

August 9, 2012

To the Creditors of **U&Me Beverage Company ("U&Me")**

As you appear to be a creditor of U&Me, we are providing you with copies of:

1. Notice of Intention to Make a Proposal ("NOI"), filed on August 7, 2012.
2. The consent of the Trustee to act in this matter; and
3. A list of all creditors provided to the Trustee.

The NOI was filed pursuant to the *Bankruptcy and Insolvency Act (Canada)* (the "BIA"). **Please note this is not a bankruptcy, but rather protection has been sought under the BIA pending the filing of a reorganizational proposal to creditors.**

Pursuant to the BIA:

- All proceedings by creditors are stayed (stopped) as of August 7, 2012;
- U&Me is required to file a cash flow statement with the Office of the Superintendent of Bankruptcy on or before August 17, 2012, a copy of which will only be sent to creditors on request (in writing);
- U&Me is required to file a Proposal on or before September 6, 2012, subject to an extension from the Court; and
- A meeting of creditors to consider the Proposal is to be held within 21 day of the filing of the Proposal, and notice of the meeting will be sent to all known creditors at least 10 days prior to the date of the meeting.

If you have any questions concerning the foregoing please contact us by email at u&me@mnp.ca

Yours truly,

MNP Ltd.
Trustee Acting *in re*: the Proposal of
U&Me Beverage Company

District of:
Division No. -
Court No.
Estate No.

- FORM 33 -
Notice of Intention To Make a Proposal
(Subsection 50.4(1) of the Act)

In the matter of the proposal of
U&ME BEVERAGE COMPANY
Having its Principal Place of Business in the City of Mississauga
in the Province of Ontario

Take notice that:

1. We, U&ME BEVERAGE COMPANY, an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that we intend to make a proposal to our creditors.
2. MNP LTD. of 701 - 85 Richmond Street West, Toronto, ON, M5H 2C9, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against us are stayed as of the date of filing of this notice with the official receiver in our locality.

Dated at the City of Toronto in the Province of Ontario, this 7th day of August 2012.



U&ME BEVERAGE COMPANY
Insolvent Person

To be completed by Official Receiver:

Filing Date _____

Official Receiver

ONTARIO SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY

IN THE MATTER OF THE PROPOSAL OF
U&ME BEVERAGE COMPANY
HAVING ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF MISSISSAUGA, IN THE PROVINCE OF ONTARIO

CONSENT TO ACT

MNP Ltd. hereby consents to act as trustee in the proposal of U&Me Beverage Company.

MNP LTD.

Per: 

Sheldon Title

Dated:

August 7, 2012



Office of the Superintendent
of Bankruptcy Canada

An Agency of
Industry Canada

Bureau du surintendant
des faillites Canada

Un organisme
d'Industrie Canada

District of Ontario
Division No. 09 - Mississauga
Court No. 32-1652926
Estate No. 32-1652926

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

U&ME BEVERAGE COMPANY
Insolvent Person
MNP LTD / MNP LTÉE
Trustee

Date of the Notice of Intention: August 07, 2012

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 aforementioned 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 aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: August 07, 2012, 13:12

E-File/Dépôt Electronique

Official Receiver

Federal Building, 55 Bay Street North, 9th Floor, Hamilton, Ontario, Canada, L8R3P7, (877)376-9902

Canada

- Creditor Mailing List -

In the matter of the proposal of
U&ME BEVERAGE COMPANY
 Having its Principal Place of Business in the City of Mississauga
 in the Province of Ontario

Creditor Type	Name	Attention	Address	Claim \$
Secured	Royal Bank Lease		320 Front Street, 9th Floor Toronto ON M5V 3B6	2,284,900.28
Unsecured	1825219 Ontario Inc o/a BM & M Mechanical		34 Lofthouse Dr Whitby ON L1R 1V7	4,546.40
	2287887 Ontario Inc		3434 Spirea Terrace Mississauga ON L7N 7N4	15,690.05
	3M Canada Company		PO Box 3616, Commerce Court Postal Station Toronto ON M5L 1K1	1,216.50
	864815 Ontario Limited		1520 Creditstone Road Concord ON L4K 3W2	847.50
	A-1 Shipping		40 Audia Court Concord ON L4K 3N4	7,255.43
	Abell Pest Control		3075 Ridge Drive, Unit 27 Mississauga ON L5L 5M6	1,429.73
	Accordia Global Compliance		PO Box 864830 Orlando FL 32886 USA	950.00
	Acklands Granger		7111 Kennedy Road, Unit 1 Mississauga ON L5S 0A4	839.59
	Advance Precision Manufacturing		70 Monarch Road, Unit 1 Guelph ON N1K 1S3	1,670.71
	AGT Electric		10 Sunrise Avenue, Suite 210 Toronto ON M4A 2R1	1,186.50
	Air Liquide Canada Incorporated-Ontario	Zelia Deazevedo	1700 Steeles Ave E Brampton ON L6T 1A6 Fax: (902) 468-5783 zelia.deazevedo@airliquide.com	361.49
	Allied Tooling Technologies Inc		1199 Cardiff Boulevard, Unit 2 Mississauga ON L5S 1P8	34,284.20
	AMH Services		222 Fleming Drive Milton ON L9T 5X9	4,915.50
	Aztec Electrical Supply Inc		25 North Rivermede Road, # 8-10 Concord ON L4K 5V4	4,630.76
	Band Collective		39 Lakeshore East, Suite 300 Mississauga ON L5G 1C9	7,910.00
	Basio Security		1200 Speers Road, Unit 12 OAKVILLE ON L6L 2X4	462.17
	BDO Canada LLP		3115 Harvester Road, Suite 400 Burlington ON L7N 3N8	79,524.88
	Bell Canada F-88 - Business	Insolvency Department	1 Carr. Alexandre-Graham-Bell, Allé E3 Verdun QC H3E 3B3 Fax: (877) 673-3566 insolv@bell.ca	448.57
	Bell Conferencing Inc		5099 Creekbank Road, B4 Mississauga ON L4W 5N2	99.04
	Bitwise Micro Inc.		5534 Guelph Line Guelph ON L7P 0A7	2,440.80
	Bonnie & Don Flavours inc		919 Kemato Road Mississauga ON L4W 2R5	30,676.85
	Brampton Bramalea Kwik Lab		160 Wilkison Road, Unit 37 Brampton ON L6T 4Z4	106.50

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Creditor Type	Name	Attention	Address	Claim \$
Unsecured	Canadian Bearings		1600 Drew Road Mississauga ON L5S 1S5	2,939.55
	Canadian Liquid Processors Limited		15 Bigger Avenue Hamilton ON L8L 3Z3	5,159.36
	Canadian Springs		PO Box 4514, Station A Toronto ON M5W 4L7	2,293.02
	Canadian Waste Management Inc		5425 Dixie Road, Suite 16 Mississauga ON L4W 1E6	15,680.20
	Carol Kerley-Rimmer		2005 Cavendish Drive Burlington ON L7P 1Y9	61.53
	CCM Inc		1371 Selkirk Avenue OAKVILLE ON L6L 2V5	70,881.01
	Checkpoint Canada Inc		710 Cochrane Drive Markham ON L3R 5N7	713.53
	CHEP Canada Inc		7400 East Danbo Crescent Mississauga ON L5N 8C6	1,014.98
	Cheque Direct Co		2 Tall Grass Trail, Unit 2 Vaughan ON L4L 3Y9	190.41
	Chieftan Investments Limited		500 - 6205 Airport Road Mississauga ON L4V 1E3	2,609,591.00
	Cintas		23 Torlake Crescent Toronto ON M8Z 1B5	12,593.15
	Cintas Document Management		7040 Davand Dr Mississauga ON L5T 1J5	92.54
	Coca-Cola Sabco		Av. OUA nr. 270 PO Box 1441 Maputo, Mozambique	5,000.00
	Compressed Air International		60 Haist Ave, Unit 1 WOODBIDGE ON L4L 5V4	2,041.46
	costore life		478 Dundas Street West, PO Box 300700 OAKVILLE ON L6H 7L8	34,000.00
	costore life		478 Dundas Street West, PO Box 300700 OAKVILLE ON L6H 7L8	7,684.00
	D.J. Industrial Sales		25 North Rivermede Rd., Unit 1-3 Concord ON L4K 5V4	4,493.32
	Dan Lawrie Insurance		105 Main St. E., 14 Floor Hamilton ON L8N 1G6	8,616.24
	Daniel J Calahan		USA	50,416.09
	Darlene Davis		1900 North Sheridan Way Mississauga ON L5K 2R3	10.00
	DTK Automation		19850 Yonge St Holland Landing ON L9N 1A9	19,795.34
	Ecolab Co.		5105 Tomken Rd Mississauga ON L4W 2X5	4,797.69
	Electrical Safety Authority		155 Matheson Blvd. W., Ste 202 Mississauga ON L5R 3L3	348.37
	Electropak		61 Bodenstein Street Krugersdorp North Geuteng, South Africa	10,410.00
	Endress & Hauser Canada		1075 Sulton Dr Burlington ON L7L 5Z8	1,707.43

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Unsecured	Enersource Corporation - Non-Regulated	Arlene Tan, Credit and Collections	3240 Mavis Road Mississauga ON L5C 3K1 Fax: (905) 566-2737 alan@enersource.com	18,276.80
	Fanuc Robotics Canada		6774 Financial Dr. Mississauga ON L5N 7J6	829.19
	Federal Express Canada Ltd. - Revenue Recovery Department		5985 Explorer Drive Mississauga ON L4W 5K6 Fax: (905) 212-5672 infassone@fedex.com	862.66
	Feld Motor Sports		4255 Meridian Parkway Aurora IL 60504 USA	75,000.00
	Fisher Scientific		PO Box 9200, Terminal Ottawa ON K1G 4A9	291.44
	FJO Group Inc		123 Rexdale Blvd., PO Box 30137 Etobicoke ON M9W 0B1	5,387.84
	Garry Machine MFG Inc.		165 Statesman Dr Mississauga ON L5S 1X4	339.00
	Golda Scientific		6320 Northwest Dr Mississauga ON L4V 1J7	4,087.79
	Gerrie Electric		4104 South Service Rd Burlington ON L7L 4X5	3,246.76
	Graham Muir Sales		1344 Fewster Dr Mississauga ON L4W 1A4	2,444.31
	Guelph Food Technology Centre		88 McGilvray St Guelph ON N1G 2W1	1,271.25
	Hamilton Boiler Works		105 Cascade St Hamilton ON L8E 3B7	16,272.00
	HRDownloads Inc		195 Dufferin Ave, Ste 500 London ON N6A 1K7	1,515.33
	Hudson's Bay Company c/o DRN	Insolvency Department	PO Box 2514, Station B London ON N6A 4G9 Fax: (647) 439-1419 gebest@dmcommerce.com	2,061.46
	Imball Srl		VIA CA De' Testi 16/3 Bologna Italy	2,184.24
	Infinity Asset Solutions		63 Maplecrete Rd Concord ON L4K 1A5	5,650.00
	International Suntrade Inc.		33 Connel Crt Toronto ON M8Z 1E8	5,440.14
	Jantz Canada		623 South Service Rd Grimsby ON L3M 4E8	103,591.52
	Jeanette Cristoforo		28519 Mile Rd Sterling MI 48659 USA	9.00
	Johnston Equipment Co Ltd		5990 Avebury Rd Mississauga ON L5R 2R2	4,402.31
	Jowat Canada Ltd		PO Box 149 Mississauga ON L5M 2B7	4,054.44
	Karry Bros. Limited		180 Courtney Park Dr E Mississauga ON L5T 2S5	1,909.70
	Kelron Logistics Systems Inc.		1355 Meyerside Drive Mississauga ON L5T 1C9	45,071.19

DM

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Unsecured	Kevin Pelton		Unknown Unknown ON	361,470.00
	Key West Marketing		3622 Briggeman Drive Los Alamitos CA 90720 USA	95,608.93
	Kissner		32 Cherry Blossom Rd. Cambridge ON N3H 4R7	14,302.36
	Klenzoid		245 Matheson Blvd E #1 Mississauga ON L4Z 3C9	3,992.33
	Lauren Miller		142N Glassel Street Orange CA 92866 USA	7,565.66
	Lauren Miller		142 N Glassell St Orange CA 92866 USA	100,000.00
	Lee Miller Investments Interest		1 Avalon Vista Newport CA 92657 USA	330,041.00
	Lee Miller Shareholder Loans		1 Avalon Vista Newport CA 92657 USA	8,911,033.93
	LPMTS Logistics Inc.		498 Eagle Street, Suite 202 Cambridge ON N3H 1C2	20,858.50
	Mantralogix Inc.		245 Matheson Blvd E, Suite 5A Mississauga ON L4Z 3C9	7,191.32
	Mattel Inc		333 Continental Blvd El Segundo CA 90245 USA Fax: (310) 252-3861	800,000.00
	McMaster Carr		PO Box 7690 Chicago IL 60687-690 USA	2,126.58
	Miller & Smith Foods		886 Sinclair Rd. OAKVILLE ON L6K 2H3	8,286.78
	Ministry of Finance		Ministry of Revenue - Insolvency Unit 33 King Street West, 6th Floor Oshawa ON L1H 8H5 Fax: (905) 436-4524 insolvency.unit@ontario.ca	7,497.19
	Mister Safety Shoes Inc.		2300 Finch Avenue West, Suite 6 Toronto ON M9M 2Y3	4,406.76
	Morbeat Inc.		11-63 Galaxy Blvd. Toronto ON M9W 1P7	4,880.47
	Nealanders International Inc.		6980 Creditview Rd. Mississauga ON L5N 8E2	102,998.35
	Nielson		PO Box 4598 Postal Station A Toronto ON M5W 4Y3	9,296.51
	Norampac Lithotech Division		655 Creditstone Road Vaughan ON L4K 5P9	6,159.66
	Orchard County Beverages		PO BOX HB 459 NASSAU FL USA	2,800.00
	Orlando Corporation		6203-B Airport Rd., 5th Floor Mississauga ON L4V 1E3	10,542.51
	Packall Packaging		2 Shaftsbury Lane Brampton ON L6T 3X7	2,786.58
	Pak Tek Packaging Inc.		1-2299 Drew Road Mississauga ON L5S 1A3	1,300.29
	Pelton, Kevin			21,031.46

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Unsecured	Poweron Control Systems Ltd.		23-8888 Keele Street Concord ON L4K 2N2	1,569.29
	Praxair Canada Inc.	Credit Department	1200 - 1 City Centre Drive Mississauga ON L5B 1M2 Fax: (905) 803-1698	219.20
	Pricewaterhouse Cooper		111 5th Ave. S.W., Suite 3100 Calgary ON T2P 5L3	871.49
	Prolamina Bright Solutions		1055 Winchester Drive, PO Box 568 Neenah WI 54956 USA	164,779.31
	RBC Royal Bank Visa c/o BankruptcyHighway.com		PO Box 57100 Etobicoke ON M8Y 3Y2 Fax: (416) 253-3610 bankruptcydocuments@asset.net	22,512.41
	RBC Royal Bank Visa c/o BankruptcyHighway.com		PO Box 57100 Etobicoke ON M8Y 3Y2 Fax: (416) 253-3610 bankruptcydocuments@asset.net	3,152.82
	RBC Royal Bank Visa c/o BankruptcyHighway.com		PO Box 57100 Etobicoke ON M8Y 3Y2 Fax: (416) 253-3610 bankruptcydocuments@asset.net	2,283.35
	Redemac Inc.		2777 Thamesgate Drive Mississauga ON L4T 1G5	881.40
	Redirack		1303 North Service Road East, Unit 3 OAKVILLE ON L6H 1A7	339.00
	Renown Electric motors & Repair		99 Ortona court Concord ON L4K 3M3	6,120.08
	Ricoh Canada Inc.		300 - 5520 Explorer Drive Mississauga ON L4W 5L1 Fax: (905) 795-6926	6,960.01
	Robert C Wolf Defined Benefit Plan		Unkawn Unknown ON	152,863.42
	Rocktennan Container Corporation		PO box 4232, Station A Toronto ON M5W 5P4	358,851.35
	Rogers Communications c/o DRN Commerce Inc.		PO Box 2514, Station B London ON N6A 4G9 Fax: (647) 439-1419 rogersbest@drncommerce.com	853.81
	RTW Enterprises		1 Avalon Vista Newport CA 92657 USA	2,373,467.78
	Scully Scott Murphy & Presser		300-400 Garden City Plaza Garden City NY 11530-0299 USA	36,404.37
	SDI Solutions		10310 Ray Lawson Blvd Anjou QC H1J 1M1	1,867.08
	Shahbaz Employment Agency		2-2575 Steeles Avenue East Brampton ON L6T 5T1	1,050.34
	Sharpe & Associates		54 Bolshelm Court Mississauga ON L5N 1K1	21,809.00
	Sherman Brown, Barristers & Solicitors		900-5075 Yonge Street Toronto ON M2N 6C6	14,997.95
	Shrink Packaging Systems Corp		85 Northeastern Blvd NASHUA NH 03062 USA	3,520.28

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 in the Province of Ontario

Creditor Type	Name	Attention	Address	Claim \$	
Unsecured	Silliker Inc.		90 Gough Markham ON L3R 5V5	1,847.56	
	Silverstar Supplies Inc.		215 Carlingview Dr Unit 210 Etobicoke ON M9W 5X8	3,549.40	
	Singer Traynor & Company		515-6055 E Washington Blvd Los Angeles CA 90040 USA	42,795.40	
	Sonoco Products Company		1691 Matheson Blvd Mississauga ON L4W 1S1	426,651.81	
	Speedy Transport		265 Rutherford Rd S Brampton ON L6W 1V9	410.81	
	Summit Sales		6440 Flying Cloud Dr, Suite 145 Eden Prairie MN 55344 USA	85,414.00	
	Suntrade		33 Connell Court Toronto ON M8Z 1E8	45,651.39	
	Teffi-Linc Ltd		4415 North Service Rd Burlington ON L7L 4X7	166.40	
	Tegiaco Electric Inc.		2369 Springfield Cres OAKVILLE ON L6J 7P7	768.40	
	Toronto Pallet & Skid		7384 Traniere Dr Mississauga ON L5S 1K4	2,542.50	
	Tower Hose & Hydraulics		17 McBwan Dr West Bolton ON L7B 1H5	4,864.33	
	TST Overland Express		PO Box 3000, Station A Mississauga ON L5A 3S3	204.22	
	Uline Shipping Supply		PO Box 3500 SIRETSVILLE ON L5A 3S3	6,586.33	
	UPS Canada c/o Credit Department	Receivables Department		77 Foundry Street Moncton NB B1C 5H7 Fax: (506) 877-6569	1,271.06
	Webconvert Ltd			11-21 Godrich Rd Toronto ON M8Z 6A3	5,311.00
	Wecon Systems			11-4635 Burgoyne Street Mississauga ON L4W 1V9	4,951.66
	Wild Flavours Inc.			PO Box 631765 CINCINNATI OH 45263-176 USA	15,704.90
	World International Patents & Trademarks			PO Box 52, 814 99 Bratislava 1 Slovak R Slovak Republic	2,738.00
	Worldwide Database of Trademarks & Patents			Rochacova 188/37 I	2,256.00
	WSIB		Collections Branch	120 King St. W., PO Box 2099, Stn. LCD1 Hamilton ON L8N 4C3 Fax: (905) 521-4203	66,430.81
				\$ 20,382,788.95	

Handwritten initials: JMC