

No de rôle : N/A

CANADA
PROVINCE DE QUÉBEC
District de Montréal

**COUR SUPÉRIEURE
CHAMBRE COMMERCIALE
PROCÈS-VERBAL D'INSTRUCTION
Division de pratique**

Dossiers no : 500-11-057470-193
500-11-057469-195

Par défaut Non contesté Représentations
 Contesté Contesté avec enquête Sauvegarde

IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF: BOUCLAIR INC. / BOUCLAIR INTERNATIONAL	Demande<	Requérant(e) <input checked="" type="checkbox"/> Intimé(e) <input type="checkbox"/>
DELOITTE RESTRUCTURING INC. et als.	Défense<	Requérant(e) <input type="checkbox"/> Intimé(e) <input checked="" type="checkbox"/>

ENREGISTREMENT NUMÉRIQUE

Référence :
Début : 08h58
Fin : 09h24

Salle : 16.02
Date: 7 mai 2020

PRÉSIDENT : L'HONORABLE CHANTAL CORRIVEAU, J.C.S. (JC2308)

Avocat / Bouclair inc. :	Me Joseph Reynaud & Me Vincent Lanctôt-Fortier (présents par visioconférence) Stikeman Elliott s.e.n.c.r.l., s.r.l. Adresse courriel : jreynaud@stikeman.com / vlanctotfortier@stikeman.com
Avocat / Deloitte Restructuring Inc.	Me Sandra Abitan (présente par visioconférence) M. Martin Franco, représentant de Deloitte Restructuring Inc. (présent par visioconférence) Osler, Hoskin & Harcourt, S.E.N.C.R.L./s.r.l. Adresse courriel : sabitan@osler.com / jmorissette@osler.com
Avocat / National Bank of Canada	Me Philippe H. Bélanger (présent par visioconférence) McCarthy Tétrault s.e.n.c.r.l., s.r.l. Adresse courriel : pbelanger@mccarthy.ca
Avocat / Le Carrefour Laval (2013) Inc. et als.	Me Alexandre Forest (présent par visioconférence) Gowling WLG (Canada) S.E.N.C.R.L., s.r.l. Adresse courriel : alexandre.forest@gowlingwlg.com
Avocat / Wonderland Power Centre Inc. et al.	Me Max P. Prince (présent par visioconférence) Brown Beattie O'Donovan LLP Adresse courriel : mprince@bbo.on.ca
Avocat / Yulee Developments Inc.	Me D. J. Miller (absent) Thornton Grout Finnigan LLP Adresse courriel : djmillier@tgf.ca

Avocat / QuadReal/BclMC et als.	Me John C. Wolf (absent) Blaney Adresse courriel : jwolf@blaney.com
Avocat / Cushman & Wakefield Asset Services et als.	Me Linda Galessiere (présente par visioconférence) Camelino Galessiere Lawyers Adresse courriel : lgalesiere@cglegal.ca
Avocat / Crombie Property Holdings Limited et al.	Me S. Michael Citak (présent par visioconférence) Gardiner Roberts LL Adresse courriel : mcitak@grllp.com
Avocat / AST Trust Company (Canada), in its capacity as agent to a group of Subordinated Secured Creditors et al.	Me Gabriel Lavery Lepage (présent par visioconférence) Davies Ward Phillips & Vineberg s.e.n.c.r.l, s.r.l Adresse courriel : glepage@dwpv.com

NATURE DE LA DEMANDE : « Motion for the Issuance of an Approval and Vesting Order and a Contract Assignment Order » (N/C)

GREFFIER: *Irina Croitoriu, g.a.C.S.*

- | | |
|---|---|
| <input type="checkbox"/> Production de l'échéancier | <input type="checkbox"/> Remise |
| <input type="checkbox"/> Défense orale | <input type="checkbox"/> Défense écrite |

09h00 Début de l'instruction et identification de la cause.

Remarques préliminaires du Tribunal.

09h02 Observations de Me Reynaud.

09h10 Observations de Me Bélanger.

09h13 Observations de Me Abitan.

09h15 Remarques du Tribunal.

Observations de Me Prince.

09h17 Questions et remarques du Tribunal.

09h19 Suite des observations de Me Reynaud.

09h23 Remarques du Tribunal.

ORDER EXTENDING THE STAY PERIOD

The Court **SIGNS** the draft order sent by email by Me Lanctôt-Fortier on May 2nd, 2020.



Irina Croitoriu, g.a.C.S.

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL
No: 500-11-057470-193
No: 500-11-057469-195
DATE: May 7 , 2020

PRESENT: THE HONOURABLE CHANTAL CORRIVEAU SCJ

IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF:

Bouclair Inc.

- and-

Bouclair International Inc.

Debtors/Petitioners

- and-

Deloitte Restructuring Inc.

Proposal Trustee

-and-

National Bank of Canada

Principal Secured Creditor

-and-

Aljusa Investments Inc.

Subordinated Secured Creditor

-and-

AST Trust Company (Canada)

In its Capacity as Agent of certain Subordinated Secured Creditors

-and-

The Affected Parties listed on Schedule "A"

Mis-en-cause

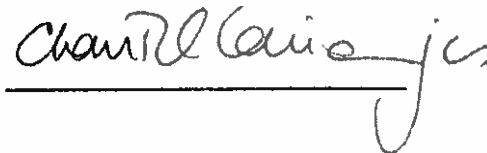
ORDER EXTENDING THE STAY PERIOD

- [1] **ON READING** the Petitioners' *Amended Motion for the Issuance of an Approval and Vesting Order and a Contract Assignment Order* (the "**Motion**") and the affidavit of Mr. Lionel Trombert of Bouclair Inc. filed in support thereof;
- [2] **SEEING** the notification/service of the Motion;
- [3] **SEEING** the submissions of all the parties present at the hearing on the Motion;
- [4] **SEEING** the provisions of the *Bankruptcy and Insolvency Act* (the "**BIA**");

WHEREFORE, THE COURT:

- [5] **GRANTS** the Motion in part;
- [6] **DECLARES** that the notices given for the presentation of the Motion are proper and sufficient;
- [7] **POSTPONES** the Motion until further notice with respect to:
- (a) the approval of the sale transaction contemplated by the agreement (the "**Purchase Agreement**") entitled Asset Purchase Agreement (Exhibit P-3 to the Motion) to be entered into between the Petitioners, as vendors, and Alston Investments Inc., as purchaser (the "**Purchaser**");
 - (b) the vesting in the Purchaser of all of the Petitioners' rights, title and interest in and to the assets described in Schedule 2.1 of the Purchase Agreement, free and clear of any and all security, hypothecs, charges, encumbrances or other restrictions, other than as set forth in the Purchase Agreement; and
 - (c) the assignment to the Purchaser of certain purchased contracts designated under the Purchase Agreement to be assigned by Court order;
- [8] **EXTENDS** the stay of proceedings resulting from the filing by Bouclair Inc. and Bouclair International Inc.'s *Notices of Intention to Make a Proposal* pursuant to the BIA on November 11, 2019, until May 11, 2020;
- [9] **ORDERS** the provisional execution of this Order to be rendered notwithstanding any appeal and without the necessity of furnishing any security;

WITHOUT COSTS.



The honourable Chantal
Corriveau scj

SCHEDULE "A"

AFFECTED PARTIES

A. PARTIES WITH SECURITY INTERESTS REGISTERED ON SPECIFIC STORES

1. Business Development Bank of Canada (Anjou Store)
2. Riotrin Properties (Kirkland) Inc. (Kirkland Store)
3. Riocan Holdings (Québec) Inc. (Lévis Store)
4. Place du Royaume Inc. (Chicoutimi Store)
5. Riocan Holdings (Brossard) Inc. (Brossard Store)
6. 9224-1892 Québec Inc. (Brossard Store)
7. 9171-9922 Québec Inc. (Brossard Store)
8. Vaudreuil Shopping Centres Limited (Vaudreuil Store)
9. Desjardins Sécurité Financière, Compagnie d'assurance-vie et Fonds Immobilier Cogir 1, Société en commandite (Neufchatel Store)
10. Peterborough Retail Portfolio LP (Peterborough Store)

B. CLOSING STORES LANDLORDS

1. 9045-4737 Quebec Inc. (Rosemère Store)
2. 9230-1860 Quebec Inc. (Jonquière Store)
3. Société de gestion Cogir, s.e.n.c. (Arthabaska Store)
4. Calloway REIT (Sarnia) Inc. (Sarnia Store)
5. Calloway REIT (Stouffville) Inc. (Stouffville Store)
6. Fonds immobilier Cogir I, société en commandite (Neufchatel Store)
7. Quartier KS Laval Inc. (Quartier Laval Store)
8. Riotrin Properties (Kirkland) Inc. (Kirkland Store)
9. Calloway REIT (Chatham) Inc. (Chatham Store)
10. First Capital (Peterborough) Corporation (Peterborough Store)
11. Sudbury South Shopping Centres Limited (Sudbury South Store)
12. Calloway REIT (Woodside) Inc. (Markham Store)
13. First Capital Holdings (Quebec) Corporation Inc. (Vanier Store)
14. Lacewoods Developments Limited (Bayer's Lake Store)
15. Dartmouth Crossing 2 Limited (Dartmouth Store)
16. Riocan (Clarkson) Inc. (South Mississauga Store)
17. Riotrin Properties (Weston) Inc. (Weston St-Clair Store)
18. Calloway Reit Harmony Inc. (Oshawa Store)
19. Harvard Developments Inc. (Regina Store)
20. Riotrin Properties (Fredericton) Inc. (Fredericton Store)
21. 1651051 Alberta Ltd. (Grande Prairie Store)
22. Riocan Property Services Trust (Calgary Beacon Hill Store)
23. Riotrin Properties Inc. (Calgary Signal Hill Store)
24. 1451945 Ontario Limited (Edmonton Mayfield Common Store)
25. First Capital (Southpark) Corporation (Edmonton South Park Centre Store)
26. Anthem Heritage Hill Ltd. (Calgary Heritage Hill Store)

27. 1445006 Alberta Ltd. (Edmonton Sherwood Park Store)
28. 1090 Lougheed Highway Limited Partnership (Vancouver Coquitlam Store)
29. First Capital (Anjou) Corporation Inc. (Anjou Store)
30. Ivanhoé Cambridge Inc. (Jean-Talon Store)
31. Calloway REIT (Westridge) Inc. (Vaughan Store)

C. OPTION STORES LANDLORDS

1. Cominar Real Estate Investment Trust (Shawinigan Store)
2. MCM Real Estate Trust (Marché Central Store)
3. Ivanhoé Cambridge Inc. (Laurier Store)
4. Iberville Developments Leasing Ltd. (Candiac Store)
