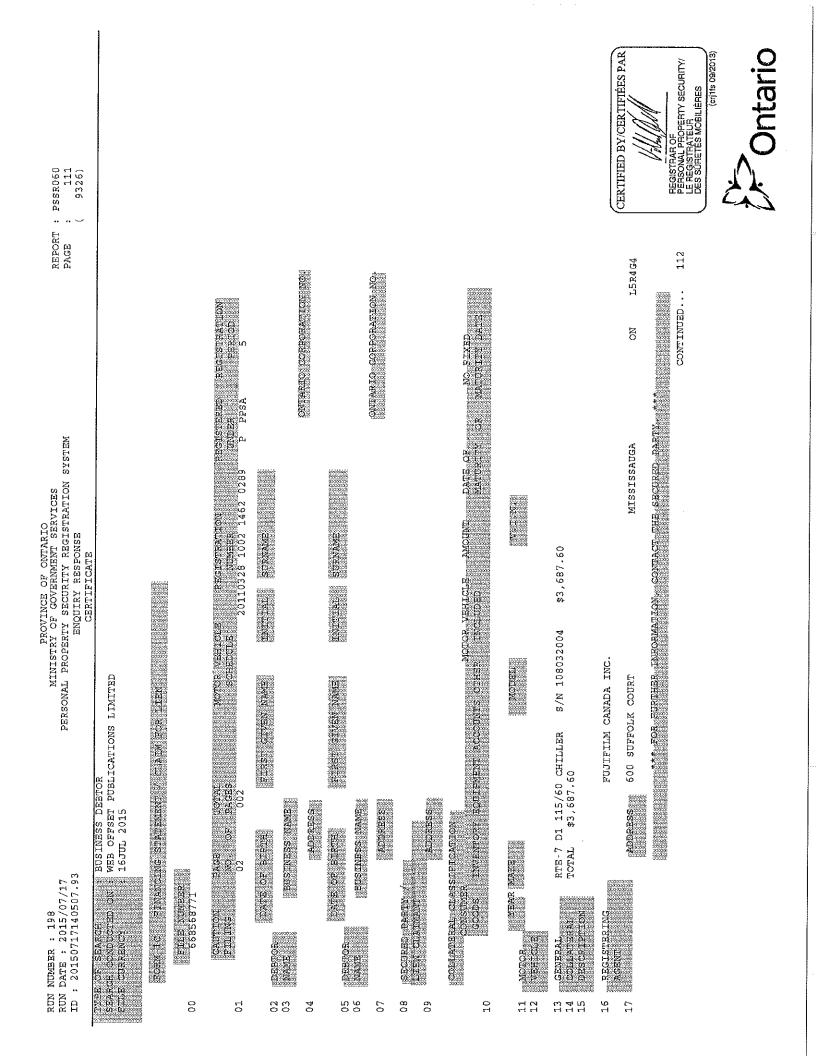


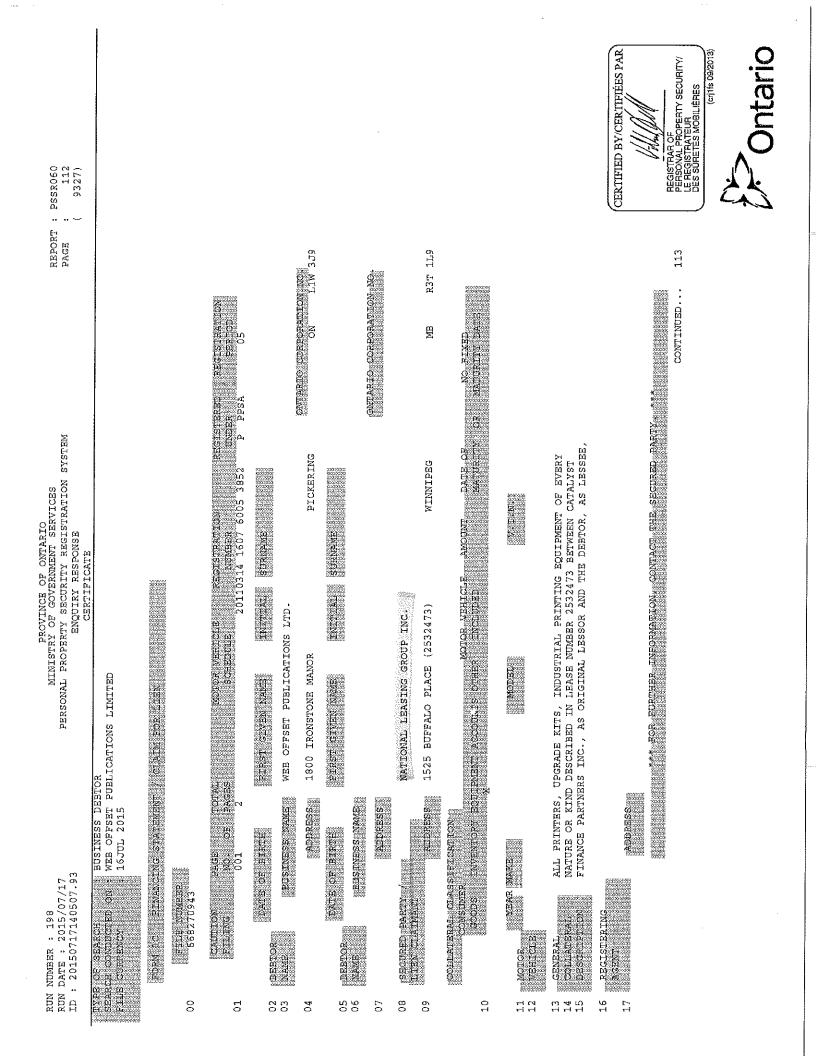


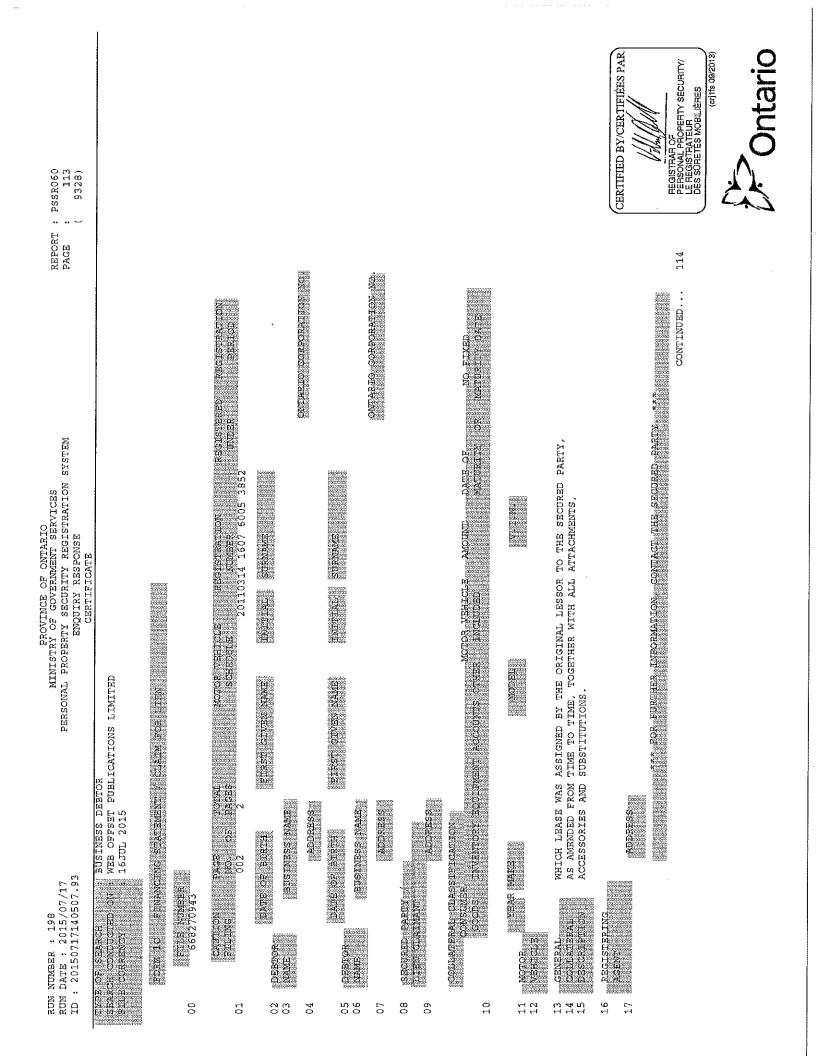


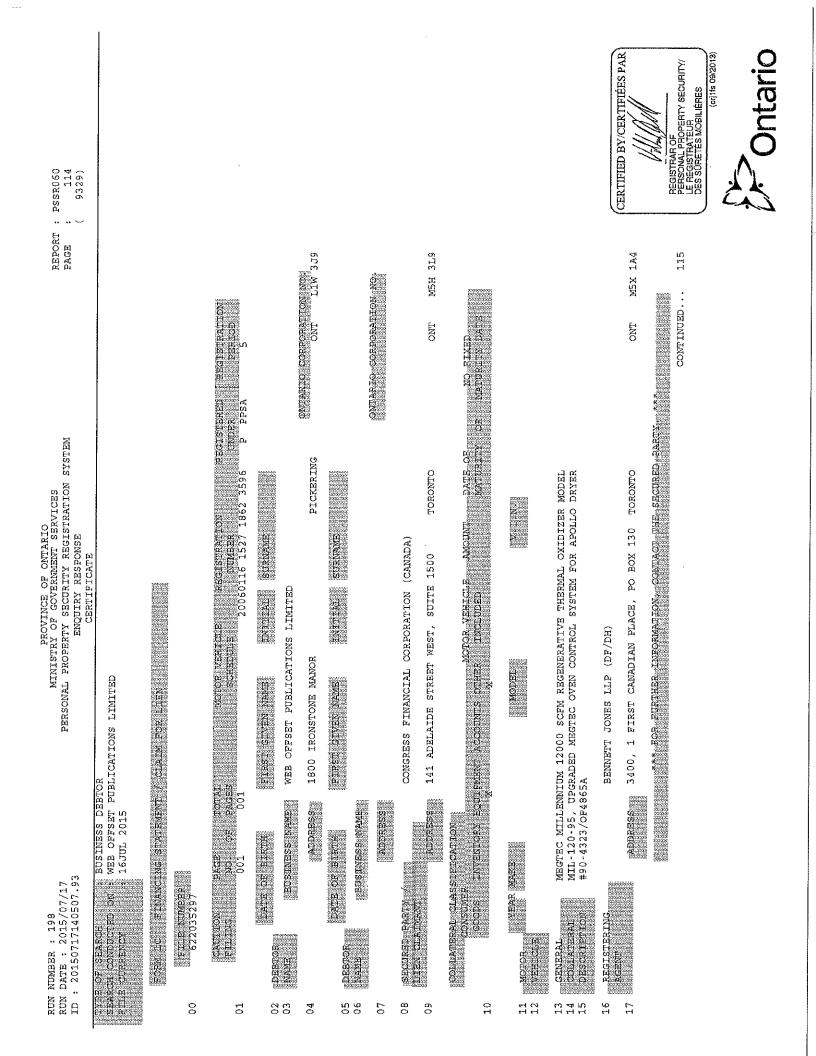


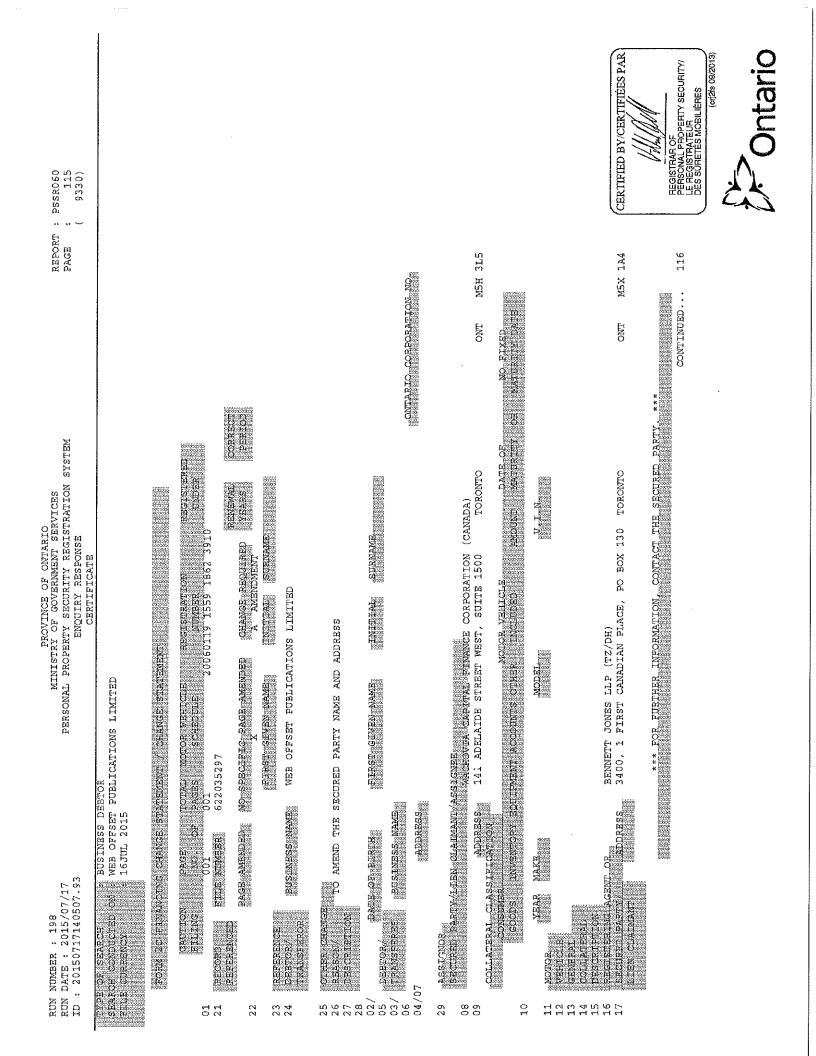


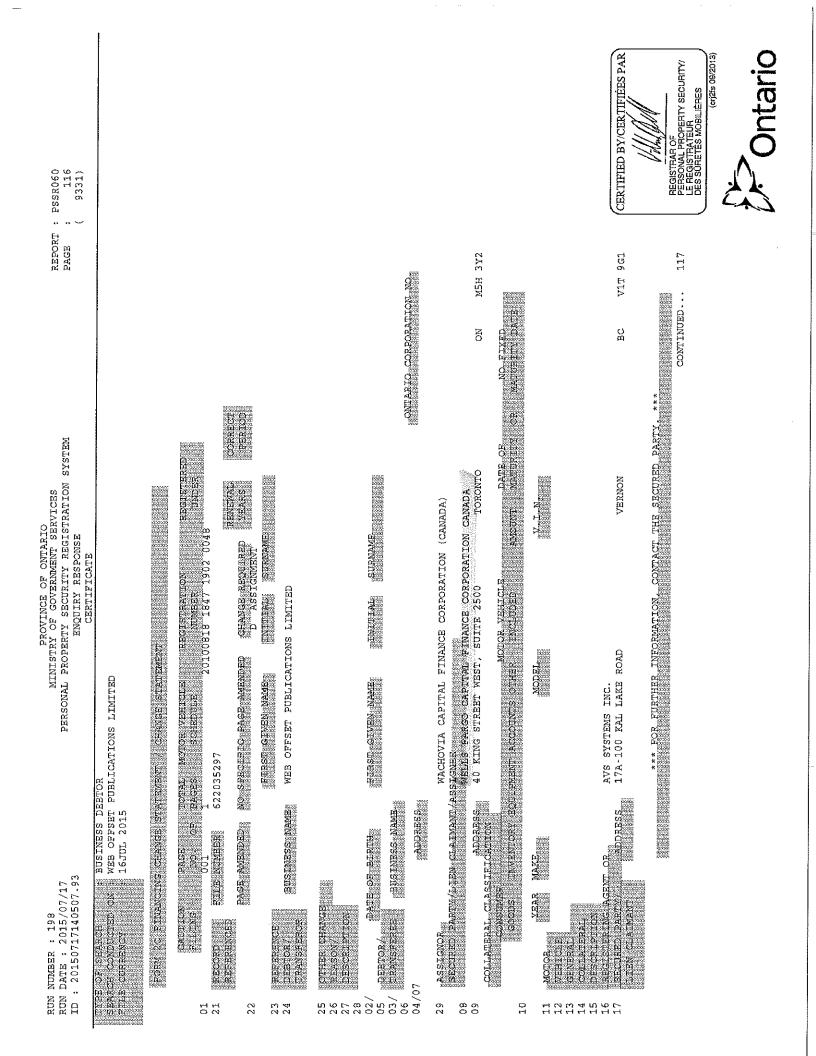


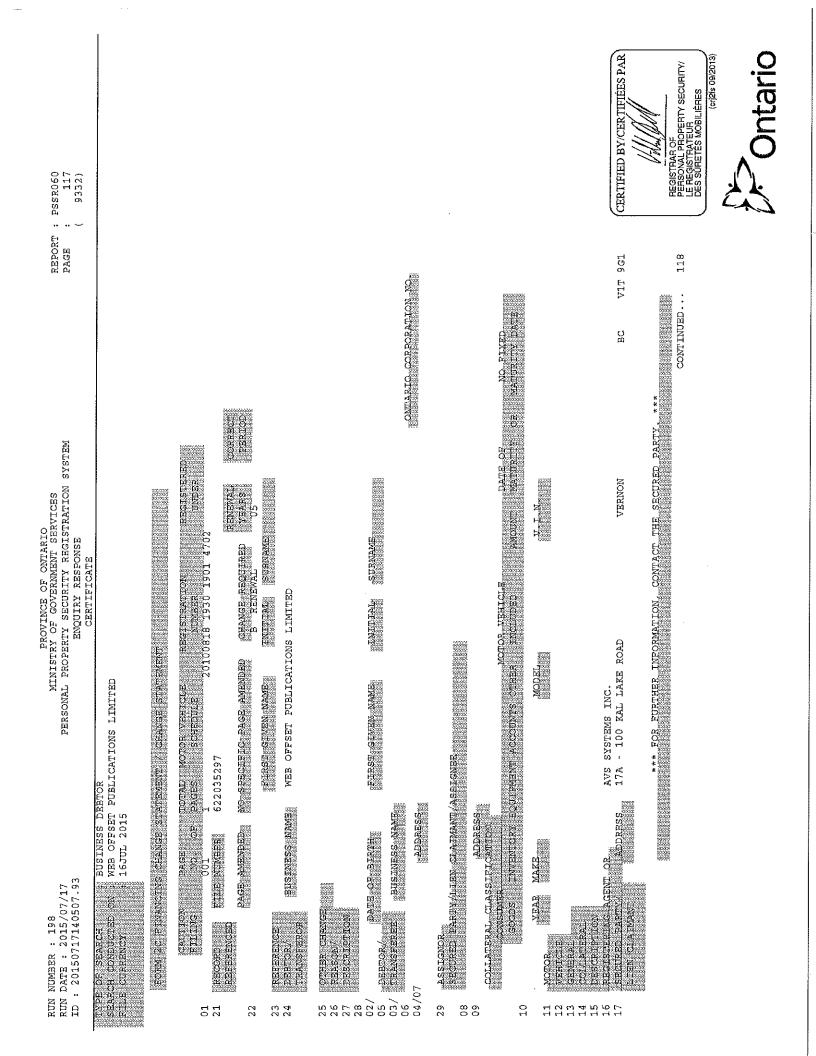


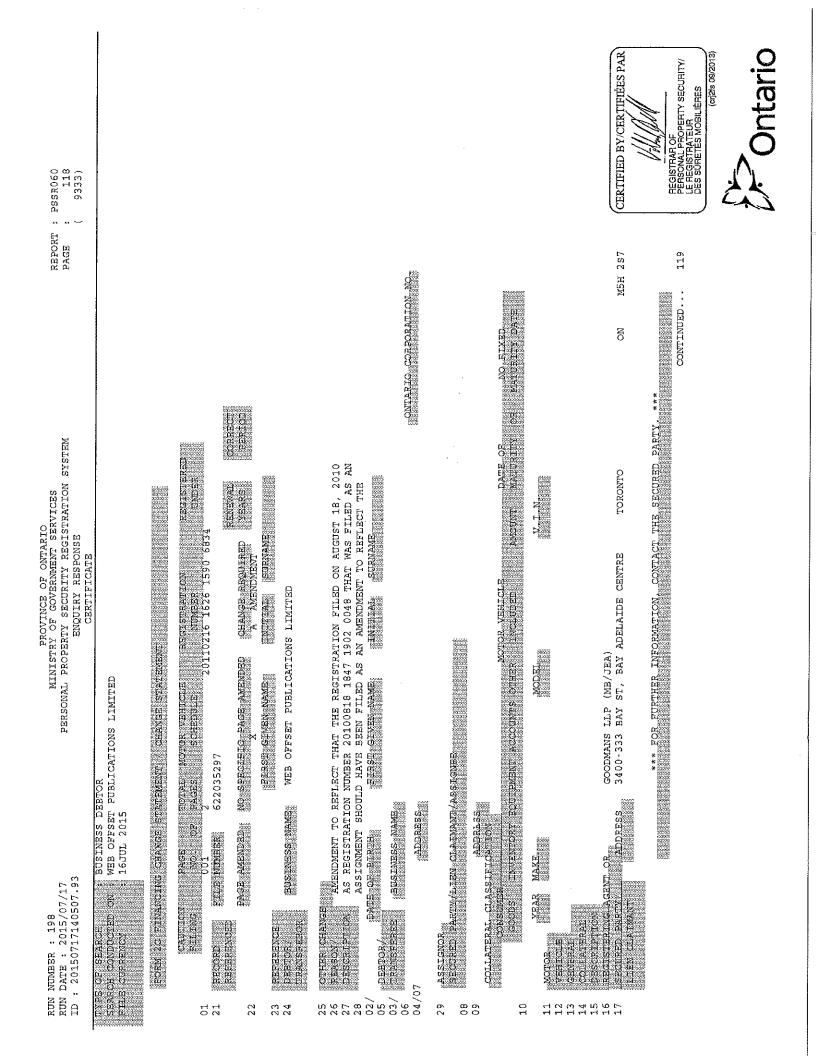


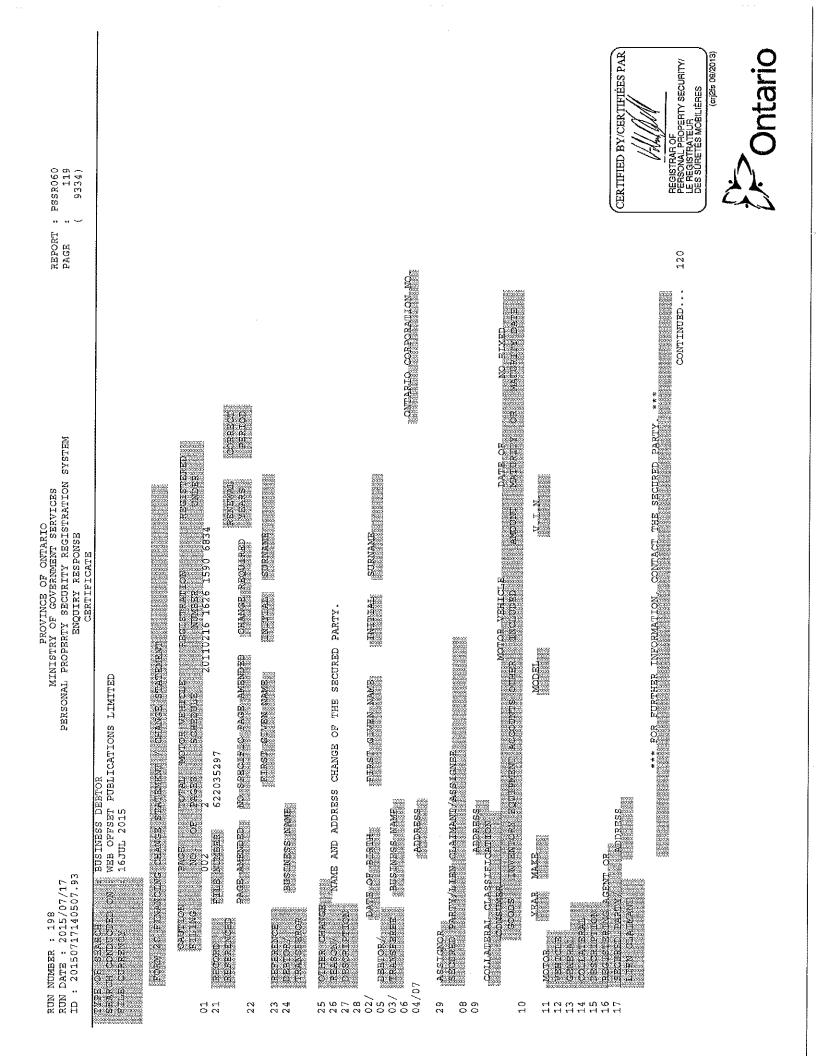




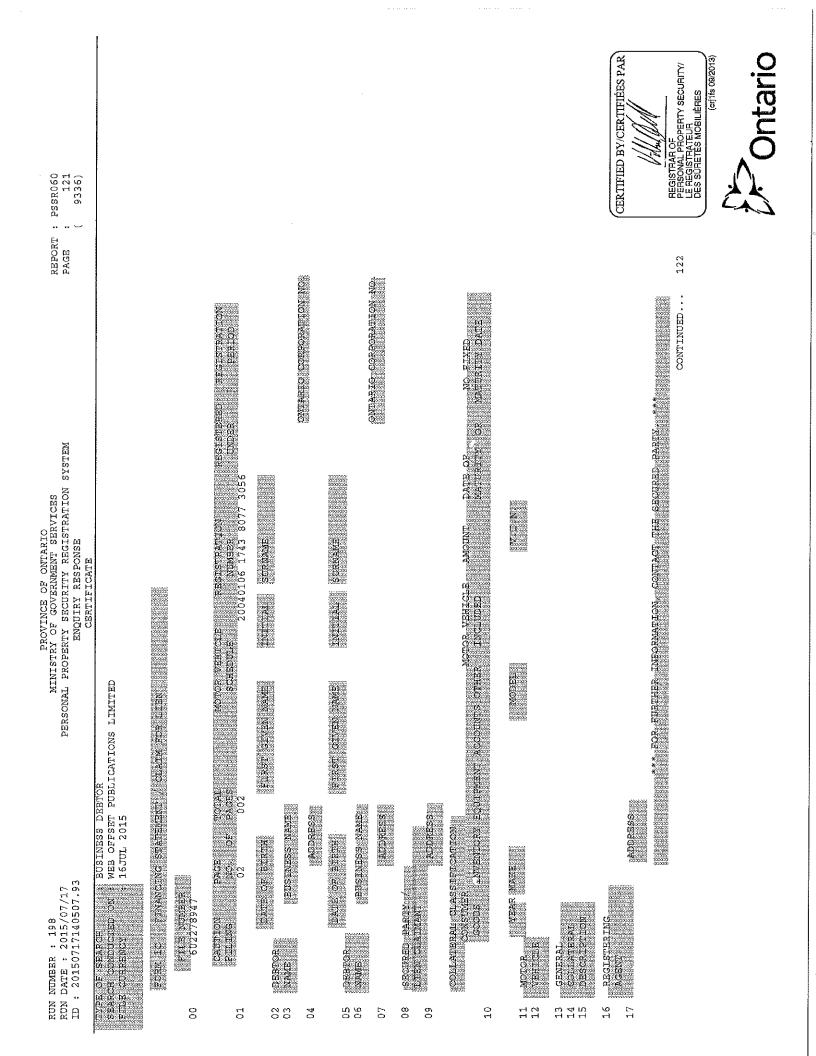


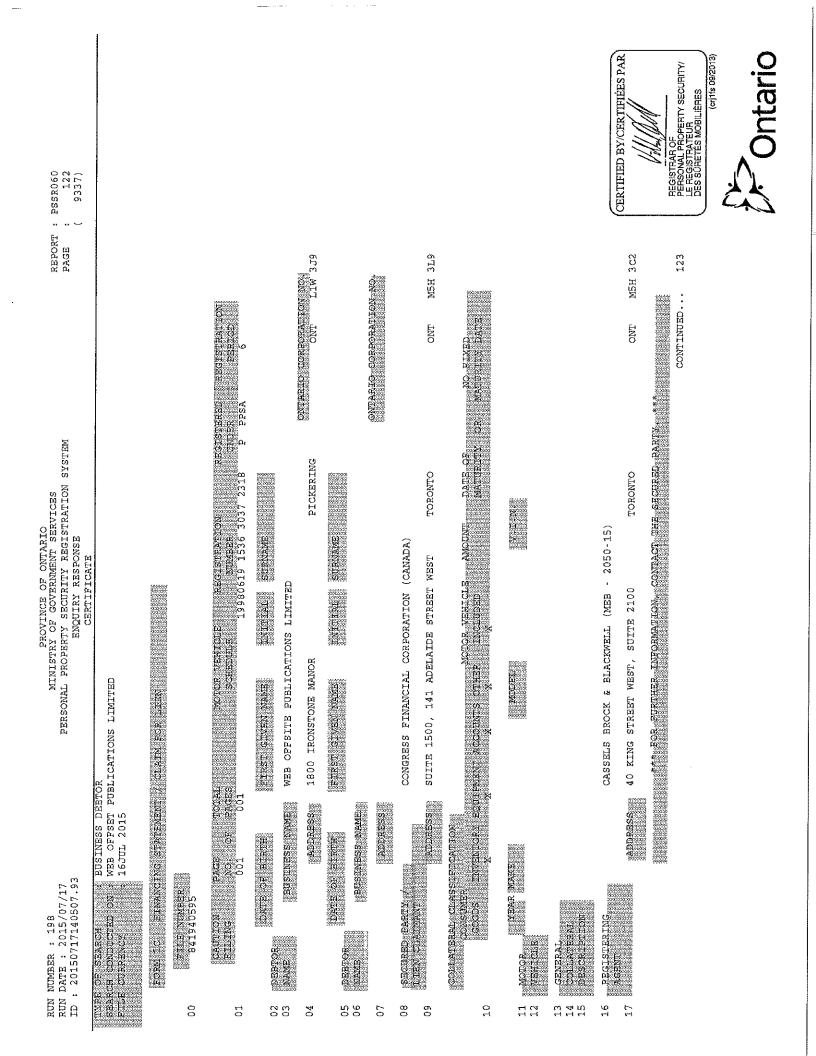


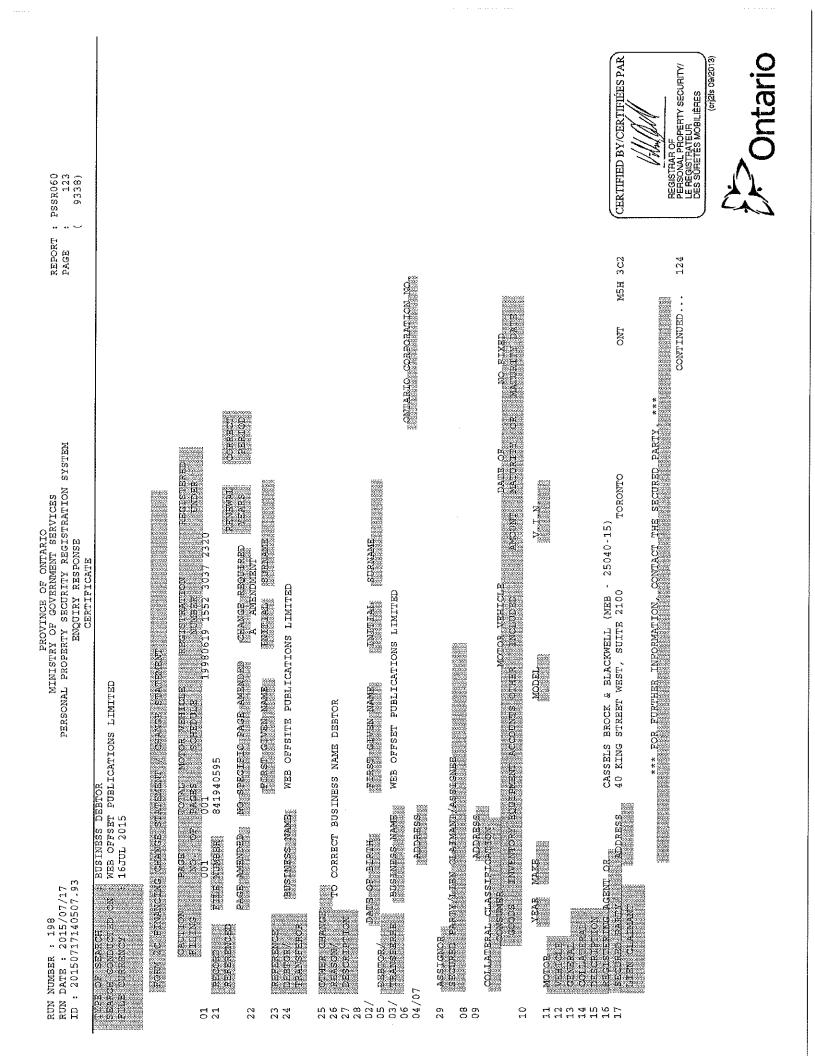


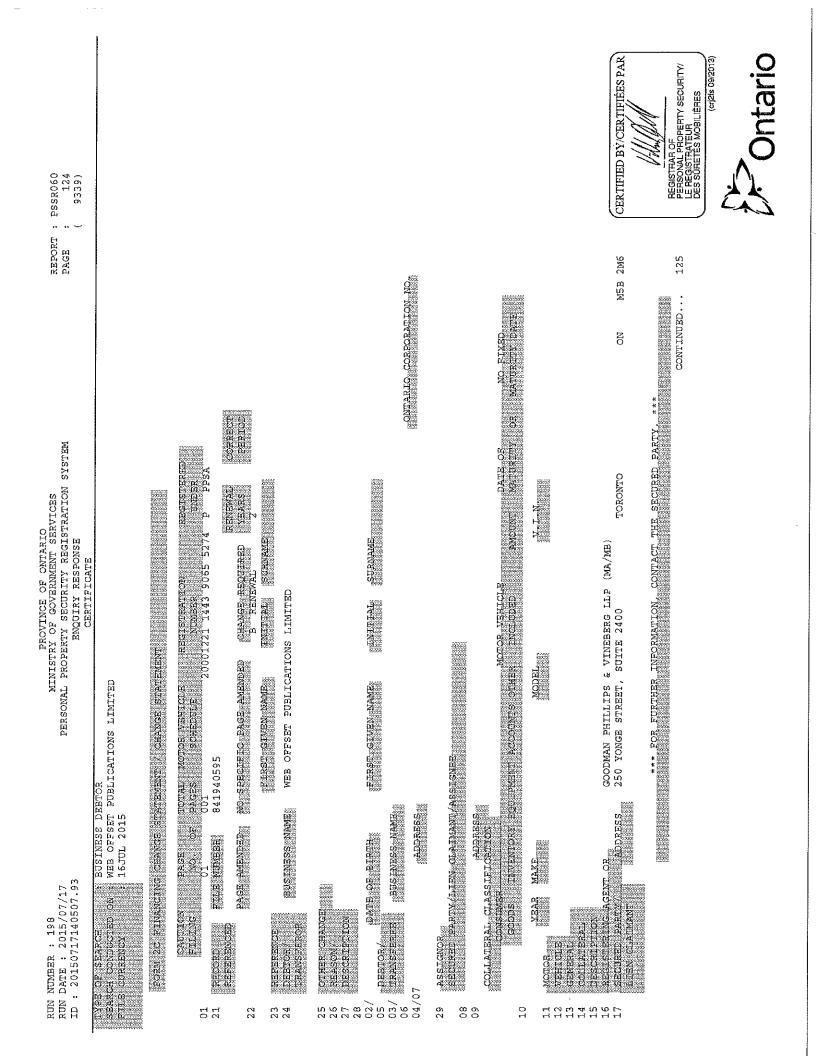


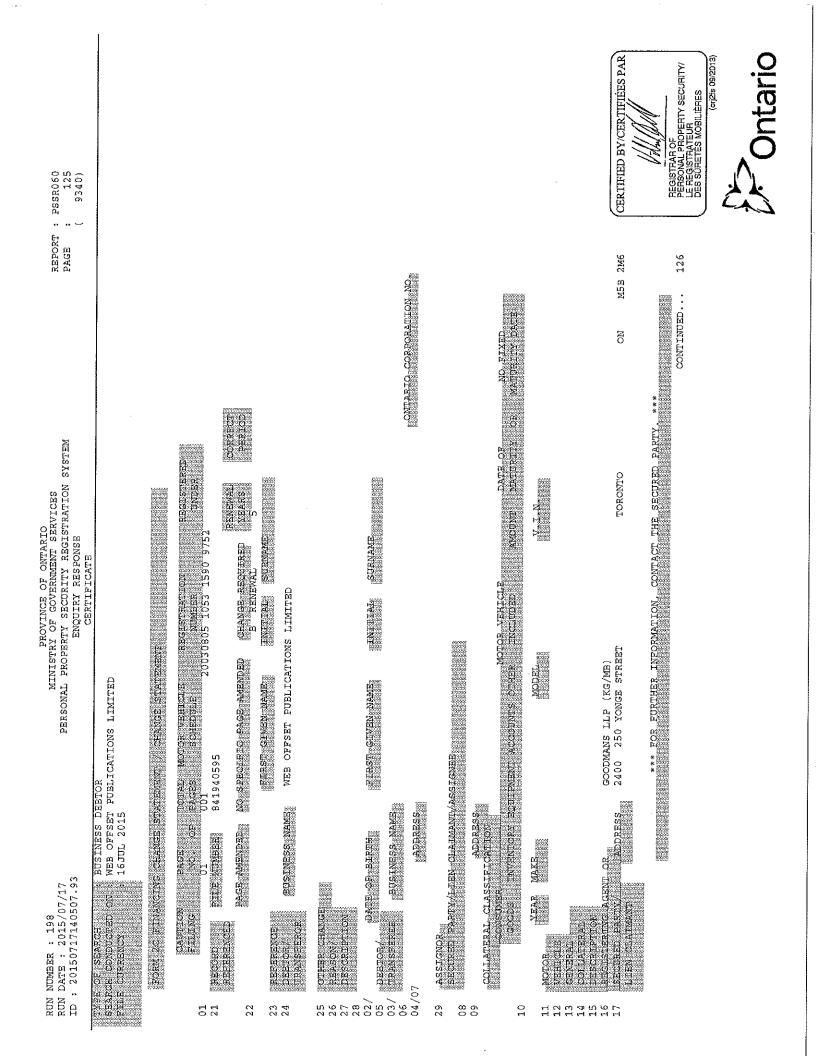
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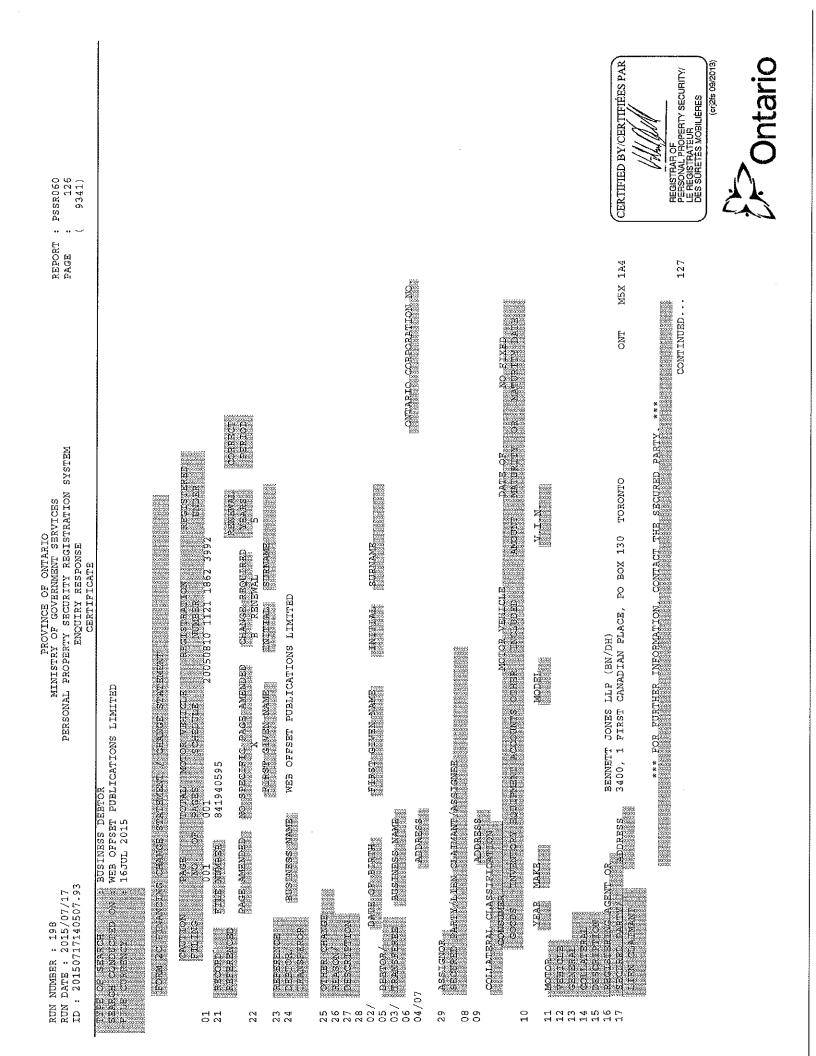


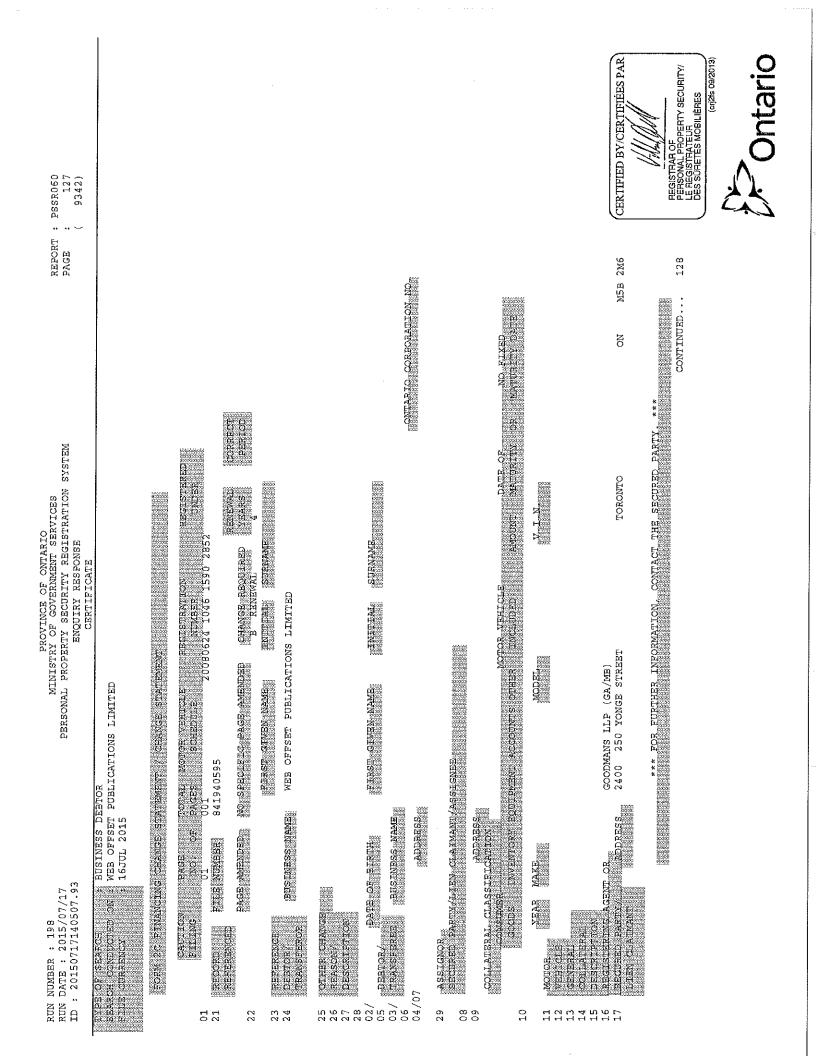


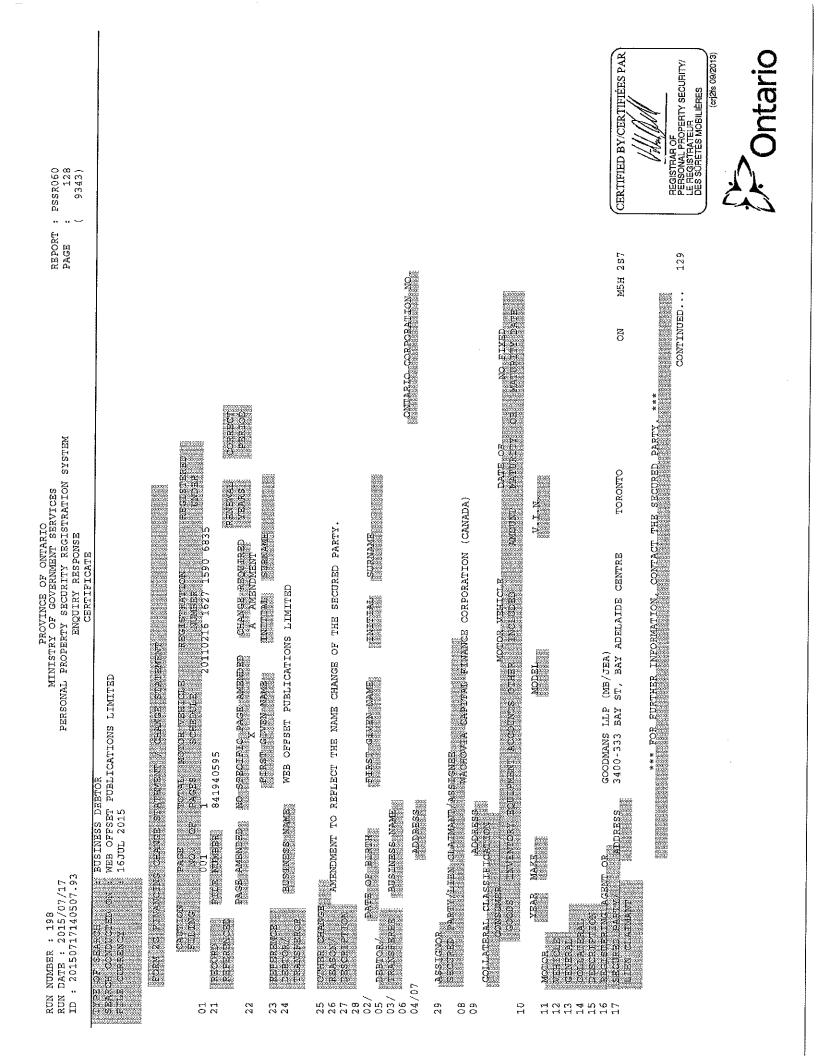


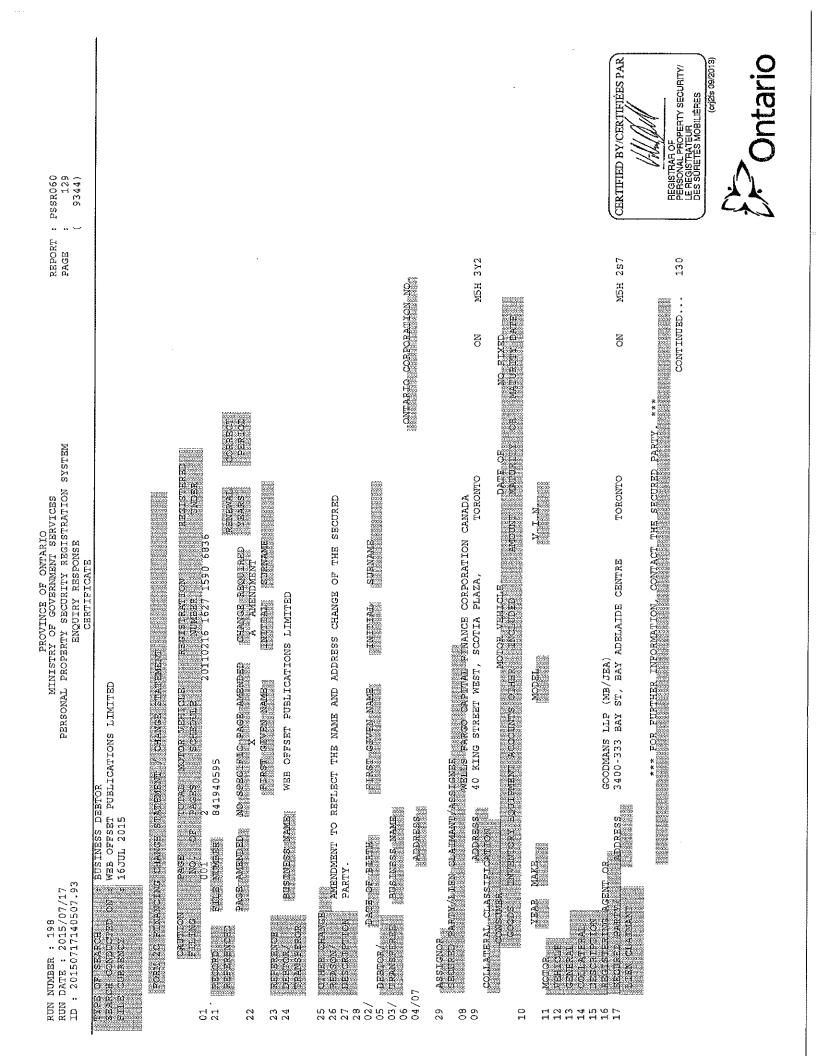


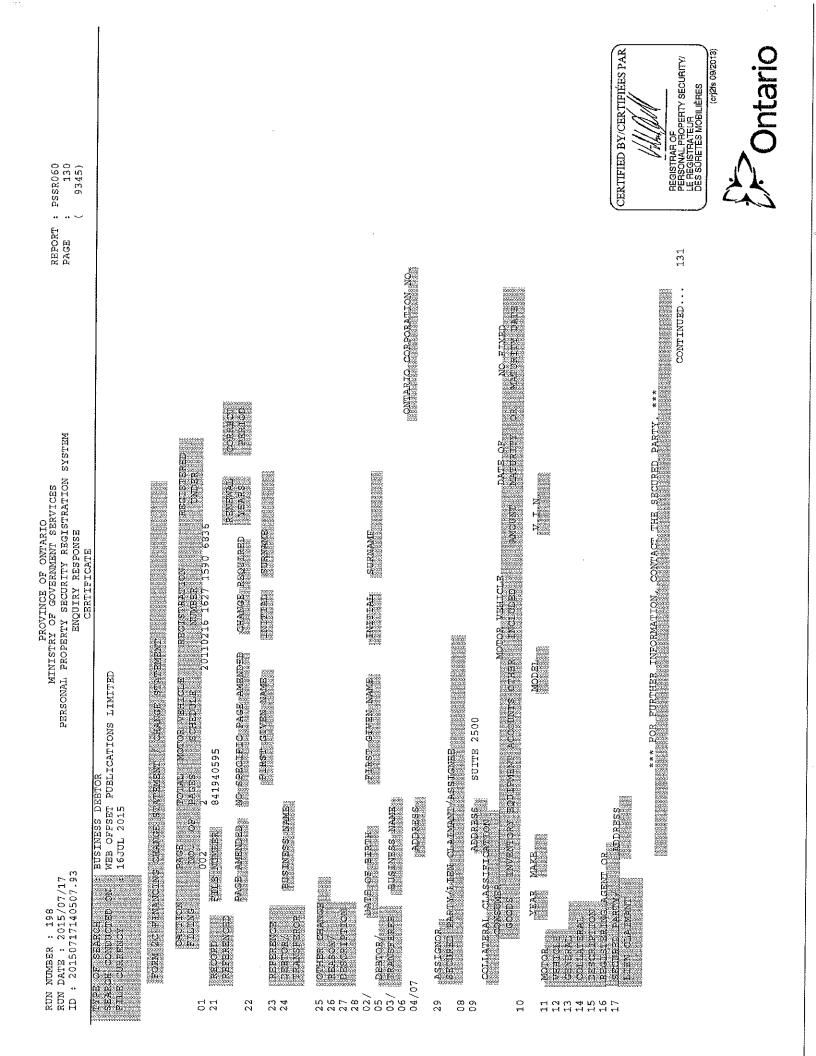


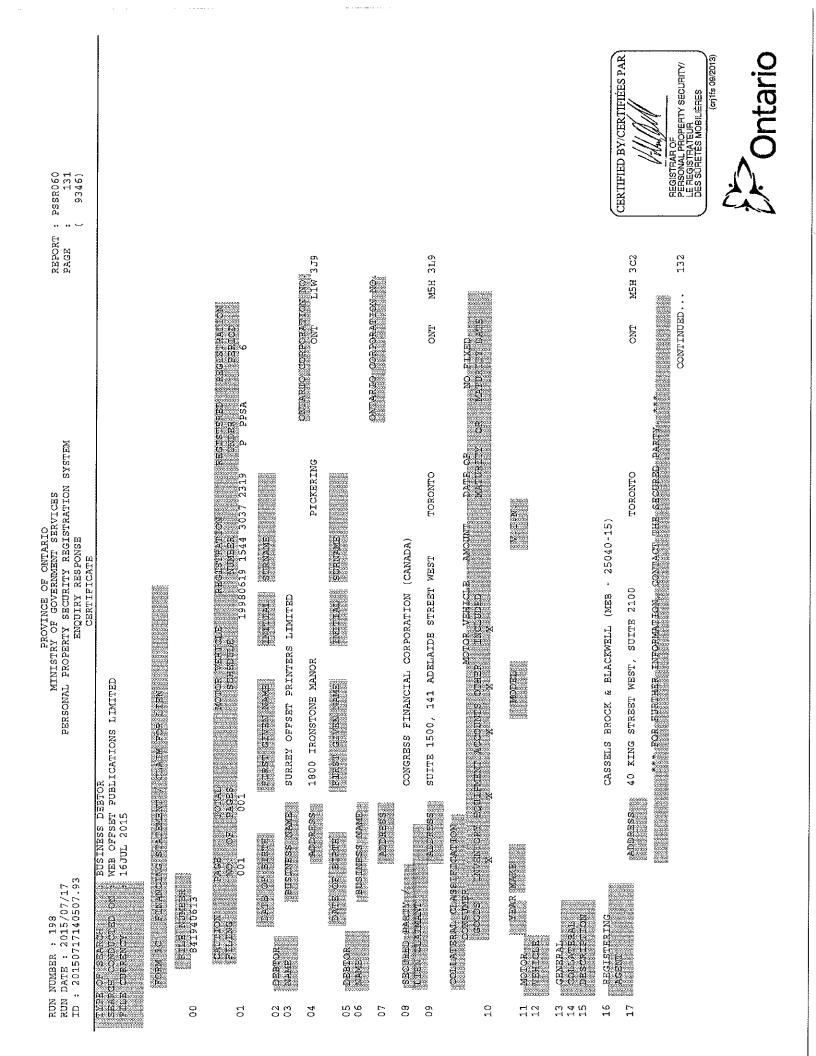


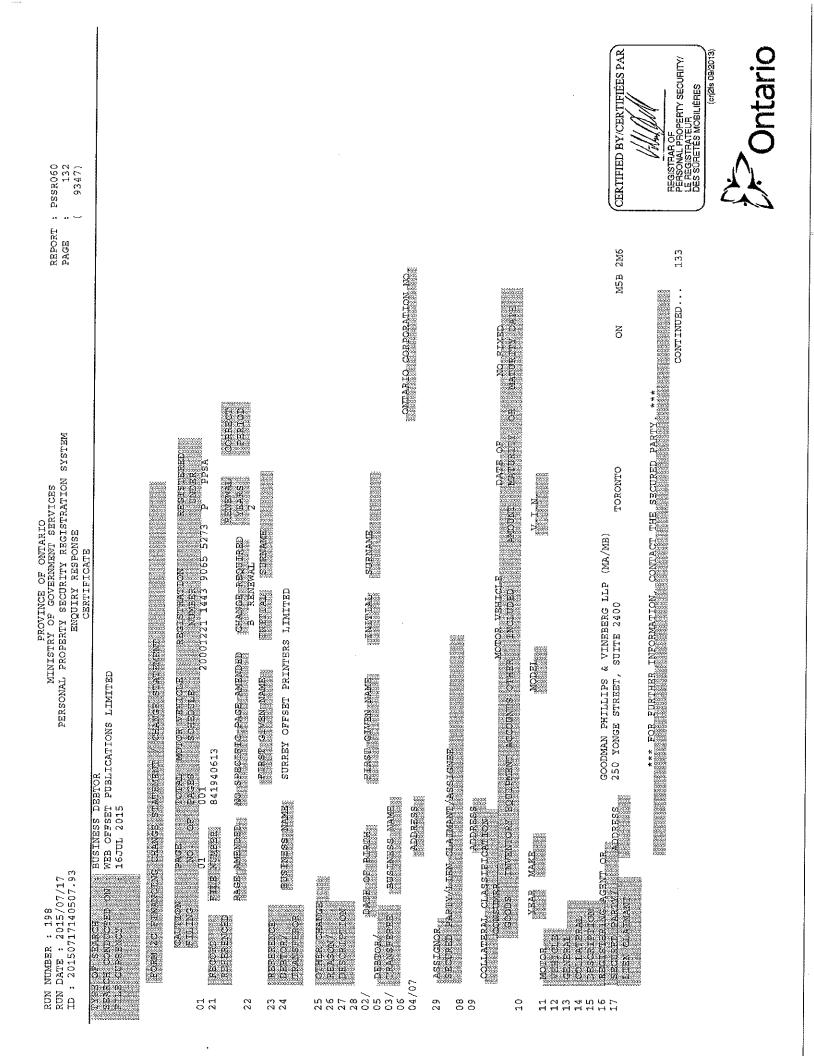


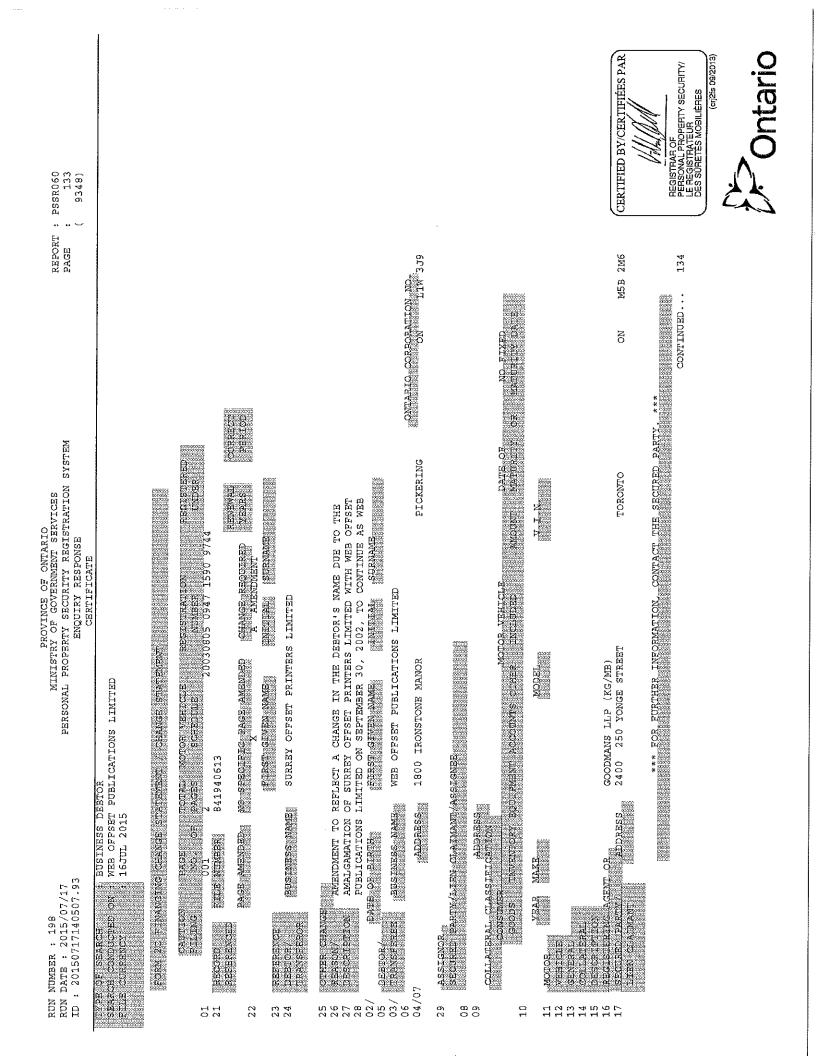


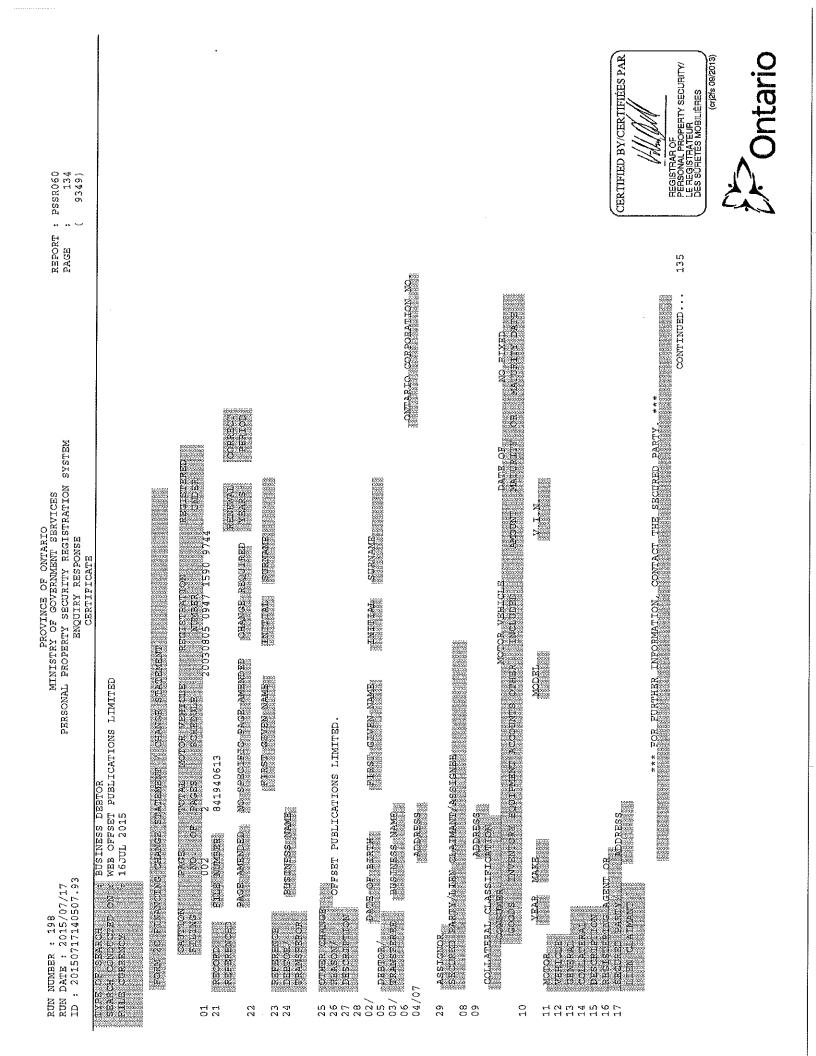


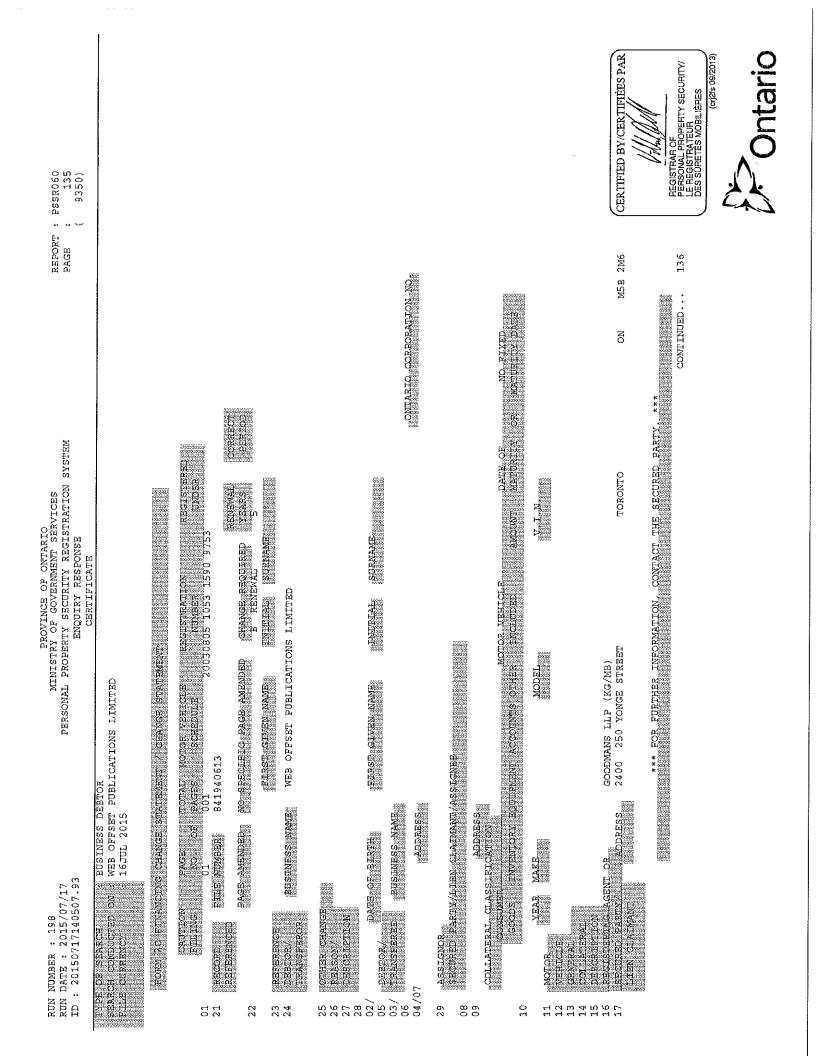


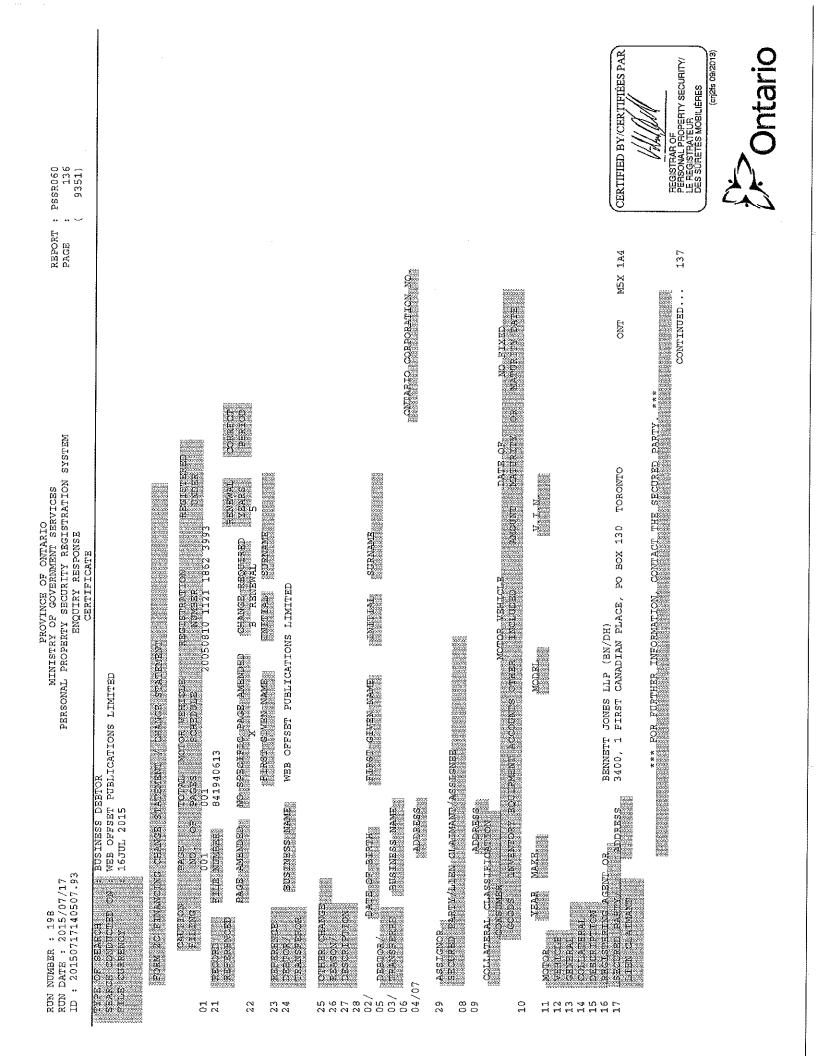


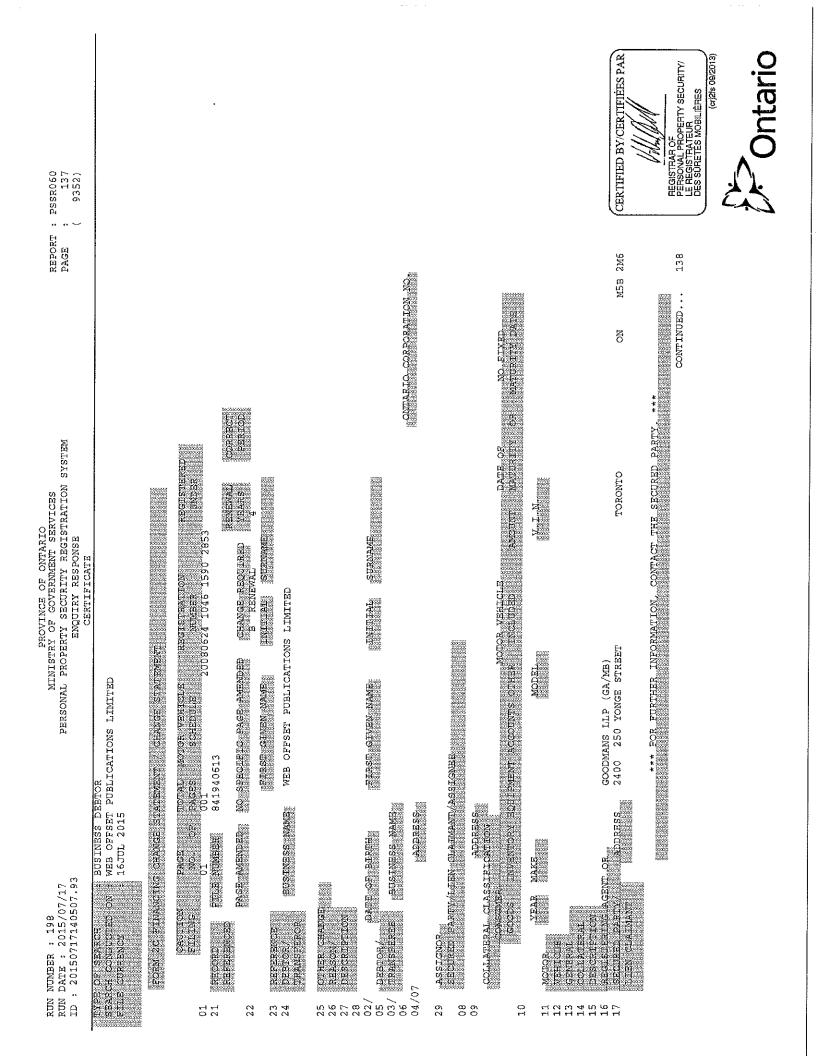


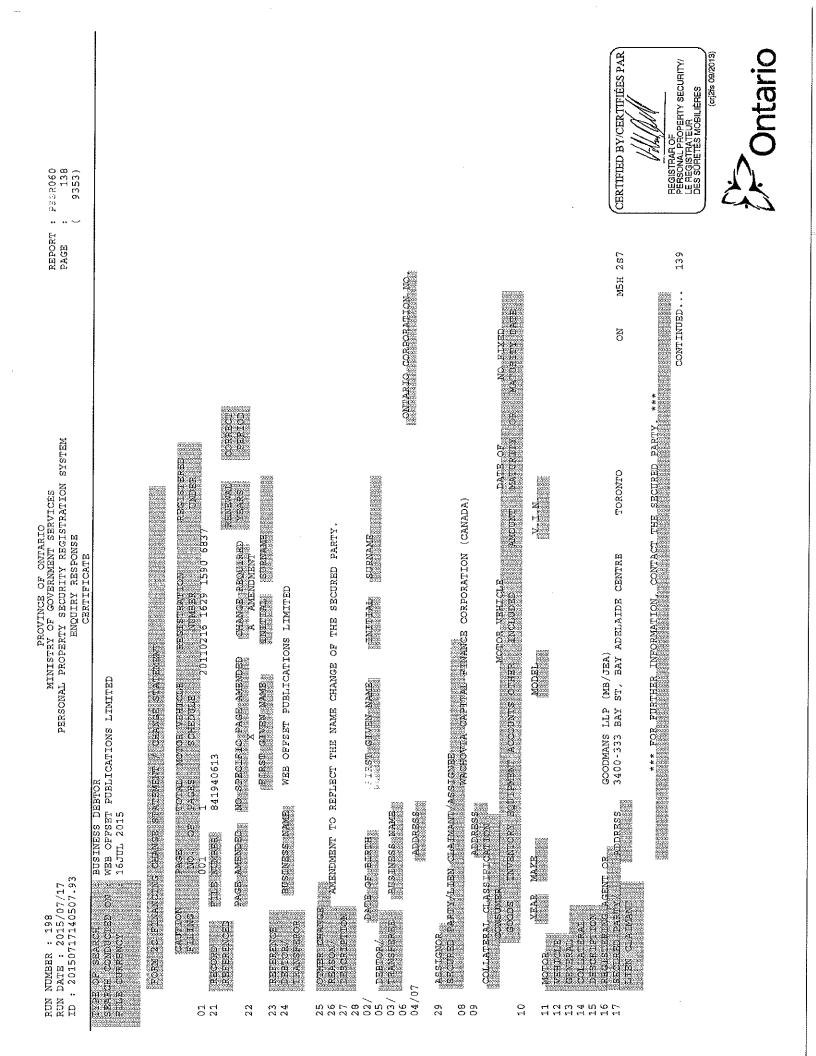


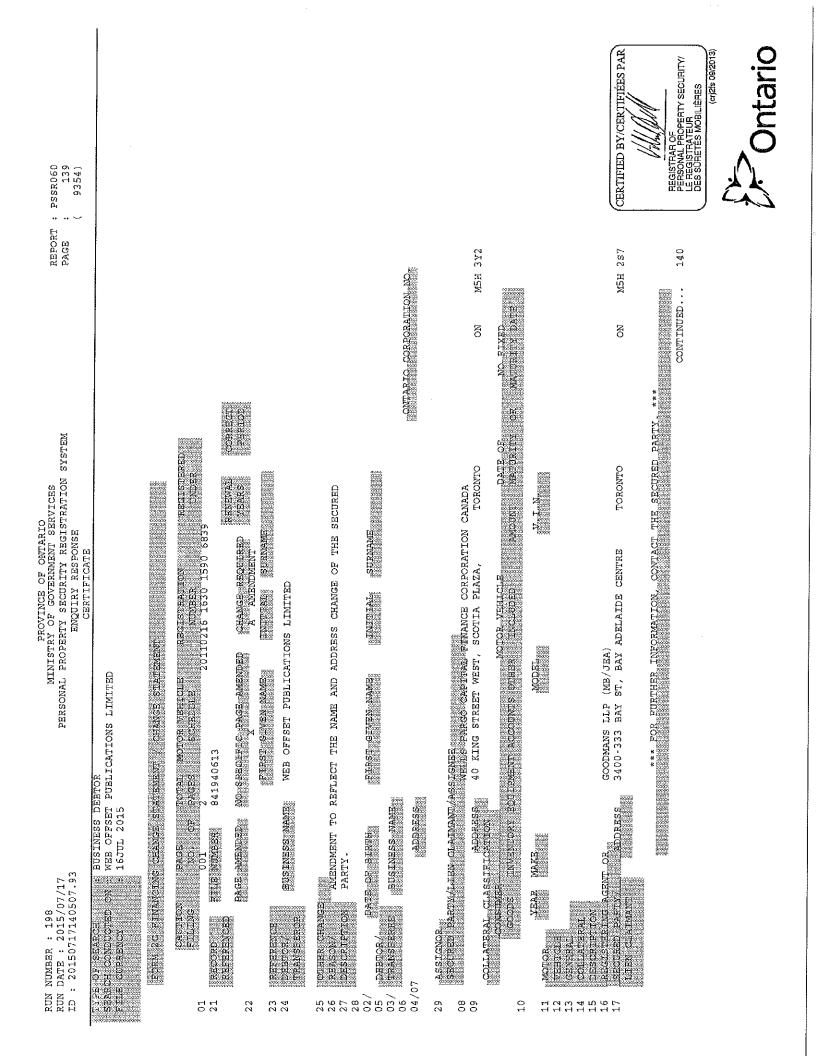


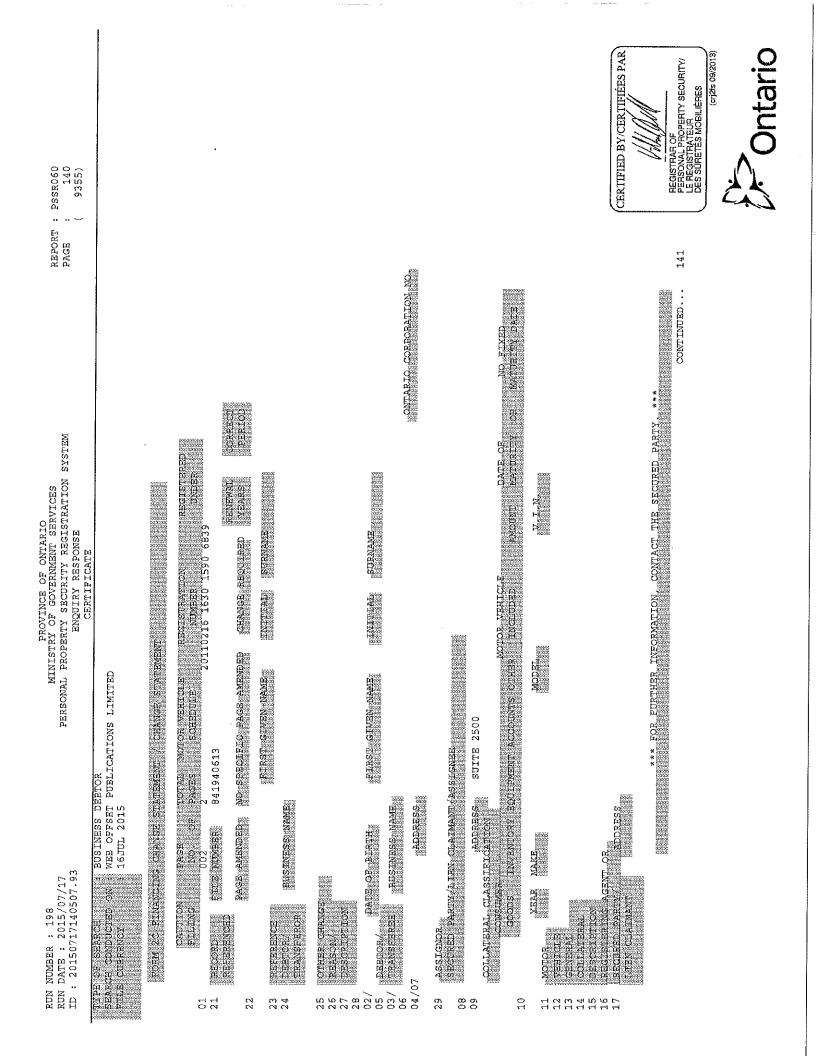












RUN NUMBER : 198 RUN DATE : 2015/07/17 ID : 20150717140507.93

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE CERTIFICATE

REPORT : PSSR060 PAGE : 141 (9356)

> TYPE OF SEARCH : BUSINESS DEBTOR SEARCH CONDUCTED ON : WEB OFFSET PUBLICATIONS LIMITED FILE CURRENCY : 16JUL 2015

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

818 1930 1901 4702 805 1053 1590 9752 216 1627 1590 6836 805 1053 1590 6836 1216 1630 1590 6839
20100818 20030805 20110216 20030805 20110216 20110216
20100818 1847 1902 0048 20001221 1443 9065 5274 20110216 1627 1590 6835 20030805 0947 1590 9744 20110216 1629 1590 6837
20060119 1559 1862 3910 19980619 1552 3037 2320 20080624 1046 1590 2852 20080624 1046 1590 2853 20080624 1046 1590 2853
20110318 1002 1462 0289 20110328 1002 1462 0289 20110314 1607 6055 3852 20060116 1527 1862 3596 20110216 1626 1590 6834 20040106 1743 8077 3056 19980619 1536 3037 2318 20050810 1121 1862 3992 19980619 1544 3037 2319 20050810 1121 1862 3993
668568770 668270943 622035297 602278947 841940595 841940595 841940513

40 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.

Contario CERTIFIED BY/CERTIFIÉES PAR (crfj3 09/2013) REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÜRETES MOBILIÈRES MANA A

APPENDIX "D"

CASH FLOW STATEMENTS

Total 16-04 <u>19-0ct</u> 02-Oct 25-Sep <u>18-Sep</u> <u>11-Sep</u> 04-Sep <u>28-Aug</u> 21-Aug <u>14-Aug</u> <u>07-Aug</u> <u>31-Jul</u> Week Ending 24-Jul

RECEIPTS

5,175,756
396,396
394,899
522,765
363,955
390,386
353,553
552,677
330,972
306,050
434, 199
291,440
418,739 419.723
418,739
Operations funding

DISBURSEMENTS

2,303,610 392,052 1,459,090 124,750 112,750 113,000 113,000 18,472 755	5,175,756	
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182,500 49.500 127,500 29,399 6,000	394,699	
160,000 146,000 85,555 6,16 5,357 5,357 5,357 5,357	522.765	
205,523 25,500 6,000 6,000 899 4,033 6,000	363,955	
227,500 25,500 126,500 4,033 6,000 6,000	390,336	
142,500 25,500 50,000 50,000 2,053 6,000	353,553	1
217,500 30,500 70,000 85,555 27,962 13,495 13,495 13,495 13,495 13,495 13,495 13,495 13,495 13,495 13,495 13,495 13,495 13,495 13,700	552.677	•
176,073 25,500 119,000 899 899 6,000 3,500	330,972	,
150,550 20,500 123,000 6,000 6,000	306,050	
196.500 51.001 50.000 50.000 27.346 6.000 8.53	434,199	•
150,000 30,500 79,500 7,233 7,233 6,000 5,26 15,627	291,440	•
100,197 35,722 117,549 85,555 32,622 32,622 4,778 4,778	419.723	
192,269 60,829 77,541 29,045 899 30,000 28,000 157	418,739	3
Materials Expense Outside Purchase Expense Payroll Expense Rent, Utilities & Insurance Rent, Utilities & Insurance Rent Purperse Costs Secured Det Repayments Professional Fees Cther Automatic Debits HST (including Deimar)	TOTAL DISBURSEMENTS	NET CASHFLOW

This Statement of Projected Cash Flow, prepare in accordance with s.s. 50(6) and/or s.s. 50.4(2) of the Bankruptcy and Insolvency Act, should be read in conjunction with the Trustee's report on the reasonableness of the cash flow statement.

A. Farber & Partners inc.

fiks CPA, CA, CIF Per John Hend

- Finance Web Offset Publications Limited (Per George

IN THE MATTER OF THE PROPOSAL OF WEB OFFSET PUBLICATIONS LIMITED A COMPANY DULY INCORPORATED PURSUANT TO THE LAWS OF THE PROVINCE OF ONTARIO WITH A HEAD OFFICE IN THE TOWN OF PICKERING, IN THE PROVINCE OF ONTARIO

REPORT ON CASH-FLOW STATEMENT BY THE PERSON MAKING THE PROPOSAL

(Paragraphs 50(6)(c) and 50.4(2)(c) of the Bankruptcy and Insolvency Act)

Web Offset Publications Limited has developed the assumptions and prepared the attached statement of projected cash flow of the insolvent person, as of the 29th day of July, 2015, consisting of the statement of projected cash flow for the weeks-ending July 24, 2015 to October 16, 2015 and the notes and assumptions underlying the statement of projected cash flow.

The hypothetical assumptions are reasonable and consistent with the purpose of the projection described in Note 1, and the probable assumptions are suitably supported and consistent with the plans of the insolvent person and provide a reasonable basis for the projection. All such assumptions are disclosed in the notes to and assumptions underlying the statement of projected cash flow.

Since the projection 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 for the purpose described in Note I, using a set of probable and hypothetical assumptions set out in the notes to and assumptions underlying the statement of projected cash flow. Consequently, readers are cautioned that it may not be appropriate for other purposes.

DATED AT PICKERING, ONTARIO this 29th day of July, 2015

WEB OFFSET PUBLICATIONS LIMITED

Per: John J. Pizale, President

IN THE MATTER OF THE PROPOSAL OF WEB OFFSET PUBLICATIONS LIMITED A COMPANY DULY INCORPORATED PURSUANT TO THE LAWS OF THE PROVINCE OF ONTARIO WITH A HEAD OFFICE IN THE TOWN OF PICKERING, IN THE PROVINCE OF ONTARIO

TRUSTEE'S REPORT ON CASH-FLOW STATEMENT

(Paragraph 50,4(2) of the Bankruptcy and Insolvency Act)

The attached statement of projected cash flow of **Web Offset Publications Limited**, as of the 29th day of July, 2015, consisting of the statement of projected cash flow for the weeks-ending July 24, 2015 to October 16, 2015 and the notes and assumptions underlying the statement of projected cash flow, has been prepared by the insolvent person for the purpose described in Note 1, using the probable and hypothetical assumptions as set out in the notes to and assumptions underlying the statement of projected cash flow.

Our review consisted of enquiries, analytical procedures and discussion related to information supplied to us by 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 for the probable assumptions and the preparation and presentation of the projection.

Based on our review, we believe that, in all material respects,

- (a) the hypothetical assumptions are consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are suitably supported and consistent with the plans of the insolvent person or provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (c) the projection reflects 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.

The projection has been prepared solely for the purpose described in Note 1 and readers are cautioned that it may not be appropriate for other purposes.

DATED AT TORONTO this 29th day of July, 2015.

A. FARBER & PARTNERS INC. The Trustee Acting *in re* The Proposal Of Web Offset Publications Limited.

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Per; John Hendriks, CA CIRP

WEB OFFSET PUBLICATIONS LIMITED

NOTES TO AND ASSUMPTIONS UNDERLYING THE STATEMENT OF PROJECTED CASH FLOW FOR THE WEEKS ENDING JULY 24 TO OCTOBER 16, 2015.

NOTES

NOTE 1. The purpose of the statement of projected cash flow for the weeks-ending July 24 to October 16, 2015 is to comply with the provisions of the *Bankruptcy and Insolvency Act*,

HYPOTHETICAL ASSUMPTIONS

An assumption that assumes a set of economic conditions or courses of action that are not necessarily the most probable in the insolvent person's judgment, but are consistent with the purpose of the cash-flow projection;

I. None

PROBABLE ASSUMPTIONS

An assumption that the insolvent person believes reflects the most probable set of economic conditions and planned courses of action; they are suitably supported, consistent with the plans of the insolvent person and provide a reasonable basis for the cash-flow statement;

- 1. Sales projections are based on recent sales performance, current orders on hand and expected orders from regular periodical customers during the period of this cash-flow.
- 2. Accounts receivable collections are based on management estimates and recent historical collection patterns.
- 3. On-going purchases of goods and services will be paid on a COD basis.
- 4. Payroll and benefits will continue to be paid in the ordinary course.
- 5. Professional fees include Proposal Trustee and legal counsel fees.
- 6. The company will remain within its margin and maintain the support of its secured operating lender.

This Statement of Projected Cash Flow of Web Offset Publications Limited prepared in accordance with s.s. 50.4(2) and/or s.s. 50.1(6) of the Bankruptcy and Insolvency Act should be read in conjunction with the Trustee's report on the reasonableness of the cash flow statement.

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DATED AT TORONTO this 29th day of July, 2015.

A. FARBER & PARTNERS INC. THE TRUSTEE ACTING IN RE THE PROPOSAL OF WEB OFFSET PUBLICATIONS LIMITED

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Per: John Hendriks, CA • CIRP

WEB OFFSET PUBLICATIONS LIMITED

John J. Pizale, President

Per: