

**SUPERIOR COURT
(Commercial Division)**

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
N°: 500-11-062362-237**

**IN THE MATTER OF THE *Companies' Creditors Arrangement Act*, RSC 1985, c C-36
of:**

DATE: June 21, 2023

**ÉBÉNISTERIE ST-URBAIN LTÉE
WOODLORE INTERNATIONAL INC.
EURO-RITE CABINETS LTD.
Debtors**

and

**RAYMOND CHABOT INC.
Monitor**

ORDER¹

CONSIDERING *EBSU Group's Application for the Appointment of ERC's Chief Restructuring Officer* (the "**Application**") the exhibit in support thereof and the affidavit of Mr. Napoléon Boucher;

CONSIDERING the representations of counsel present at the hearing;

CONSIDERING the second amended and restated initial order dated June 16, 2023, rendered in respect of EBSU Group, notably adding ERC to the CCAA Proceedings (the "**Second ARIO**");

CONSIDERING that the principal interested parties have been given prior notice of the presentation of the Application;

CONSIDERING the provisions of the CCAA;

FOR THESE REASONS, THE COURT:

[1] **GRANTS** the Application.

¹ In case of discrepancy between the French and English versions of this Order, the French version shall prevail.

- [2] **DECLARES** that the capitalized terms used in the present Order (the “**Order**”) and are not otherwise defined, shall have the meaning given to them in the Second ARIO.

SERVICE

- [3] **ORDERS** that any prior delay in the filing of the Application be hereby abridged and accepted so as to be validly presented today.
- [4] **DECLARES** that EBSU Group has given sufficient prior notice of the filing of the Application to interested parties.
- [5] **ALLOWS** the service of the Order at any time, place, and by any means, including by email.

ERC’S CRO AND ERC’S CRO CHARGE

- [6] **CONFIRMS** and **RATIFIES** the appointment of Boparai Consulting Inc. (Ms. Pam Boparai) as ERC’s chief restructuring officer (the “**ERC’s CRO**”).
- [7] **ORDERS** that the letter of engagement of ERC’s CRO (the “**ERC’s CRO Agreement**”) dated June 19, 2023, **Exhibit R-2 (under seal)** of *EBSU Group’s Application for the Appointment of ERC’s Chief Restructuring Officer* is hereby approved and that ERC is authorized to continue to perform all of its obligations pursuant to ERC’s CRO Agreement.
- [8] **ORDERS** ERC and its directors, officers, employees, agents, accountants, auditors and any other person having notice of the present Order to cooperate with ERC’s CRO and **ORDERS** that ERC’s CRO be given immediate and unrestricted access to all of ERC’s Property, including, without limitation, premises, books, records, data, including data in electronic form, and all other documents of ERC.
- [9] **ORDERS** that ERC pay the reasonable fees and disbursements of ERC’s CRO in accordance with the terms of ERC’s CRO Agreement, whether incurred before or after the present Order, and **AUTHORIZES** ERC to pay ERC’s CRO a reasonable retainer for his fees and disbursements, if any.
- [10] **ORDERS** that neither ERC’s CRO nor any director, officer, employee, or agent of ERC’s CRO shall be deemed a director, *de facto* director or officer of ERC.
- [11] **ORDERS** that ERC’s CRO, its officers, directors, employees or agents, including, without limitation, Ms. Pam Boparai, incur no liability as a result of their appointment or in the performance of their obligations under the present Order, it being understood that this paragraph does not apply to any liability resulting from fraud, gross negligence, wilful default, bad faith or wilful misconduct.
- [12] **ORDERS** that, during the Stay Period, no proceeding, remedy, measure of execution before any court or tribunal or remedy including, without limitation, any action, claim, arbitration proceeding, suit, right of execution, right of judicial or extrajudicial termination, right of judicial or extrajudicial rescission, right of revendication, right of

set-off between mutual claims arising before the date of this Order or mutual claims arising, respectively, before and after the date of this Order, attachment or execution may not be commenced or continued against or in respect of the ERC's CRO and its directors, officers, employees or agents who may assist it in the exercise of its powers and duties under the present Order or ERC's CRO Agreement (the "**ERC's CRO Indemnified Parties**") and who are in any way related to ERC, and all rights and remedies of any person against or in respect of ERC's CRO Indemnified Parties which relate in any way to ERC are hereby suspended, except with the permission of this Court and upon notice to that effect being served on ERC's CRO, ERC and the Monitor. Any notice required to be given pursuant to this paragraph shall be given to ERC's CRO, the Monitor and ERC at least seven (7) days prior to the date of the hearing on the application for authorization.

- [13] **DECLARES** that, as security for the professional fees and disbursements of ERC's CRO, incurred before or after the making of the present Order and directly related to the mandate of ERC's CRO, as detailed in ERC's CRO Mandate, benefits from and is hereby granted a charge, security interest and hypothec on the Property of ERC, up to a total amount of \$40,000 (the "**ERC's CRO Charge**"), and **DECLARES** that ERC's CRO Charge is one of the ERC Charges under the CCAA and shall have the priority provided for in paragraph [85] of the Second ARIO and will rank behind ERC's KERP Charge and before ERC's Directors' and Officers' Charge.

GENERAL

- [14] **DECLARES** that **Exhibit R-2** in support of the Application produced in the present file is confidential and is filed under seal until further order of the Court to the contrary and **ACKNOWLEDGES** EBSU Group's undertaking to disclose this document to certain creditors upon the execution of a confidentiality agreement.
- [15] **DECLARES** that the present Order is fully enforceable and in force in all provinces and territories of Canada.
- [16] **REQUESTS** the assistance and recognition of any court or administrative agency of any province in Canada, any federal court or administrative agency in Canada, and any federal or state court or administrative agency in the United States of America and any foreign court or administrative agency to assist and support the Court in enforcing the terms of the present Order.
- [17] **ORDERS** the provisional execution of the present Order notwithstanding any appeal.

ALL WITHOUT LEGAL COSTS.

Montréal, June 21, 2023

The Honourable Karen M. Rogers, S.C.J.

McCarthy Tétrault LLP
Me Alain N. Tardif

Me Marc-Étienne Boucher
Me François Xavier Tremblay

EBSU Group's Lawyers