

SUPERIOR COURT

(In bankruptcy and insolvency)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF LONGUEUIL

No: 505-11-007944-064

DATE: JANUARY 25, 2007

BY: GAËTAN CORREIL REGISTRAR (FC1060)

IN THE MATTER OF THE PROPOSAL OF:

AVESTOR LIMITED PARTNERSHIP

Debtor/Petitioner

And

RSM RICHTER INC., in its capacity as trustee to the proposal of Avestor Limited Partnership

Trustee

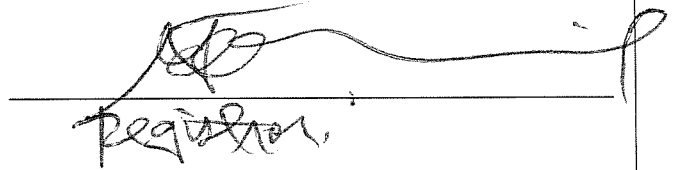
JUDGMENT

(On a Motion for the sanction of the debtor's proposal)

- [1] The Tribunal, having taken cognizance of a *Motion for the sanction of the debtor's proposal (Section 58 of the Bankruptcy and Insolvency Act)* dated January 16, 2007, and after studying the affidavit and the exhibits filed in support of said Motion, hereby renders the present judgment;
- [2] **GRANTS** the Motion;
- [3] **APPROVES** the proposal of the Debtor, Avestor Limited Partnership, dated December 8, 2006, and all of the discharges and other provisions contained therein;

- [4] **DECLARES** that all recourses of any or all of the creditors of Avestor Limited Partnership which they had, have, or could have had pursuant to sections 91 to 101 of the *Bankruptcy and Insolvency Act* are waived;
- [5] **DECLARES** that any and all rights claims or other recourses of any or all of the creditors of Avestor Limited Partnership of any nature whatsoever which they had, have or could have had against Avestor Limited Partnership, its directors, management, representative, agents and assigns, the general partners of the partnership, namely Gestion IndusTech HQ Inc. and Kerr-McGee Québec ULC, their directors, management, representatives, agents and assigns, and the shareholders of the general partners of Avestor Limited Partnership, namely Hydro-Québec IndusTech Inc. and Kerr-McGee Stored Power Corporation, their directors, management, representatives agents and assigns are fully and finally discharged;
- [6] **DECLARES** that any and all claims against directors, management, representatives and agents of Avestor Limited Partnership that arose before the commencement of the proceedings under the *Bankruptcy and Insolvency Act* and that relate to the obligations of Avestor Limited Partnership where the directors, management or persons acting in a similar capacity are by law liable in such capacity for the payment of such obligations are hereby fully and finally discharged;
- [7] **PRAYS** act of Gestion IndusTech HQ Inc., Kerr-McGee Québec ULC and 9174-2049 Québec Inc.'s waiver of their rights to receive any dividend to which they would otherwise be entitled under the proposal, to the extent that the Net Amount as defined in the proposal does not allow unsecured claims by ordinary creditors (other than Gestion IndusTech HQ Inc., Kerr-McGee Quebec ULC, 9174-2049 Quebec Inc., Hydro-Québec Industech Inc. and Kerr-McGee Stored Power Corporation) to be paid in their entirety, without interest or penalty;
- [8] **PRAYS** act of the waiver of Hydro Québec IndusTech Inc. and Kerr-McGee Stored Power Corporation of their rights to receive any dividend to which they would otherwise be entitled under the proposal and to the exercise of their rights under any guaranty or security granted to them by the Avestor Limited Partnership, to the extent that the Net Amount as defined in the proposal does not allow unsecured claims by ordinary creditors (other than Gestion Industeh HQ Inc., Kerr-McGee Quebec ULC, 9174-2049 Québec Inc., Hydro-Québec IndusTech Inc. and Kerr-McGee Stored Power Corporation) to be paid in their entirety, without interest or penalty;

[9] **THE WHOLE** with costs against the estate.

A handwritten signature is written above a horizontal line. Below the line, the word "Register" is written in a cursive script.

Me Marc Duchesne
BORDEN LADNER GERVAIS
Attorneys for Avestor Limited Partnership

Date of hearing: January 25, 2007