

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

N°: 500-11-057549-194

DATE: January 14, 2021

PRESIDING: THE HONOURABLE PETER KALICHMAN, J.S.C.

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

9227-1584 QUÉBEC INC.

9336-9262 QUÉBEC INC.

Debtors

-and-

KPMG INC.

Petitioner / Monitor

-and-

110302 CANADA INC.

9325-7277 QUÉBEC INC.

Mises en cause

JK0261

ORDER

[1] **THE COURT**, upon reading the *Motion for the Extension of the Stay of Proceedings* dated January 8, 2021 (the "**Motion**") of the Petitioner / Monitor

KPMG Inc. (the “**Monitor**” or “**KPMG**”), having examined the proceeding, the affidavit and the exhibits;

- [2] **GIVEN** the *Initial Order* issued in respect of the Debtors on November 22, 2019, as rectified on November 25, 2019 and subsequently amended and restated, most recently pursuant to the *Corrected Second Amended and Restated Initial Order* issued on March 20, 2020 (the “**Initial Order**”);
- [3] **GIVEN** the Monitor’s reports dated December 18, 2019, January 28, April 3, April 16, June 17, August 28 and September 24, 2020, and January 8, 2021;
- [4] **GIVEN** the testimony of Mr. Dev Coossa, representative of KPMG;
- [5] **GIVEN** the representations by counsel for KPMG and other parties at the hearing of the Motion;
- [6] **GIVEN** the provisions of the *Companies’ Creditors Arrangement Act* (“**CCAA**”);
- [7] **GIVEN** the circumstances surrounding the COVID-19 pandemic;

FOR THESE REASONS, THE COURT HEREBY:

- [8] **GRANTS** the present Motion.
- [9] **DECLARES** that sufficient prior notice of the presentation of the Motion has been given by the Petitioners to interested parties, so that the Motion is properly returnable today and hereby dispenses with further service thereof.
- [10] **EXTENDS** the Stay Period ordered in the Initial Order until January 29, 2021.
- [11] **ORDERS** that paragraph 15 of the Initial Order is amended as follows:
 - [15] **ORDERS** that, until and including January 29, 2021, or such later date as the Court may order (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal (each, a “**Proceeding**”) shall be commenced or continued against or in respect of the Debtors, or affecting the Debtors’ business operations and activities (the “**Business**”) or the Property (as defined herein), including as provided in paragraph [25] herein except with leave of this Court. Any and all Proceedings currently under way against or in respect of the Debtors or affecting the Business or the Property are hereby stayed and suspended pending further order of this Court,

the whole subject to subsection 11.1 CCAA. For greater clarity, nothing in this section shall be interpreted as preventing or prohibiting, or from having prevented or prohibited, the holder of a legal hypothec, pursuant to sections 2724 (2) and 2726 CCQ, in favour of a person having taken part in the construction or renovation of an immovable owned by either of the Debtors, from publishing a prior notice of exercise of a hypothecary recourse in accordance with sections 2727 and 2757 and following CCQ, but shall be interpreted as preventing and prohibiting such holder from commencing any judicial proceeding against the Debtors, except as provided herein.

- [12] **ORDERS** that Appendices A, C and D to the Monitor's Eighth Report produced as Exhibit R-4 to the Motion shall be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of the Court.
- [13] **ORDERS** the provisional execution of the Order notwithstanding any appeal.
- [14] **WITHOUT COSTS.**



The Honourable Peter Kalichman, J.S.C.

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

N°: 500-11-057549-194

DATE: January 15, 2021

PRESIDING: THE HONOURABLE PETER KALICHMAN, J.S.C.

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

9227-1584 QUÉBEC INC.

9336-9262 QUÉBEC INC.

Debtors

-and-

KPMG INC.

Petitioner / Monitor

-and-

110302 CANADA INC.

9325-7277 QUÉBEC INC.

Mises en cause

JK0261

RECTIFIED ORDER

[1] **THE COURT**, upon reading the *Motion for the Extension of the Stay of Proceedings* dated January 8, 2021 (the "**Motion**") of the Petitioner / Monitor

KPMG Inc. (the “**Monitor**” or “**KPMG**”), having examined the proceeding, the affidavit and the exhibits;

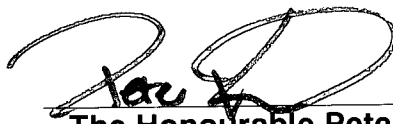
- [2] **GIVEN** the *Initial Order* issued in respect of the Debtors on November 22, 2019, as rectified on November 25, 2019 and subsequently amended and restated, most recently pursuant to the *Corrected Second Amended and Restated Initial Order* issued on March 20, 2020 (the “**Initial Order**”);
- [3] **GIVEN** the Monitor’s reports dated December 18, 2019, January 28, April 3, April 16, June 17, August 28 and September 24, 2020, and January 8, 2021;
- [4] **GIVEN** the testimony of Mr. Dev Coossa, representative of KPMG;
- [5] **GIVEN** the representations by counsel for KPMG and other parties at the hearing of the Motion;
- [6] **GIVEN** the provisions of the *Companies’ Creditors Arrangement Act* (“**CCAA**”);
- [7] **GIVEN** the circumstances surrounding the COVID-19 pandemic;
- [8] **GIVEN** that by obvious inadvertence, a conclusion regarding continued interim financing was omitted from the original order January 14, 2021;
- [9] **GIVEN** Art. 338 of the Code of civil procedure;

FOR THESE REASONS, THE COURT HEREBY:

- [10] **GRANTS** the present Motion.
- [11] **DECLARES** that sufficient prior notice of the presentation of the Motion has been given by the Petitioners to interested parties, so that the Motion is properly returnable today and hereby dispenses with further service thereof.
- [12] **EXTENDS** the Stay Period ordered in the Initial Order until January 29, 2021.
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 - [15] **ORDERS** that, until and including January 29, 2021, or such later date as the Court may order (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal (each, a “**Proceeding**”) shall be commenced or continued against or in respect of the Debtors, or affecting the Debtors’ business operations and activities (the “**Business**”) or the Property (as defined herein), including as provided in paragraph [25] herein

except with leave of this Court. Any and all Proceedings currently under way against or in respect of the Debtors or affecting the Business or the Property are hereby stayed and suspended pending further order of this Court, the whole subject to subsection 11.1 CCAA. For greater clarity, nothing in this section shall be interpreted as preventing or prohibiting, or from having prevented or prohibited, the holder of a legal hypothec, pursuant to sections 2724 (2) and 2726 CCQ, in favour of a person having taken part in the construction or renovation of an immovable owned by either of the Debtors, from publishing a prior notice of exercise of a hypothecary recourse in accordance with sections 2727 and 2757 and following CCQ, but shall be interpreted as preventing and prohibiting such holder from commencing any judicial proceeding against the Debtors, except as provided herein.

- [14] **ORDERS** that Appendices A, C and D to the Monitor's Eighth Report produced as Exhibit R-4 to the Motion shall be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of the Court.
- [15] **ORDERS** that the Interim Financing Agreement attached as " Schedule A' to the Initial Order shall be amended by an agreement substantially in the form of *Amendement No 4 à la Convention de Crédit* attached hereto as Appendix A.
- [16] **ORDERS** the provisional execution of the Order notwithstanding any appeal.
- [17] **WITHOUT COSTS.**



The Honourable Peter Kalichman, J.S.C.