

Superior Court
(Commercial Division)

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

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-

9346-5755 QUÉBEC INC., a legal person incorporated under the *Business Corporations Act* (Québec), domiciled at B-4850 Guillaume-Couture Boulevard, Lévis, Québec, G6W 5N6, Canada

LEFEBVRE & BENOIT S.E.C., general partnership domiciled at 4500 Bernard-Lefebvre Street, Laval, Québec, H7C 0A5, Canada

7943032 CANADA INC., a legal person incorporated under the *Canadian Business Corporations Act*, domiciled at 300-1411 Crescent Street, Montréal, Québec, H3G 2B3, Canada

THE LAND REGISTRAR FOR THE LAND REGISTRY OFFICE FOR THE REGISTRATION DIVISION OF LÉVIS

THE LAND REGISTRAR FOR THE REGISTRY OFFICE FOR THE REGISTRATION DIVISION OF TERREBONNE

THE REGISTRAR OF THE REGISTER OF PERSONAL AND MOVABLE REAL RIGHTS (QUÉBEC)

Mis-en-cause

**Application for the Issuance of an Approval and Vesting Order, an Approval,
Assignment and Vesting Order and a Third Extension Order¹
(Companies' Creditors Arrangement Act, ss 11, 11.3 and 36)**

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 August 31, 2021 and (ii) this Court's approval of the Proposed Transactions (as this term is defined hereinafter) and the Court's authorization to execute:
 - (a) a deed of sale between Atis Group Inc., as vendor, and 9346-5755 Québec Inc. ("**9346**"), as purchaser, for the sale of the immovable (the "**Lévis Property**") known and designated as lot 2 431 501 of the Cadastre of Québec, registration division of Lévis, and the buildings erected thereon (the "**Proposed 9346 Transaction**"); and
 - (b) an assignment and asset purchase agreement between Atis Group, as vendor and assignor, and Lefebvre & Benoit S.E.C. ("**Lefebvre**"), as purchaser and assignee, for the assignment of the rights, title, interests and obligations of Atis LP under the lease agreement for the property located at 2205-2225, des Entreprises Boulevard, Terrebonne, Québec (the "**Terrebonne Lease**") between Atis LP and 7943032 Canada Inc. and for the purchase of certain movable assets owned by Atis Group, excluding the equipment relating to the fabrication of windows and doors (the "**Proposed Lefebvre Transaction**" and collectively with the Proposed 9346 Transaction, the "**Proposed Transactions**").
2. As such, Atis Group is seeking the issuance of orders substantially in the form of (i) the proposed Third Extension Order (the "**Proposed Third Extension Order**"), communicated herewith as **Exhibit P-1**; (ii) the proposed Approval and Vesting Order related to the Proposed 9346 Transaction (the "**Proposed 9346 AVO**"), communicated herewith as **Exhibit P-2**; (iii) the proposed Approval, Vesting and Assignment Order (re: Terrebonne Lease and Assets) related to the Proposed Lefebvre Transaction (the "**Proposed Lefebvre AVO**"), communicated herewith as **Exhibit P-3**.

II. Procedural background

3. On February 19, 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.

¹ All capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the *Application for an Initial Order and for an Amended and Restated Initial Order* filed in 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*, confirming the provisions of the Initial Order, extending the Stay Period to April 30, 2021 and approving a sale and investment solicitation process in respect of the business and assets of Atis Group (the “**SISP**”).
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 Process Order 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* 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.

III. The SISP

A. Description of the SISP Procedures

11. The procedures of the SISP are described in the Initial Order, communicated herewith as **Exhibit P-4**, and more particularly in its Schedule B (the “**SISP Procedures**”).
12. 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.
13. Since the beginning of March 2021, the SISP has been conducted by the Monitor, in consultation with The Bank of Nova Scotia, in accordance with the SISP Procedures.
14. 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 17:00 |
| Identification of Qualified Bidders | At the latest on April 2, 2021 |
| Due diligence and submission of Qualified Bids | April 21, 2021 at 17:00 |
| 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

15. The Monitor contacted 106 parties, including Canadian and United States companies and 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.
16. Fifty-six (56) potential bidders executed the template non-disclosure 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.
17. On March 26, 2021 at 17:00, the Monitor, in conformity with the SISP Procedures, received fourteen (14) non-binding letters of intent (the “**LOIs**”) from potential bidders.
18. 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.
19. 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.
20. 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.
21. 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.

22. 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.
23. 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 an LOI, but for which the Monitor, in consultation with The Bank of Nova Scotia, determined it was in the best interest of Atis Group's stakeholders be considered in the context of the SISP.

IV. Description of the Proposed Transactions

A. The Proposed 9346 Transaction

24. The terms of the Proposed 9346 Transaction are set out in the 9346 deed of sale, communicated herewith, under seal, as **Exhibit P-5**.
25. The Proposed 9346 Transaction, provides for the purchase by 9346, on an as is, where is basis, of the Lévis Property.
26. The consideration offered under the Proposed 9346 Transaction consists of a cash consideration, payable on closing.

B. The Proposed Lefebvre Transaction

27. The terms of the Proposed Lefebvre Transaction are set out in the Asset Purchase Agreement between Lefebvre and Atis Group dated May 31, 2021, communicated herewith, under seal, as **Exhibit P-6**.
28. The Proposed Lefebvre Transaction provides for the assignment of the Terrebonne Lease and for the purchase of certain assets owned by Atis Group not related to the fabrication of doors and windows by way of an order substantially similar to the Proposed Lefebvre AVO (Exhibit P-3).
29. Pursuant to the Proposed Lefebvre Transaction, the obligations of Atis LP under the Terrebonne Lease will be assumed by Lefebvre as well as the obligations and costs of Atis LP associated with the preparation of a characterization study pursuant to the *Environment Quality Act* (Québec).
30. Additionally, under the Proposed Lefebvre Transaction, Lefebvre will grant Atis LP the possibility to occupy without charge the warehouse portion of the leased property for a limited period, in order to facilitate the orderly transition of Atis LP's activities to another location.
31. Furthermore, the Proposed Lefebvre Transaction allows for the possibility for certain of Atis Group's former employees who were affected to its Terrebonne operations and laid off as part of the restructuring to apply for employment with Lefebvre.

V. The Proposed Transactions should be approved

32. In the present circumstances, the Proposed Transactions represent the best alternative 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.
33. The Proposed 9346 Transaction allows Atis Group to monetize an unused immovable asset to the benefit of Atis Group's stakeholders.
34. The Proposed Lefebvre Transaction allows Atis Group to monetize redundant and unused assets, which are not intended to form part of the restructuring of Atis Group further to the cessation of the operations at the Terrebonne plant, to the benefit of Atis Group's stakeholders.
35. Furthermore, the Proposed Lefebvre Transaction allows Atis Group to continue to occupy the warehouse portion of the Terrebonne plant, thereby facilitating the transition of its activities at the Terrebonne plant to another location and Lefebvre intends to offer employment to certain of Atis Group's former employees which were assigned to the Terrebonne plant.

VI. The Stay of Proceedings should be extended

36. Since the beginning of this process, Atis Group's management and the CRO, in consultation with the Monitor:
 - (a) have secured the post-filing procurement of goods and services required to continue Atis Group's operations;
 - (b) have begun and continued the implementation of Atis Group's restructuring plan;
 - (c) have conducted the SISP and obtained this Court's approval for transactions with respect to Atis Group's Vinylbilt, Allsco and Alweather divisions; and
 - (d) have elaborated and conducted a claims process.
37. Atis Group seeks the extension of the Stay Period up to and including August 31, 2021 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.
38. 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.
39. In light of the foregoing, Atis Group respectfully submits, with the support of the Monitor, that the relief sought pursuant to this Application should be granted.
40. 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 an Approval and Vesting Orders*;

RENDER an order substantially in the form of the Proposed Third Extension Order (Exhibit P-1);

RENDER an order substantially in the form of the Proposed 9346 AVO, (Exhibit P-2);

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

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

Montreal, June 1st, 2021

McCarthy Tétrault LLP

McCarthy Tétrault LLP

Lawyers for the Debtors

M^{re} Alain N. Tardif

M^{re} François Alexandre Toupin

M^{re} Frédérique Drainville

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(QUÉBEC)**
Mis-en-cause

Sworn Declaration

I, the undersigned, **CLAUDE ROULEAU**, Chief Restructuring Officer of the Debtors and of the Mis-en-cause Atis LP, domiciled for the purpose hereof at 1000 rue de la Gauchetière Ouest,

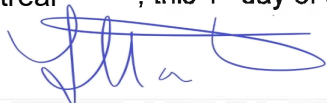
Suite 2500, in the city of Montréal, Province of Québec, H3B 0A2, solemnly affirm that all the facts alleged in the present *Application for the Issuance of an Approval and Vesting Order, an Approval, Assignment and Vesting Order and a Third Extension Order* are true.

AND I HAVE SIGNED,



Claude Rouleau

SOLEMNLY AFFIRMED BEFORE ME BY
TECHNOLOGICAL MEANS, AT
Montreal, this 1st day of June, 2021



Line Cloutier, #202,986

COMMISSIONER OF OATHS
FOR THE PROVINCE OF QUÉBEC

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**Notice of Presentation
Commercial**

TO: The Service List

1. PRESENTATION OF THE PROCEEDING

TAKE NOTICE that the present *Application for the Issuance of an Approval and Vesting Order, an Approval, Assignment and Vesting Order and a Third Extension Order* 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 on **June 4, 2021, at 9:30**.

The information to connect to the hearing is the following:

Rejoindre la réunion sur votre ordinateur ou sur votre application mobile

[Cliquez ici pour rejoindre la réunion](#)

Rejoindre à l'aide d'un appareil de vidéoconférence

teams@teams.justice.gouv.qc.ca

ID de la vidéoconférence: 118 736 731 6

[Autres instructions relatives à la numérotation VTC](#)

Ou composer le numéro (audio seulement)

[+1 581-319-2194, 48195529#](#) Canada, Quebec

[\(833\) 450-1741, 48195529#](#) Canada (Numéro gratuit)

ID de téléconférence: 481 955 29#

[Rechercher un numéro local](#) | [Réinitialiser le code confidentiel](#)

[Pour en savoir plus](#) | [Options de réunion](#)

2. HOW TO JOIN THE VIRTUAL PRACTICE ROLL CALL

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

- a) **With Teams Tool:** by clicking on the link available on the website 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)

b) **By telephone:**

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

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

Conference ID: 516 211 860#

c) **By videoconference:** teams@teams.justice.gouv.qc.ca

Conference VTC ID: 1149478699

d) **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, June 1st, 2021

McCarthy Tétrault LLP

McCarthy Tétrault LLP
Lawyers for the Debtors

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List of Exhibits

Exhibit P-1

Proposed Third Extension Order

- Exhibit P-2** Proposed 9346 AVO
- Exhibit P-3** Proposed Lefebvre AVO
- Exhibit P-4** Initial Order
- Exhibit P-5** 9346 Deed of sale (**UNDER SEAL**)
- Exhibit P-6** Lefebvre Asset Purchase Agreement (**UNDER SEAL**)

Montreal, June 1st, 2021

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