

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

N°: 500-11-057549-194

DATE: December 10, 2021

PRESIDING: THE HONOURABLE PHILIPPE BÉLANGER, 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

**ORDER TERMINATING THE CCAA PROCEEDINGS WITH RESPECT TO 9336-9262
QUÉBEC INC., AND DISCHARGING THE MONITOR**

(Section 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36
("CCAA"))

[1] **THE COURT**, upon reading the *Application for the Issuance of an Order Terminating the CCAA Proceedings with Respect to 9336-9262 Québec Inc., and Discharging the Monitor* dated December 6, 2021 (the "**Application**") of the Petitioner / Monitor KPMG Inc. (the "**Monitor**" or "**KPMG**"), having examined the proceeding, the affidavit and the exhibits in support thereof;

[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 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 and 26, 2021, March 25, 2021, June 23, 2021, September 28, 2021 and November 26, 2021;

[4] **GIVEN** the testimony of Mr. Dev Coosa, 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");

FOR THESE REASONS, THE COURT HEREBY:

[7] **GRANTS** the Application.

[8] **DECLARES** that sufficient prior notice of the presentation of the Application has been given by the Petitioners to interested parties, so that the Application is properly returnable today and hereby dispenses with further service thereof.

DEFINED TERMS

[9] **ORDERS** that any capitalized terms not otherwise defined herein has the meaning ascribed to it in the Application.

TERMINATION OF THE CCAA PROCEEDINGS WITH RESPECT TO 9336-9262 QUÉBEC INC.

[10] **ORDERS** that the CCAA Proceedings with respect to 9336-9262 Québec Inc. ("**9336**") shall be immediately terminated without any other act or formality (the "**9336 CCAA Termination Time**"), save and except as provided in this Order, and provided that nothing herein impacts the validity of any Orders made in these CCAA Proceedings or any actions or steps taken by any person pursuant to or as authorized by any Orders of the Court made in these CCAA Proceedings.

[11] **ORDERS** that the Monitor is hereby directed to serve notice of the 9336 CCAA Termination Time in the form of a Monitor's Certificate substantially in the form appended as **Schedule "A"** hereto upon the Service List of these CCAA Proceedings as soon as is practicable following the occurrence thereof.

DISCHARGE OF THE MONITOR

[12] **ORDERS** that, effective at the 9336 CCAA Termination Time, KPMG shall be discharged from its duties as the Monitor of 9336's CCAA Proceedings and shall have no further duties, obligations or responsibilities as Monitor of 9336 from and after the 9336 CCAA Termination Time, and further that, notwithstanding the discharge of KPMG as Monitor, KPMG shall have the authority but not the

obligation to carry out, complete or address any matters in the capacity of Monitor that are ancillary or incidental to 9336's CCAA Proceedings following the 9336 CCAA Termination Time, as may be required, including pursuant to paragraph 11 hereof ("**Monitor Incidental Matters**").

[13] **ORDERS** that notwithstanding its discharge and the termination of 9336's CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and KPMG and its counsel shall continue to have the benefit of, any of the rights, approvals, releases, and protections in favour of the Monitor at law or pursuant to the CCAA, and all Orders made in these CCAA Proceedings, including in connection with any Monitor Incidental Matters and other actions taken by the Monitor pursuant to this Order following the 9336 CCAA Termination Time.

[14] **ORDERS** that each of the reports filed by the Monitor in these CCAA Proceedings (the "**Reports**") and the activities of the Monitor as set out therein as they relate to 9336, including any distributions or payments made by the Monitor for and on behalf of 9336, and in the Application be and are hereby approved.

ADDITIONAL PROTECTIONS

[15] **ORDERS** that no action or other proceeding shall be commenced against KPMG in any way arising from or related to its capacity or conduct as Monitor, except with prior leave of this Court and on prior written notice to the Monitor.

[16] **ORDERS** that, effective at the 9336 CCAA Termination Time, KPMG and its respective counsel, legal counsel to 9336, and each of its respective affiliates, officers, directors, partners, employees and agents, as applicable (collectively, the "**Released Parties**") shall be forever irrevocably and unconditionally released and discharged from any and all present and future claims (including claims for contribution or indemnity), liabilities and indebtedness, based in whole or in part on any act, omission, transaction, dealing or other occurrence, matter, circumstance or fact existing or taking place on or prior to the 9336 CCAA Termination Time relating to, in whole or in part, directly or indirectly, to any and all activities of the Released Parties set out or referred to in the Reports, including in carrying out any Monitor Incidental Matters, which Released Claims shall be fully, finally, irrevocably, unconditionally and forever waived, discharged, released cancelled and barred as against the Released Parties, and the commencement, prosecution, continuation or assertion, whether directly, indirectly, derivatively or otherwise, by any person of any Released Claims against the Released Parties, whether before a court, administrative tribunal, arbitrator, other dispute resolver or otherwise, shall be permanently restrained and enjoined, save and except any liability resulting from fraud or willful misconduct on the part of KPMG.

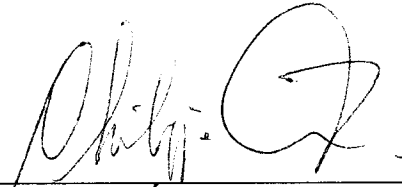
GENERAL

[17] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.

[18] **REQUESTS** the aid and recognition of any court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of the Order.

[19] **ORDERS** the provisional execution of the present Order notwithstanding any appeal and without the requirements to provide any security or provision for costs whatsoever.

[20] **THE WHOLE** without costs.



PHILIPPE BÉLANGER, J.S.C.

Me Bernard Boucher
Blake, Cassels & Graydon LLP
Attorneys for KPMG Inc.

Me Ari Y. Sorek
Me Charlotte Dion
Dentons Canada LLP
Attorneys for 110302 Canada Inc.

Me Stéphane Cléroux
Me Samuel Nadeau
Arnault Thibault Cléroux Avocats LLP
Attorneys for 9325-7277 Québec Inc. and Marc-André Nadon

Me Sylvain Rigaud
Woods LLP
Legal Advisor for Marc-André Nadon

SCHEDULE A

FORM OF 9336 CCAA TERMINATION TIME CERTIFICATE OF THE MONITOR

C A N A D A

PROVINCE OF QUÉBEC
DISTRICT OF **MONTREAL**

SUPERIOR COURT
Commercial Division
(Sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act, R.S.C.
1985, c. C-36, as amended)

N^o: **500-11-057549-194**

**IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF:**

9227-1584 QUÉBEC INC.

-and-

9336-9262 QUÉBEC INC.

Debtors

-and-

KPMG INC.

Petitioner / Monitor

-and-

110302 CANADA INC.

-and-

9325-7277 QUÉBEC INC.

Mises en cause

9336 CCAA TERMINATION TIME CERTIFICATE OF THE MONITOR

RECITALS:

WHEREAS On October 8, 2019, KPMG was appointed as administrative agent and manager over the assets and property of the Debtors 9227-1584 Québec Inc. ("9227") and 9336-9262 Québec Inc. ("9336"; collectively with 9227, the "Debtors") with powers tantamount to those of a receiver pursuant to the applicable provisions of the *Business Corporations Act* ("QBCA"), pursuant to an *Order Appointing an Administrative Agent and Manager and Issuing Other Orders for Redress*, as

rectified on October 9, 2019 (the “QBCA Order”) in Superior Court file number 500-11-057283-190;

AND WHEREAS on November 22, 2019, the Honourable Peter Kalichman, J.S.C. issued an Initial Order herein (as rectified on November 25, 2019, amended and restated on December 2, 2019 and January 30, 2020, and corrected on March 20, 2020, the “**Corrected Second Amended and Restated Initial Order**”);

AND WHEREAS on December 10, 2021, the Court issued an *Order Terminating the CCAA Proceedings with Respect to 9336-9262 Québec Inc., and Discharging the Monitor* (the “**9336 CCAA Termination Order**”) thereby, *inter alia*, terminating 9336’s CCAA Proceedings;

AND WHEREAS the 9336 CCAA Termination Order directs the Monitor to serve notice of the 9336 CCAA Termination Time (as defined in the 9336 CCAA Termination Order) in the form of a Monitor’s Certificate upon the Service List for these CCAA Proceedings as soon as is practicable following the occurrence thereof;

THE MONITOR CERTIFIES that the 9336 CCAA Termination Time has occurred.

This Certificate was issued by the Monitor at Montreal on _____[DATE].

KPMG Inc. in its capacity as Monitor, and
not in it personal or corporate capacity.

Name: _____

Title: _____
