

**SUPERIOR COURT**  
(COMMERCIAL DIVISION)

Canada  
Province of Quebec  
District of Montreal

No: 500-11-059536-215

Date: October 26, 2021

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Presiding: The Honourable Michel A. Pinsonnault, J.S.C.

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In the matter of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 of:

**Atis Group Inc.**

**10422916 Canada Inc.**

**8528853 Canada Inc. (d.b.a. Portes et Fenêtres Altek Inc.)**

**9060642 Canada Inc.**

**9092455 Canada Inc. (d.b.a. Alweather Windows & Doors)**

**Distributeur Vitro Clair Inc.**

**Solarcan Architectural Holding Limited**

**Vitrierie Lévis Inc.**

**Vitrotec Portes & Fenêtres Inc.**

Debtors

and

**Atis LP**

Mise-en-cause

and

**Raymond Chabot Inc.**

Monitor

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**Order (i) Authorizing a Distribution, (ii) Discharging the CRO, (iii) Releasing  
Certain CCAA Charges, and (iv) Extending the Stay Period**

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**HAVING READ** the *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* (the “**Application**”) of Atis Group Inc., 10422916 Canada Inc., 8528853 Canada Inc. (d.b.a. Altek Windows & Doors), 9060642 Canada Inc., 9092455 Canada Inc. (d.b.a. Alweather Windows & Doors), Distributeur Vitro Clair Inc., Solarcan Architectural Holding Limited, Vitrotec Portes & Fenêtres Inc. and Vitrierie Lévis Inc. (collectively, the “**Applicants**”) and Atis LP (together with the Applicants, the “**Debtors**”) pursuant to the *Companies’ Creditors Arrangement Act*, RSC 1985, c C-36 (the “**CCAA**”), the exhibits and the affidavit filed in support thereof and the Sixth Report of the Monitor dated October 25, 2021;

**GIVEN** the notification of the Application;

**GIVEN** the Initial Order rendered on February 19, 2021 (as amended, restated and otherwise modified from time to time, including on March 1, 2021, the “**Initial Order**”);

**GIVEN** the submissions of counsel and the testimony of the Monitor;

**GIVEN** the provisions of the CCAA;

**GIVEN** that it is appropriate to issue an order (i) authorizing a distribution, (ii) discharging the Chief Restructuring Officer, Solstice Groupe Conseil Inc. (Mr. Claude Rouleau) (the “**CRO**”), (iii) releasing the KERP Charge and the Monitor’s Charge and (iv) extending the Stay Period.

#### **THE COURT:**

- [1] **GRANTS** the Application.
- [2] **DECLARES** that all capitalized terms used but not otherwise defined in the present Order (this “**Order**”) shall have the meanings ascribed to them in the Application or in the Initial Order.

#### **Notification**

- [3] **ORDERS** that any prior delay for the presentation of the Application is hereby abridged and validated so that the Application is properly returnable today and hereby dispenses with any further notification thereof.
- [4] **PERMITS** notification of this Order at any time and place and by any means whatsoever, including by email.

#### **Extension of the Stay Period**

- [5] **EXTENDS** the Stay Period and the application of the Initial Order up to and including **December 17, 2021**.

#### **Approval of the Monitor’s activities and ongoing reporting**

- [6] **APPROVES** the activities of the Monitor described in the report of the Monitor dated October 25, 2021, thereby fulfilling its obligations pursuant to the CCAA and the orders of this Court up until this Order.

### **Release of the KERP Charge and the Monitor's Charge**

- [7] **ORDERS** that each of the KERP Charge and the Monitor's Charge shall be hereby terminated, released and discharged without any other act or formality, provided that nothing herein shall affect the status or priority of the Administration Charge, the CRO Charge, the Directors' Charge, the Interim Lender's Charge and the Senior Security.

### **Discharge of the CRO**

- [8] **ORDERS** that effective at the date of this Order the CRO, Solstice Groupe Conseil inc. (Mr. Claude Rouleau), shall be discharged from its duties as CRO and shall have no further duties, obligations or responsibilities as CRO from and after the date of this Order and further that, notwithstanding its discharge as CRO, the CRO shall remain as CRO and have the authority to carry out, complete or address any matters in its role as CRO that are ancillary or incidental to these CCAA Proceedings, following the date of this order, as may be required (the "**CRO Incidental Matters**").
- [9] **ORDERS** that, notwithstanding its discharge, nothing herein shall affect, vary, derogate from, limit or amend, and the CRO shall continue to have the benefit of, any of the rights, approvals, releases, and protections in favour of the CRO at law or pursuant to the CCAA, including for greater certainty the CRO Charge and the Directors' Charge, including in connection with any CRO Incidental Matters, and all Orders made in these CCAA Proceedings, following the date of this Order.

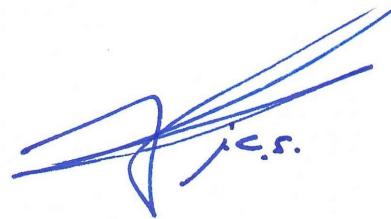
### **Interim distribution**

- [10] **AUTHORIZES and DIRECTS** the Monitor, for and on behalf of the Debtors, to, without further Order of the Court distribute an amount of \$ 5,650,000 to the Bank of Nova Scotia, (i) first, in its capacity as Interim Lender and (ii) second, in its capacity as Secured Creditor.

### **General Provisions**

- [11] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.

- [12] **DECLARES** that the Monitor shall be authorized to apply as it may consider necessary or desirable, with or without notice, to any other court or administrative body, whether in Canada, the United States of America or elsewhere, for orders which aid and complement the Order and, without limitation to the foregoing, an order under Chapter 15 of the U.S. Bankruptcy Code, for which the Monitor shall be the foreign representative of the Debtors. All courts and administrative bodies of all such jurisdictions are hereby respectfully requested to make such orders and to provide such assistance to the Monitor as may be deemed necessary or appropriate for that purpose.
- [13] **REQUESTS** the aid and recognition of any court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of the Order.
- [14] **ORDERS** that Schedules A to D to the Sixth Report of the Monitor dated October 25, 2021, are confidential and are filed under seal until further order of this Court.
- [15] **ORDERS** the provisional execution of this Order notwithstanding appeal, and without requirement to provide any security or provision for costs whatsoever.
- [16] **THE WHOLE** without costs.



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**MICHEL A. PINSONNAULT, J.S.C.**

M<sup>re</sup> François Alexandre Toupin  
*McCarthy Tétrault s.e.n.c.r.l., s.r.l.*  
Attorneys for the Debtors

**Date of hearing: October 26, 2021**