

Superior Court  
(Commercial Division)

Canada  
Province of Québec  
District of Montréal  
No: 500-11-059536-215

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**In the matter of the *Companies' Creditors Arrangement Act* of:**

**ATIS GROUP INC.**  
**10422916 CANADA INC.**  
**8528853 CANADA INC.**  
**9060642 CANADA INC.**  
**9092455 CANADA INC.**  
**DISTRIBUTEUR VITRO CLAIR INC.**  
**SOLARCAN ARCHITECTURAL HOLDING LIMITED**  
**VITRERIE LÉVIS INC.**  
**VITROTEC PORTES & FENÊTRES INC.**

Debtors

- and -

**ATIS LP**  
Mise-en-cause

-and-

**RAYMOND CHABOT INC.**  
Monitor

-and-

**12709899 CANADA INC.**, a legal person incorporated under the *Canada Business Corporations Act*, domiciled at 100-8500 Décarie Boulevard, Mount-Royal, Québec, H4P 2N2, Canada

**GESTION PAMACA INC.**, a legal person incorporated under the *Business Corporations Act* (Québec), domiciled at 8 de l'Église Street, Saint-Apollinaire, Québec, G0S 2E0, Canada

**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION DIVISION OF LOTBINIÈRE**  
**THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION DIVISION OF QUÉBEC**

Mis-en-cause

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**Application for the Issuance of Approval and Vesting Orders and an  
Order (i) Authorizing a Distribution, (ii) Discharging the CRO, (iii) Releasing Certain  
CCAA Charges, (iv) Releasing the Beneficiaries, the CRO and the Directors and  
Officers and (v) Extending the Stay Period<sup>1</sup>**  
(Companies' Creditors Arrangement Act, ss 11, 11.02 and 36)

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**To the Honourable Michel A. Pinsonnault of the Superior Court, sitting in the Commercial  
Division for the District of Montréal, the Debtors respectfully submit:**

**I. INTRODUCTION**

1. By the present application (the "**Application**"), the Debtors and the Mise-en-cause, Atis LP (collectively, "**Atis Group**"), are seeking (i) an extension of the Stay Period up to and including December 17, 2021, (ii) the discharge of the CRO, (iii) this Court's authorization to distribute certain funds held in trust by the Monitor, (iv) the release and discharge of certain CCAA charges, (v) a release in favour of The Bank of Nova Scotia, in its capacity as interim lender, Raymond Chabot inc., in its capacity as Receiver and/or Monitor, the Receiver's counsel, the Monitor's counsel and the Debtors' counsel (collectively, the "**Beneficiaries**"), the CRO and the Directors and Officers and (vi) this Court's approval of the Proposed Transactions (as this term is defined hereinafter) and the Court's authorization to execute:
  - (i) a deed of sale (the "**127 Deed of Sale**") between Atis Group Inc., as vendor, and 12709899 Canada Inc., as purchaser, for the sale of the rights, title and interest of Atis Group Inc. in the immovables (the "**Québec Property**") known and designated as lot numbers 1 037 313, 1 316 095, 3 315 376 of the Cadastre of Québec, registration division of Québec, and the buildings erected thereon (the "**Proposed 127 Transaction**"); and
  - (ii) a deed of sale (the "**Pamaca Deed of Sale**") between Atis Group Inc., as vendor, and Gestion Pamaca Inc., as purchaser, for the sale of the rights, title and interest of Atis Group Inc. in the immovable (the "**Saint-Apollinaire Property**") known and designated as lot number 3 383 379 of the Cadastre of Québec, registration division of Lotbinière (the "**Proposed Pamaca Transaction**" and collectively with the Proposed 127 Transaction, the "**Proposed Transactions**").
2. As such, Atis Group is seeking the issuance of orders substantially in the form of:
  - (i) the proposed Order (i) Authorizing a Distribution, (ii) Discharging the CRO, (iii) Releasing Certain CCAA Charges, (iv) Releasing the Beneficiaries, the CRO and the Directors and Officers and (v) Extending the Stay Period (the "**Proposed Distribution, Discharge, Release and Extension Order**"), communicated herewith as **Exhibit P-1**;

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<sup>1</sup> All capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the *Initial Order* (as amended, restated or otherwise modified from time to time, including on March 1, 2021).

- (ii) the proposed Approval and Vesting Order related to the Proposed 127 Transaction (the “**Proposed 127 AVO**”), communicated herewith as **Exhibit P-2**; and
- (iii) the proposed Approval, and Vesting related to the Proposed Pamaca Transaction (the “**Proposed Pamaca AVO**”), communicated herewith as **Exhibit P 3**.

## II. Procedural background

3. On February 18, 2021, Atis Group served an *Application for an Initial Order and an Amended and Restated Initial Order* (the “**Initial Application**”), as appears from the Court record.
4. The Initial Application provides a detailed description of the activities of Atis Group, its key stakeholders, the circumstances surrounding the filing of the Initial Application as well as the restructuring contemplated pursuant to the Initial Order.
5. On February 19, 2021, the Court granted the Initial Application and rendered an Initial Order, commencing proceedings in respect of Atis Group under the CCAA (the “**CCAA Proceedings**”) and appointing Raymond Chabot Inc. as monitor of Atis Group (in such capacity, the “**Monitor**”).
6. On March 1, 2021, the Court rendered an Amended and Restated Initial Order, *inter alia*:
  - (i) confirming the provisions of the Initial Order;
  - (ii) extending the Stay Period to April 30, 2021;
  - (iii) approving a sale and investment solicitation process in respect of the business and assets of Atis Group (the “**SISP**”); and
  - (iv) creating a charge in favour of the Monitor (as security for the payment of any obligation contracted by the Monitor and evidenced by the issuance by the Monitor of a certificate in favour of certain suppliers pursuant to which the Monitor undertakes to indemnify the supplier for the non-payment by Atis Group of the merchandise manufactured by such supplier that is specifically tailored to the needs of Atis Group and identified in the certificate (a “**Certificate of Indemnity**”).
7. On March 10, 2021, the Court issued a Receivership Order appointing Raymond Chabot Inc. as receiver (in such capacity, the “**Receiver**”) over a certain pool of funds for the sole purpose of allowing certain of the Debtors’ employees whose employment was going to be terminated in the context of the restructuring to benefit from the payments provided for under the *Wage Earner Protection Program Act* (the “**WEPPA**”).
8. On March 25, 2021, the Court issued a Claims Procedure Order (the “**First Claims Process**”) setting a claims bar date of April 26, 2021, except for restructuring claims and WEPPA employee claims.

9. On April 28, 2021, the Court issued an order *inter alia* amending the Directors' Charge and extending the Stay Period to June 30, 2021, namely in order to allow Atis Group to review the binding offers received pursuant to the SISP and, if desirable, implement one or more transaction(s) pursuant to the successful offer(s) selected and granting additional powers to the Monitor, namely the power to conduct and control the business and operations of Atis Group.
10. On May 26, 2021, the Court issued two approval, assignment and vesting orders *inter alia* approving transactions for the sale of the assets of Atis Group in connection with its Vinylbilt, Allsco and Alweather divisions.
11. On June 14, 2021, the Court issued two approval, assignment and vesting orders *inter alia* approving transactions for the sale of the immovable known and designated as lot 2 431 501 of the Cadastre of Québec, registration division of Lévis and the assignment of the lease agreement for the property located at 2205-2225, des Entreprises Boulevard, Terrebonne, Québec as well as for the purchase of certain movable assets owned by Atis Group, excluding the equipment relating to the fabrication of windows and doors.
12. On the same day, the Court issued an order extending the Stay Period up to and including August 31, 2021, namely in order to allow Atis Group to close the transactions approved, or to be approved, by the Court and implement one or more transactions, if desirable, with respect to the remaining assets of Atis Group.
13. On August 30, 2021, the Court issued two approval and vesting orders *inter alia* approving transactions (i) for the sale of Atis Group's assets used in connection with its operations in Québec (the "**Fenplast Transaction**") and (ii) for the sale of the immovables known and designated as lot numbers 3 383 303, 3 383 325 and 3 383 457 of the Cadastre of Québec, registration division of Lotbinière and the immovable known and designated as lot number 3 383 279 of the Cadastre of Québec, registration division of Lotbinière and buildings erected thereon.
14. On the same day, the Court also issued:
  - (i) a Second Claims Procedure Order (the "**Second Claims Process**") approving a claims process to determine and adjudicate claims arising after April 26, 2021, against the Beneficiaries, the CRO, the Directors and Officers and setting a claims bar date of October 12, 2021; and
  - (ii) an order extending the Stay Period up to and including November 5, 2021, namely in order to allow Atis Group to close the transactions approved, or to be approved, by the Court, as the case may be, implement one or more transactions, if desirable, with respect to the remaining assets of Atis Group and conduct the Second Claims Process.
15. Pursuant to the orders rendered in the context of these CCAA Proceedings, the Court namely granted the following charges to the following beneficiaries:
  - (i) the Administration Charge in favour of the Monitor as well as the Monitor's legal counsel, the Receiver, the Receiver's legal counsel and the Debtors' legal counsel (together, the "**Professionals**") to secure the payment of their professional fees and disbursements;

- (ii) the KERP Charge to secure the payment of Atis Group’s obligations under the KERP;
- (iii) the CRO Charge in favour of the CRO to secure the payment of his fees and of the indemnity provided for in the CRO agreement (the “**CRO Indemnity**”);
- (iv) the Directors’ Charge to secure:
  - i. first, the indemnification of the Directors and Officers in respect of any potential liabilities in the context of the present CCAA proceedings; and
  - ii. second, on a *pari passu* basis, any amount owed under the CRO Indemnity which exceeds the CRO Charge and the payment of any obligations or liabilities that the Monitor may incur by reason of its capacity as Monitor of Atis Group; and
- (v) the Interim Financing Charge to secure any amounts owed to The Bank of Nova Scotia in its capacity as interim lender (the “**Bank**” or in its capacity as interim lender, the “**Interim Lender**” or in its capacity as secured creditor, the “**Senior Lender**”).

16. All of the assets to be sold or transferred under the Proposed Transaction are subject to the Senior Security (as defined in the Amended and Restated Initial Order) in favour of the Senior Lender as well as to the Interim Financing Charge, in favour of the Interim Lender.

### III. The SISP

#### A. Description of the SISP Procedures

- 17. The procedures of the SISP are described in the Amended and Restated Initial Order, communicated herewith as **Exhibit P-4**, and more particularly in its Schedule B (the “**SISP Procedures**”).
- 18. The SISP Procedures aim to set out the manner in which bids and proposals for a broad range of executable transaction alternatives involving the business of Atis Group and all of the property, assets and undertakings of Atis Group, whether *en bloc* or any portion(s) thereof will be solicited from interested parties, will be negotiated, and, as the case may be, selected for approval by the Court.
- 19. Since the beginning of March 2021, the SISP has been conducted by the Monitor, in consultation with the Bank, in accordance with the SISP Procedures.
- 20. The following table describes the SISP Procedures milestones:

Milestone	Deadline
Solicitation of interest	At the latest on March 5, 2021
Submission of non-binding letters of intent	March 26, 2021, at 5:00 P.M.

Identification of Qualified Bidders	At the latest on April 2, 2021
Due diligence and submission of Qualified Bids	April 21, 2021, at 5:00 P.M.
Assessment of Qualified Bids	No specific deadline
Auction	No specific deadline, optional. No auction was conducted.

**B. Steps undertaken by Atis Group and the Monitor in relation to the SISP Procedures**

21. The Monitor contacted 106 parties, including Canadian and American companies, as well as investment funds active in sectors compatible with the operations of Atis Group, informing them of the SISP and providing them preliminary information about Atis Group.
22. Fifty-six (56) potential bidders executed the template nondisclosure agreement (the “**NDA**”) provided to potential bidders, and fifty-four (54) of them were provided access to the virtual data room set up by the Monitor with the assistance of Atis Group’s management.
23. On March 26, 2021, at 5:00 P.M., the Monitor, in conformity with the SISP Procedures, received fourteen (14) non-binding letters of intent (the “**LOIs**”) from potential bidders.
24. Following the receipt of the LOIs, the Monitor prepared a summary of the LOIs received for the benefit of Atis Group’s advisors and board of directors. On March 31, 2021, the Monitor presented the LOIs to Atis Group’s board of directors and made its recommendations as to which bidders should be allowed to continue to participate in the second phase of the SISP.
25. Ultimately, twelve (12) potential bidders were selected as qualified bidders and by April 2, 2021, the Monitor advised all the potential bidders who had filed LOIs as to whether they had been selected as qualified bidders or not.
26. For those potential bidders who did not submit a LOI and those who did, but were not selected as qualified bidders, their access to the virtual data room was ended and they were asked to confirm the destruction of all confidential information they had had access to as part of the SISP, in accordance with the NDA they had entered into.
27. Further to the selection of the qualified bidders, the Monitor uploaded a template asset purchase agreement to serve as a basis for the submission of binding offers as well as additional confidential information to the virtual data room.
28. Between April 2, 2021, and April 21, 2021, the qualified bidders conducted their due diligence and the Monitor was in communication with the qualified bidders with respect to their preparation for the submission of their binding offers, in conformity with the SISP Procedures, and Atis Group’s management and the Chief Restructuring Officer (the “**CRO**”) made themselves available to discuss any elements pertaining to the proposed transactions.

29. On April 21, 2021, the Monitor received thirteen (13) binding offers and one non-binding offer, including two offers from potential bidders who had not filed a LOI, but for which the Monitor, in consultation with the Senior Lender, determined it was in the best interest of Atis Group's stakeholders be considered in the context of the SISP.
30. On or about June 18, 2021, the Monitor, in consultation with the CRO and the Senior Lender, determined that, other than the bids which had been accepted by Atis Group and approved by the Court, none of the remaining bids were acceptable.
31. On June 18, 2021, the Monitor informed all bidders whose bid had not been accepted that their bids were rejected and provided all parties that had expressed interest in the SISP with an ultimate limited opportunity to confirm, submit, revise and/or improve their bid (the "**Relaunched SISP**").
32. Further to the Relaunched SISP, the Monitor received six (6) binding offers and one non-binding LOI, including the offer contemplating the Pamaca Transaction.
33. Moreover, Atis Group Inc. retained the services of a real estate agency in order to solicit offers for the Québec Property, through which the Monitor received the offer contemplating the Proposed 127 Transaction.

#### **IV. Description of the Proposed Transactions**

##### **A. Description of the Proposed 127 Transaction**

34. The terms of the Proposed 127 Transaction are set out in the 127 Deed of Sale, communicated herewith, under seal, as **Exhibit P-5**.
35. The 127 Deed of Sale provides for the purchase by 12709899 Canada Inc., on an "as is, where is" basis, of the rights, title and interest of Atis Group Inc. in the Québec Property.
36. The consideration offered under the Proposed 127 Transaction consists of a cash consideration, payable on closing, for the Québec Property.

##### **B. Description of the Proposed Pamaca Transaction**

37. The terms of the Proposed Pamaca Transaction are set out in the Pamaca Deed of Sale, communicated herewith, under seal, as **Exhibit P-6**.
38. The Pamaca Deed of Sale provides for the purchase by Gestion Pamaca Inc., on an "as is, where is" basis, of the rights, title and interest of Atis Group Inc. in the Saint-Apollinaire Property.
39. The consideration offered under the Proposed Pamaca Transaction consists of a cash consideration, payable on closing, for the Saint-Apollinaire Property.

#### **V. The Proposed Transactions should be approved**

40. In the present circumstances, the Proposed Transactions represent the best option available for Atis Group's stakeholders resulting from a SISP which was conducted in a fair and reasonable manner and thoroughly canvassed the market for available options.

41. The Proposed Transactions provide for the maximization of the realization of the remaining assets of Atis Group for the benefit of Atis Group's creditors.
42. In light of the foregoing, Atis Group respectfully submits, with the support of the Monitor, that the Proposed Transactions should be approved.

**VI. The release and discharge of certain CCAA Charges and the Release in favour of the Released Parties**

**A. The Administration Charge, the CRO Charge, the Directors' Charge, the KERP Charge and the Monitor's Charge are no longer required and should be released and discharged**

43. Further to a review of the claims filed in the context of the First Claims Process and the Second Claims Process, the Monitor has rejected the majority of the claims that were filed against the Beneficiaries, the CRO and the Directors and Officers.
44. As at the date hereof, there are six (6) claims that were filed against the Beneficiaries, the CRO and/or the Directors and Officers for which the Monitor has not yet sent a notice of revision or disallowance totaling \$ 432,837 (the "**Pending Claims**").
45. Considering the fact that all creditors who did not file a proof of claim by the applicable claims bar date are forever barred from pursuing a claim against the Beneficiaries, the CRO and the Directors and Officers, it follows that the Monitor, the CRO and the Directors and Officers could benefit from an indemnity or payment secured by the CRO Charge and/or the Directors' Charge in the maximum amount of \$ 432,837.
46. The Monitor will set aside and reserve an amount of \$ 433,000 (the "**Pending Claims Reserve**"), which reserve is sufficient to satisfy the Pending Claims, as the case may be.
47. Given that the Pending Claims Reserve is sufficient to satisfy the payment of any amounts which are secured by the CRO Charge and/or the Directors' Charge (i.e. any amount owed (i) under the indemnity in favour of the Directors and Officers pursuant to the Initial Order; (ii) under the CRO Indemnity; and (iii) as a result of any obligations or liabilities that the Monitor may have incurred by reason of its capacity as Monitor of Atis Group), it follows that the CRO Charge and the Directors' Charge, no longer serves any useful purpose at this time.
48. The same applies to the KERP Charge, given that all amounts secured by same have been satisfied in full by Atis Group, as well as the Monitor's Charge, the Monitor having consented to its release and discharge.
49. Finally, the professional fees and disbursements of the Professionals, which are secured by the Administration Charge, have been paid from the cash flow since the issuance of the Initial Order. It is expected that these amounts will continue to be paid in the same way until the termination of the CCAA Proceedings, such that the Administration Charge is no longer required. Despite the foregoing, the Monitor will set aside and reserve an amount of \$ 250,000 (the "**Administrative Reserve**") in order to pay the professional fees and disbursements of the Professionals.



50. In light of the foregoing, it is respectfully submitted that it is appropriate to release and discharge the Administration Charge, the CRO Charge, the Directors' Charge, the KERP Charge and the Monitor's Charge at this time in order to allow the Monitor to distribute certain amounts held in trust following the closing of the Transactions.

**B. The Release in favour of the Released Parties, including the Directors and Officers, is necessary and appropriate**

51. Atis Group is seeking a release in favour of the Beneficiaries, the CRO and the Directors and Officers (collectively, the "**Released Parties**") of any claim in connection with the transactions approved by this Court in the context of the CCAA Proceedings, or the Debtors, their assets, business or affairs, except the claims that cannot be released pursuant to subsection 5.1(2) of the CCAA (the "**Release**").

52. Atis Group seeks the Release on the grounds that the Released Parties made significant contributions to the consummation of the transactions approved by this Court in the context of the CCAA Proceedings and were integral to achieving the best possible outcome for Atis Group and its stakeholders in the circumstances, including their extensive involvement in the SISF.

53. The Released Parties should not be penalized or obtain a lesser protection depending on the restructuring alternative that is chosen by a debtor company as it would entice debtors to avoid proceeding by way of a transaction, even if it would be more advantageous and in the best interests of the debtor's stakeholders to do so.

54. Furthermore, absent the Release, the Released Parties will not consent to the release and discharge of the aforementioned charges as the payment of their indemnity, as the case may be, would no longer be secured over the assets of Atis Group without the Released Parties having been released from the potential claims covered by their indemnity.

55. Atis Group and the Monitor conducted two claims processes in the context of the CCAA Proceedings and consequently identified and quantified the universe of potential claims against the Released Parties. Most of these claims were rejected by the Monitor and those that were accepted consist in claims against the Directors and Officers, the amount of which does not exceed the insurance coverage. In any case, the Release does not prevent the creditors holding the aforementioned claims from seeking an indemnity from the Directors and Officers' insurers and consequently, the Release does not prejudice any creditor of the Released Parties.

56. In light of the foregoing, it is respectfully submitted that it is appropriate in the circumstances to grant the Release sought in favour of the Released Parties.

**VII. The Discharge of Solstice groupe conseil Inc. as CRO**

57. On August 31, 2021, the CRO's mandate expired and was not renewed by Atis Group as the CRO's services were no longer required in light of the imminent closing of the Fenplast Transaction, following which Atis Group would no longer have any operations.

58. Accordingly, the Proposed Distribution, Discharge, Release and Extension Order contemplates that the CRO, Solstice groupe conseil Inc. (Mr. Claude Rouleau), will be discharged from its capacity as CRO, though it would continue to have the benefit of all previous Orders made and protection given to it in these CCAA Proceedings. The CRO would also be fully released from any and all liability in any way relating to, arising out of, or in respect of Atis Group's CCAA Proceedings.
59. The CRO has duly and properly discharged and performed its duties and obligations in the CCAA Proceedings in compliance and in accordance with the CCAA and all Orders of this Court made in the context of the CCAA Proceedings.

#### **VIII. The Monitor should be authorized to make an interim distribution to the Bank**

60. As at the date hereof, the Monitor holds in trust an amount \$ 12,244,000. Taking into consideration the Pending Claims Reserve, the Administrative Reserve, and other funds which are either held in trust for a specific purposes or cannot be distributed immediately, an amount of \$ 6,865,000 is immediately available for distribution (the "**Available Funds**").
61. The Approval and Vesting Orders provide that (i) the Purchase Price shall be remitted to the Monitor and distributed in accordance with applicable legislation and (ii) that for the purposes of determining the nature and priority of the Encumbrances (as this term is defined in the respective Approval and Vesting Orders), the Purchase Price shall stand in the place and stead of the purchased assets.
62. As at October 15, 2021, Atis Group was indebted toward the Bank in the approximate amount of \$ 39,800,000.
63. The Bank, in its capacity as Interim Lender, holds the Interim Lender's Charge, ranking after the Administration Charge, the CRO Charge, the KERP Charge, the Directors' Charge and the Monitor's Charge.
64. The Bank, in its capacity as Senior Lender, holds the Senior Security, ranking after the Interim Lender's Charge.
65. Should this Court order the release and discharge of the Administration Charge, the CRO Charge, the KERP Charge the Directors' Charge and the Monitor's Charge sought pursuant hereto, the Bank would hold a first ranking security, the Interim Lender's Charge and a second ranking security, the Senior Security, over the Available Funds from which the Monitor would be effecting the proposed distribution.
66. In light of the foregoing, Atis Group is seeking an order from this Court *inter alia* authorizing the Monitor:
- (i) to set aside and reserve an amount of \$ 433,000 to constitute the Pending Claims Reserve;
  - (ii) to set aside and reserve an amount of \$ 250,000 to constitute the Administrative Reserve; and
  - (iii) authorizing the Monitor to distribute an amount of \$ 6,865,000 to the Bank, (a) first, in its capacity as Interim Lender and (b) second, in its capacity as Secured Lender.

## **IX. The Stay of Proceedings should be extended**

67. Since the beginning of this process, Atis Group's management and the CRO, in consultation with the Monitor:
- (i) have secured the post-filing procurement of goods and services required to continue Atis Group's operations;
  - (ii) have begun and continued the implementation of Atis Group's restructuring plan;
  - (iii) have conducted the SISP and obtained this Court's approval for transactions with respect to Atis Group's Vinylbilt, Allsco, Alweather, Altek and Laflamme divisions and other assets of Atis Group; and
  - (iv) have elaborated and conducted the First Claims Process and the Second Claims Process.
68. Atis Group seeks the extension of the Stay Period up to and including December 17, 2021, namely to close the transactions to be approved by the Court, as the case may be, complete the Distribution and complete the administration of the CCAA Proceedings, including the assignment into bankruptcy of Atis Group Inc. and its subsidiaries.
69. It is respectfully submitted that Atis Group has acted and is acting in good faith and with due diligence and that the proposed extension should be granted.
70. Given the need to advance the restructuring as quickly as possible, it is respectfully submitted that this Court order the provisional execution of the orders sought pursuant hereto, notwithstanding any appeal.

### **FOR THESE REASONS, MAY IT PLEASE THE COURT TO:**

**GRANT** the present *Application for the Issuance of Approval and Vesting Orders and an Order (i) Authorizing a Distribution, (ii) Discharging the CRO, (iii) Releasing Certain CCAA Charges, (iv) Releasing the Beneficiaries, the CRO and the Directors and Officers and (v) Extending the Stay Period;*

**RENDER** an order substantially in the form of the Proposed Distribution, Discharge, Release and Extension Order (Exhibit P-1);

**RENDER** an order substantially in the form of the Proposed 127 AVO (Exhibit P-2);

**RENDER** an order substantially in the form of the Proposed Pamaca AVO (Exhibit P-3);

**THE WHOLE** without legal costs, save in case of contestation.

Montreal, October 21<sup>st</sup>, 2021

McCarthy Tétrault LLP

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**McCarthy Tétrault LLP**

Lawyers for the Debtors

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M<sup>re</sup> François Alexandre Toupin

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THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION  
DIVISION OF QUÉBEC**  
Mis-en-cause

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**Sworn Declaration**

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I, the undersigned, **DOMINIC DESLANDES**, representative of the Monitor of the Debtors and of the Mis-en-cause Atis LP, domiciled for the purpose hereof at 600 rue de la Gauchetière Ouest, Suite 2000, in the city of Montréal, Province of Québec, H3B 4L8, solemnly affirm that all the facts alleged in the present *Application for the Issuance of Application for the Issuance of Approval and Vesting Orders and an Order (i) Authorizing a Distribution, (ii) Discharging the CRO, (iii) Releasing*

*Certain CCAA Charges, (iv) Releasing the Beneficiaries, the CRO and the Directors and Officers and (v) Extending the Stay Period* are, to my knowledge, true.

AND I HAVE SIGNED,

  
\_\_\_\_\_  
**Dominic Deslandes**

SOLEMNLY AFFIRMED BEFORE ME BY  
TECHNOLOGICAL MEANS, AT  
STE-MARTHE, THIS 21<sup>ST</sup> DAY OF OCTOBER  
2021

  
\_\_\_\_\_  
COMMISSIONER OF OATHS  
FOR THE PROVINCE OF QUÉBEC

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**Notice of Presentation  
Commercial**

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**TO: The Service List**

## 1. PRESENTATION OF THE PROCEEDING

**TAKE NOTICE** that the present *Application for the Issuance of Approval and Vesting Orders and an Order (i) Authorizing a Distribution, (ii) Discharging the CRO, (iii) Releasing Certain CCAA Charges, (iv) Releasing the Beneficiaries, the CRO and the Directors and Officers and (v) Extending the Stay Period* will be presented for adjudication before the Superior Court of Québec, sitting in the commercial division for the district of Montréal, virtually via Microsoft TEAMS in room 16.21 of the Montréal Courthouse **on October 26, 2021, at 9:00 AM.**

The information to connect to the hearing is as follows and will also be communicated to the Service List:

**Rejoindre la réunion Microsoft Teams**  
[+1 581-319-2194](tel:+15813192194) Canada, Quebec (Numéro payant)  
[\(833\) 450-1741](tel:(833)4501741) Canada (Numéro gratuit)  
ID de conférence : 895 211 717#  
[Numéros locaux](#) | [Réinitialiser le code confidentiel](#) | [En savoir plus sur Teams](#) | [Options de réunion](#)  
Rejoindre à l'aide d'un dispositif de vidéoconférence  
[teams@teams.justice.gouv.qc.ca](mailto:teams@teams.justice.gouv.qc.ca) ID de la conférence VTC : 1160455398  
[Autres instructions relatives à la numérotation VTC](#)

## 2. HOW TO JOIN THE VIRTUAL PRACTICE ROLL CALL

The coordinates for joining the room 16.04 virtual roll call are the following:

- (i) **With Teams Tool:** by clicking on the link available on the website [www.tribunaux.qc.ca](http://www.tribunaux.qc.ca);

You need at that time to inscribe your name and click on “Joining now”. In order to facilitate the progress and the identification of the participants, we are inviting you to inscribe your name by this manner:

The lawyers: Mtre First name, Last Name (name of the represented party)

The syndics: First name, Last Name (syndic's name)

The superintendent: First name, Last name (superintendent's name)

The parties non-represented by lawyers: First name, Last name (precise: Plaintiff, Defendant, Petitioner, Respondent, Creditor, Opponent or other)

For people who are assisting to a public hearing: the mention may be limited to entering: (public)

- (ii) **By telephone:**

Canada, Québec (paid number): + 1 581-319-2194



Canada (toll-free number): (833) 450-1741

Conference ID: 516 211 860#

(iii) **By videoconference:** [teams@teams.justice.gouv.qc.ca](mailto:teams@teams.justice.gouv.qc.ca)

Conference VTC ID: 1149478699

(iv) **In person:** If and only if you do not have access to one of these technological means above-identified. You can then go to room 16.04 of the Courthouse of Montreal, located at:

1 Notre-Dame Street East.

### **3. DEFAULT OF PARTICIPATING TO THE VIRTUAL ROLL CALL**

**TAKE NOTICE** that if you wish to contest the proceeding you need to advise by written the instigator of the proceeding at the indicated coordinates in this Notice of Presentation at least 48 hours before the presentation date and participate to the virtual roll call. Failing that, a judgment could be rendered during the presentation of the proceeding, without any further notice or delay.

### **4. OBLIGATIONS**

#### 4.1 The Collaboration

**TAKE NOTICE** that you have the obligation to cooperate with the other party, in particular by informing each other, at all relevant times, of all facts and elements susceptible of promote a loyal debate and making sure you preserve the relevant evidence (*Civil Code of Procedure*, Art. 20).

#### 4.2 Preventing and Resolving Disputes Method

**TAKE NOTICE** that you must, before going to the Tribunal, considerate the recourse of all preventing and resolving disputes methods which are, among others, negotiation, mediation or arbitration, for which the parties appeal a third-party assistance (*Civil Code of Procedure*, Art. 2).

**DO GOVERN YOURSELVES ACCORDINGLY.**

Montreal, October 21<sup>st</sup>, 2021

McCarthy Tétrault LLP

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**McCarthy Tétrault LLP**  
Lawyers for the Debtors

Superior Court  
(Commercial Division)

Canada  
Province of Québec  
District of Montréal  
No: 500-11-059536-215

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**In the matter of the *Companies' Creditors Arrangement Act* of:**

**ATIS GROUP INC.  
10422916 CANADA INC.  
8528853 CANADA INC.  
9060642 CANADA INC.  
9092455 CANADA INC.  
DISTRIBUTEUR VITRO CLAIR INC.  
SOLARCAN ARCHITECTURAL HOLDING LIMITED  
VITRERIE LÉVIS INC.  
VITROTEC PORTES & FENÊTRES INC.**  
Debtors

- and -

**ATIS LP**  
Mise-en-cause

-and-

**RAYMOND CHABOT INC.**  
Monitor

-and-

**12709899 CANADA INC.  
GESTION PAMACA INC.  
THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION  
DIVISION OF LOTBINIÈRE  
THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION  
DIVISION OF QUÉBEC**  
Mis-en-cause

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**List of Exhibits**

*(Application for the Issuance of Approval and Vesting Orders and an Order (i) Authorizing a Distribution, (ii) Discharging the CRO, (iii) Releasing Certain CCAA Charges, (iv) Releasing the Beneficiaries, the CRO and the Directors and Officers and (v) Extending the Stay Period)*

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**Exhibit P-1**

Proposed Distribution, Discharge, Release and Extension Order

<b>Exhibit P-2</b>	Proposed 127 AVO
<b>Exhibit P-3</b>	Proposed Pamaca AVO
<b>Exhibit P-4</b>	SISP Procedures
<b>Exhibit P-5</b>	127 Deed of Sale (UNDER SEAL)
<b>Exhibit P-6</b>	Pamaca Deed of Sale (UNDER SEAL)

Montreal, October 21<sup>st</sup>, 2021

McCarthy Tétrault LLP

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**McCarthy Tétrault LLP**  
Lawyers for the Debtors

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SUPERIOR COURT  
(COMMERCIAL DIVISION)

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CANADA  
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**THE LAND REGISTRAR FOR THE LAND REGISTRY**  
**OFFICE FOR THE REGISTRATION DIVISION OF**  
**LOTBINIÈRE**  
**THE LAND REGISTRAR FOR THE LAND REGISTRY**  
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