

**SUPERIOR COURT
(Commercial Division)**

(Sitting as Tribunal designated under the *Companies' Creditors Arrangement Act*,
R.S.C. 1985, c. C-36)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No.: 500-11-047820-143

PRESIDING: THE HONOURABLE LOUIS-JOSEPH GOUIN, J.S.C.

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

BÉTON BRUNET LTÉE;

7507852 CANADA INC. (doing business under the name Next Polymers);

GESTIONS R.C.F.L. INC. (doing business under the name Produits de béton Soulanges);

LES PRODUITS DE BÉTON CASAUBON INC.;

DISTRIBUTION BRUNET INC.;

BÉTON BRUNET 2001 INC./BRUNET CONCRETE 2001 INC.;

7956517 CANADA INC. (doing business under the name Industries B&X);

6353851 CANADA INC.;

9197-8379 QUÉBEC INC.;

7507917 CANADA INC.;

Debtors-Petitioners

-and-

GROUPE BÉTON BRUNET 2001 INC.;

LES ÉQUIPEMENTS BÉTON BRUNET 2001 INC.;

7507895 CANADA INC.;

7956509 CANADA INC.;

7507925 CANADA INC.;

8091188 CANADA INC.;

BERNARD BRUNET;

Mis-en-cause Guarantors

-and-

7507879 CANADA INC.;

Mise-en-cause Guarantor HSBC

-and-

Maynards Capital Inc.;

Exit Lender

-and-

HSBC BANK CANADA

Other Mis en cause

-and-

THE LAND REGISTRAR, LAND TITLES DIVISION OF GRENVILLE (NO. 15);

Land Registrar Mis en cause

-and-

RAYMOND CHABOT INC. (Mister Jean Gagnon, CPA, CA, CIRP);

Monitor

**ORDER IN CONNECTION WITH CCAA CHARGES AND DISCHARGE OF REGISTRATION
AGAINST 340 CHURCHILL ROAD PROPERTY**
(Section 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36)

CONSIDERING the *Requête pour diverses ordonnances en lien avec les charges LACC (340 Churchill Road)* dated November 2, 2018 (the "**Motion**") presented by Béton Brunet Ltée, 7507852 Canada Inc. (doing business as Next Polymers), Gestions R.C.F.L. Inc. (doing business as Produits de béton Soulanges), Les Produits de Béton Casaubon Inc., Distribution Brunet Inc., Béton Brunet 2001 Inc., 956517 Canada Inc. (doing business as Industries B&X), 6353851 Canada Inc., 9197-8379 Québec Inc. and 7507917 Canada Inc. (collectively, the "**Debtors**" or the "**Petitioners**") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (as amended, the "**CCAA**"), the Exhibits filed in support thereof, the affidavit of Robert Cassius de Linval in support thereof, and the submissions of counsel present during the hearing;

CONSIDERING the consent of Raymond Chabot Inc. (the "**Monitor**") to the Motion;

CONSIDERING the provisions of the CCAA;

WHEREFORE, THE COURT:

[1] GRANTS the Motion;

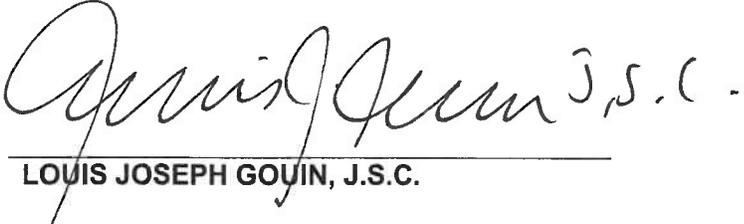
- [2] **ISSUES** the present Order in Connection with CCAA Charges and Discharge of Registration against 340 Churchill Road Property (the "**Order 340**");
- [3] **DECLARES** that all capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion, or, otherwise, in Sanction and Exit Lender Charge Order rendered by this Court on February 27, 2015 in the present matter (the "**Sanction Order**");
- [4] **DECLARES** that the time for service of the Motion is abridged to the time actually given and that service of the Motion and supporting material is good, valid and sufficient, and any further service thereof is hereby dispensed with;
- [5] **ACKNOWLEDGES** that the Director's Charge is released and forever discharged, pursuant to the filing with this Court of the Plan Implementation Certificate dated March 31, 2015, and in conformity with paragraph 27 of the Sanction Order;
- [6] **ACKNOWLEDGES** that the Polymers' Critical Supplier Charge is forever released and discharged, pursuant to the filing with this Court of the Certificate of the Monitor to Discharge the Polymers' Critical Supplies Charge dated November 1st, 2018 and in conformity with paragraph 29 of the Sanction Order;
- [7] **ORDERS** the discharge and release of the Additional Charge of HSBC to Guarantee the Excess Margin Deficit, the HSBC Charge on the Property of Additional Guarantors and HSBC's Charge to Guarantee the Deposits;
- [8] **PRAYS ACT** of the consent of the Monitor and of the Debtors' legal counsel to the discharge and release of the Administration Charge against all the Debtors' Property upon the filing with the Court of the Monitor's Execution Certificate ("*Certificat du Contrôleur / Attestation d'exécution du Plan*");
- [9] **ORDERS** the Monitor to issue the Execution Certificate upon receipt of the amount of \$750,000 representing the aggregate of the "*Deuxième versement*", the "*Troisième versement*" and the "*Versement définitif*" pursuant to the Plan;
- [10] **ORDERS** that the Administration Charge against all the Debtors' Property will be discharged and released upon the filing with the Court of the Monitor's Execution Certificate ("*Certificat du Contrôleur / Attestation d'exécution du Plan*");
- [11] **PRAYS ACT** of the fact that, upon repayment in full of the Exit Facilities, the Exit Lender Charge against all the Debtors' Property as security for all amounts owing by the Debtors and the Mis-en-Cause Guarantors to the Exit Lender under the Exit Facility Agreement and the Exit Financing Documents (as same were amended from time to time), will be discharged, released and deleted by consent of the Exit Lender;
- [12] **ORDERS** that upon registration in the Land Registry Office for the Registry Division of Grenville (No. 15) of this Order in the form prescribed by the *Land Registration Reform*

Act (Ontario), the Land Registrar is hereby directed to record this Order in respect of the following Debtors' Long Term Assets (being the property of the Debtor 7507852 Canada Inc.):

- (a) Land and building erected thereon bearing civic number 340, Churchill West Road, Prescott, Ontario, known and designated as PIN 68164 - 0143 (LT) and more fully described as PT LT R PL 19 PRESCOTT AS IN PR20513; T/W PR20513; T/W AN EASEMENT AS IN PR209090; T/W AN EASEMENT AS IN PR209089; TOWN OF PRESCOTT; and
- (b) Vacant land, Churchill West Road, Prescott, Ontario, known and designated as PIN 68164 - 0160 (LT) and more fully described as PT LT R PL 19 PRESCOTT PT 1 15R10844; T/W R-OF-WAY OVER PT 2, 15R10844 AS IN GC5882; TOWN OF PRESCOTT;

and to delete from title to such lands the Sanction Order (which was registered pursuant to an Application to Register Court Order on March 17, 2015 as Instrument No. GC34947).

- [13] **ORDERS** that all persons shall cooperate fully with the Debtors and the Monitor and do all such things that are necessary or desirable for the purposes of giving effect to and in furtherance of the present Order;
- [14] **ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada;
- [15] **ORDERS** the aid and recognition of any court of any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to section 17 of the CCAA), and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada, the legislature of any province or otherwise and any court or any judicial, regulatory or administrative body of the United States of America and the states or other subdivisions of the United States of American or any other nation or state to act in aid of and to be complementary to this court in carrying out the terms of this Order where required; and
- [16] **ORDERS** the provisional execution of the present Order, notwithstanding any appeal and without the necessity of furnishing any security;
- [17] **THE WHOLE WITHOUT COST.**



LOUIS JOSEPH GOUIN, J.S.C.

COPIE CERTIFIÉE CONFORME AU
DOCUMENT DÉTENU PAR LA COUR



PERSONNE DÉSIGNÉE PAR LE GREFFIER
EN VERTU DE 44 C.P.C.

