

JAN 24 2011

NO. \_\_\_\_\_  
VANCOUVER REGISTRY

  
IN THE SUPREME COURT OF BRITISH COLUMBIA

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

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*, S.B.C. 2002, c. 57

AND

IN THE MATTER OF 3S PRINTERS INC. and GAMMA INVESTMENTS LTD.

PETITIONERS

**PETITION TO THE COURT**

The Petitioners claim the right to serve this petition on those creditors, shareholders or other interested parties of the Petitioners, and each of them, outside British Columbia pursuant to Rule 4-5(1) and 4-5(2) of the *Supreme Court Civil Rules* and section 10(h) of the *Court Jurisdiction and Proceedings Transfer Act* on the ground that the Petitioners carry on business in British Columbia.

This proceeding has been started by the Petitioners for the relief set out in Part 1 below.

If you intend to respond to this petition, you or your lawyer must

- (a) file a Response to Civil Claim in Form 67 in the above-named registry of this court within the time for response to petition described below, and
- (b) serve on the Petitioners
  - (i) 2 copies of the filed Response to Petition, and
  - (ii) 2 copies of each filed affidavit on which you intend to rely at the hearing

Orders, including orders granting the relief claimed, may be made against you, without any further notice to you, if you fail to file the response to petition within the time for response.

THE SUPREME COURT  
OF THE UNITED STATES  
WASHINGTON, D.C.

JAN 24 1964

1964

### Time for Response to Petition

A Response to Petition must be filed and served on the Petitioners,

- (a) if you reside anywhere in Canada, within 21 days after the date on which a copy of the filed Petition was served on you,
- (b) if you reside in the United States of America, within 35 days after the date on which a copy of the filed Petition was served on you,
- (c) if you reside elsewhere, within 49 days after the date on which a copy of the filed Petition was served on you, or
- (d) if the time for response has been set by order of the court, within that time.

(1)	<p>The address of the registry is:</p> <p style="text-align: center;">The Law Courts 800 Smithe Street Vancouver, British Columbia V6Z 2E1</p>
(2)	<p>The ADDRESS FOR SERVICE of the Petitioners is:</p> <p style="text-align: center;">20<sup>th</sup> Floor, 250 Howe Street Vancouver, BC V6C 3R8</p> <p>Fax number address for service (if any) of the Petitioners:</p> <p style="text-align: center;">604-683-5214</p> <p>E-mail address for service (if any) of the Petitioners:</p> <p style="text-align: center;"><a href="mailto:john.sandrelli@fmc-law.com">john.sandrelli@fmc-law.com</a>/<a href="mailto:jordan.schultz@fmc-law.com">jordan.schultz@fmc-law.com</a></p>
(3)	<p>The name and office address of the Petitioners' lawyer is:</p> <p style="text-align: center;">John R. Sandrelli/Jordan Schultz Fraser Milner Casgrain LLP 20<sup>th</sup> Floor, 250 Howe Street Vancouver, BC V6C 3R8</p>



## CLAIM OF THE PETITIONERS

### Part 1: ORDER(S) SOUGHT

The Petitioners claim the right to serve this Petition on any interested party on the grounds that the proceedings concern a business carried on in British Columbia.

The Petitioners apply to this Court the Initial Order under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C – 36, as amended (the "CCAA") and the *Business Corporations Act*, S.B.C. 2002, c. 57 (the "BCA") for:

1. a Declaration that the Petitioners are corporations to which the CCAA and the BCA apply;
2. an Order authorizing and permitting the Petitioners to file with this Court a formal plan or plans of compromise or arrangement between the Petitioners and their creditors (the "Plan") pursuant to the provisions of the CCAA, at such time as may be directed by the Court;
3. an Order that, upon filing of the Plan, the Petitioners call a meeting (the "Meeting") of the affected classes of their creditors to vote upon the Plan;
4. an Order that, until further order of this Court, all proceedings against the Petitioners be stayed, and the Petitioners' operations be carried out in accordance with the express terms of the draft Initial Order (attached to this Petition as **Schedule "A"**), with liberty to seek to extend the terms of such Initial Order at the hearing of the Petition;
5. an Order that the Petitioners be at liberty to serve all pleadings and notices and related materials (including the Plan) in this proceeding on any of their creditors by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery, fax transmission or email to the Petitioners' creditors at their respective addresses as last shown on the records of the Petitioners, and any such service or notice by courier, personal delivery, fax transmission or email shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the



third business day after mailing, and that the time for filing a Response to Petition by persons outside of British Columbia be abridged to 14 days;

6. such directions as may be required from time to time respecting the presentation of the Plan to the Creditors of the Petitioners and, if subsequently required, a proof of claim process, conduct of the Meeting and related matters;

7. an Order defining the classes of creditors of the Petitioners for the purposes of meetings with respect to, and voting upon, the Plan;

8. an Order sanctioning and approving the Plan with such amendments as may be proposed by the creditors of the Petitioners and approved by the Petitioners or as may be proposed by the Petitioners;

9. an Order granting an Administrative Charge, a DIP Lender's Charge and Director and Officer Indemnification charge over the assets of the Petitioners;

10. an Order that the Orders in these proceedings shall have full force and effect in all provinces and territories of Canada and any other foreign country where creditors of the Petitioners are domiciled; and

11. such further and other Orders as this Honourable Court may deem proper under the circumstances,

as more particularly set out in the draft form of Initial Order attached hereto as **Schedule "A"**.

## **Part 2: FACTUAL BASIS**

1. The Petitioner, 3S Printers Inc. ("**3S Printers**") is a company incorporated pursuant to the laws of the Province of British Columbia, with a registered records office located at 204 – 4676 Main Street, Vancouver, British Columbia.

2. The Petitioner, Gamma Investments Ltd. ("**Gamma**") is a company incorporated pursuant to the laws of the Province of British Columbia, with a registered records office located at 204 – 4676 Main Street, Vancouver, British Columbia.





3. Sukhdev Sandhu is the sole shareholder and director of both 3S Printers and Gamma.
4. 3S Printers carries on business providing large scale commercial and retail printer services. 3S Printers operates out of premises located at 23011 Fraserwood Way, Richmond, British Columbia (the "**Property**"). Gamma is the registered owner of the Property.
5. The Petitioners submit that it is appropriate for this Honourable Court to grant the Initial Order under the CCAA which has as its objectives the facilitation of restructuring and the continuing of the debtor company as a going concern. The CCAA applies in respect of an insolvent debtor company if total claims are more than \$5,000,000.
6. Both of the Petitioners are companies incorporated pursuant to the BCA.
7. The Petitioners have more than \$5 million in debt and are therefore Debtor Companies within the meaning of the CCAA.
8. The Petitioners have insufficient capital to meet their current obligations, and face enforcement proceedings by their secured creditors which could see the appointment of a receiver and the termination of their business.
9. The Petitioners propose to file a Plan or Plans for consideration by its various classes of creditors in order to permit the Petitioners an opportunity to restructure their affairs pursuant to the CCAA. The secured and unsecured creditors, employees, and other stakeholders will derive a greater benefit from such a restructuring than will result from the bankruptcy, receivership or liquidation of the Petitioners assets.
10. In advance of filing a plan of compromise or arrangement and the restructuring of its affairs, the Petitioners are in need of an Initial Order from this Honourable Court, substantially in the form attached as **Schedule "A"** to this Petition, providing *inter alia*:
  - (a) a stay of proceedings;
  - (b) the power to remain in possession and control of their assets;
  - (c) the appointment of a Monitor; and
  - (d) such further and other relief described in the draft Initial Order attached hereto.



**Part 3: LEGAL BASIS**

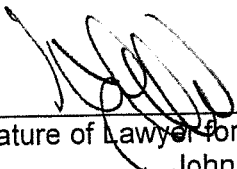
1. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C – 36,
2. *Business Corporations Act*, S.B.C. 2002, c. 57,
3. Rules 2-1(2), 4-4, 4-5(1), 4-5(2), 8-1, 8-2, 16-1, 22-1, and 22-4 of the *Supreme Court Civil Rules of Court* and the inherent jurisdiction of this Court.

**Part 4: MATERIALS TO BE RELIED ON**

1. Affidavit #1 of Sukhdev Sandhu, sworn January 21, 2011.

The Petitioners estimate that the hearing of the Petition will take 60 minutes.

Date: January 21, 2011

  
\_\_\_\_\_  
Signature of Lawyer for Petitioners,  
John R. Sandrelli

<b>To be completed by the court only:</b>	
Order made	
<input type="checkbox"/> in the terms requested in paragraphs _____ of Part 1 of this Petition	
<input type="checkbox"/> with the following variations and additional terms:	
_____	
_____	
_____	
Date:	_____
	Signature of <input type="checkbox"/> Judge <input type="checkbox"/> Master

