

**CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL**

**SUPERIOR COURT**  
(Commercial Division)

(Sitting as a court designated pursuant to the  
*Bankruptcy and Insolvency Act*, RSC 1985, c B-3)

No.: 500-11-060795-222

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF:**

**193641 CANADA INC.**

Debtor / Petitioner

-and-

**RAYMOND CHABOT INC.**

Trustee

**APPLICATION FOR EXTENSION OF TIME TO FILE A PROPOSAL**  
**(Section 50.4(9) of the *Bankruptcy and Insolvency Act*)**

**TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT OR THE REGISTRAR, SITTING IN COMMERCIAL DIVISION, IN THE JUDICIAL DISTRICT OF MONTRÉAL, THE DEBTOR/PETITIONER RESPECTFULLY SUBMITS AS FOLLOWS:**

**I. INTRODUCTION**

1. On February 25, 2022 the Debtor/Petitioner 193641 Canada Inc. ("**641**") filed a Notice of intention to make a proposal ("**NOI**") under the relevant provisions of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 and Raymond Chabot Inc. was appointed as trustee thereto (the "**Trustee**"), the whole as appears from the Court record.
2. 641 specialises in the import, processing and distribution of food products from the Middle East across Canada and in particular, the Province of Québec.
3. 641 operates its business from a Montréal-based distribution and processing centre and has sales representatives in Montréal, Québec City, Ottawa, Toronto,

Calgary, Edmonton, Vancouver, New Brunswick, Lac St-Jean, Abitibi and Prince Edward Island. 641 currently has 12 employees.

4. On March 2, 2022, at 641's request, the Court granted the *Order Approving a DIP Financing and DIP Charge, an Administration Charge and Granting Ancillary Relief* (the "**First Order**"), as appears from the Court record.
5. By the present application, 641 is seeking an extension of time to file a proposal.

## II. **GROUND FOR THE EXTENSION OF TIME TO FILE A PROPOSAL**

6. Since the filing of the NOI, 641 has continued to operate its business in the ordinary course, under the supervision of the Trustee.
7. Since the filing of the NOI, 641 has also been communicating with its employees, customers and suppliers in order to stabilize its operations and maintain a continued supply of goods, and dealt with various operational issues.
8. As previously reported to this Court, concurrently with the filing of the NOI, 641 was discussing a forbearance agreement with the Royal Bank of Canada ("**RBC**"), 641's senior secured lender.
9. Accordingly, on March 15, 2022, in order to provide 641 with sufficient time and liquidity to proceed with these restructuring proceedings, 641 entered into a forbearance agreement with RBC (the "**Forbearance Agreement**"), which sets out the terms and conditions under which RBC agreed to forbear from exercising its rights during these restructuring proceedings. The Forbearance Agreement is currently set to expire on May 23, 2022, subject to its terms, the whole as appears from a copy of the Forbearance Agreement, filed in support hereof *under seal* as **Exhibit P-1**.
10. In parallel, since the granting of the First Order, 641 has retained the Trustee to assist it with a sale process (the "**Sale Process**") for its business and assets (including its tangible assets, goodwill and its intellectual property) with a view to maximizing value for 641's stakeholders.
11. On March 11, 2022, the Sale Process was launched by the Trustee with the issuance of a teaser to approximately 16 potentially interested parties consisting of strategic buyers and financial investors, in addition to its dissemination within the Trustee's professional network, the whole as appears from a copy of the English and French versions of the teaser, filed in support hereof, *en liasse*, as **Exhibit P-2**.
12. As at the date of this Application, several parties have signed, or are currently a negotiating a confidentiality agreement in order to obtain information regarding 641's operations and assets.
13. The deadline for submitting tenders under the Sale Process is March 24, 2022.

14. While 641 and the Trustee are currently considering the various matters with respect to the elaboration of a proposal to 641's creditors (a "**Proposal**"), it will only be possible to substantially advance this process once the Sale Process is more advanced or completed.
15. The time limit for the filing of a Proposal under subsection 50.4(8) of the BIA is currently set to expire on March 27, 2022, with March 25, 2022 being the last prior business day.
16. 641 requires additional time to accomplish, *inter alia*, the following steps:
  - (a) Consider the tenders received in the context of the SALE PROCESS with the assistance of the Trustee;
  - (b) If appropriate, negotiate, seek approval of and close a transaction in the context of the SALE PROCESS; and
  - (c) Work towards formulating a Proposal.
17. 641 has paid its suppliers, employees and other creditors for the sums due from the date of the NOI in the ordinary course of business and intends to continue doing so.
18. Accordingly, 641 respectfully seeks that this Court extend the time period to make a Proposal to May 8, 2022 (the "**Extension Date**"), pursuant to subsection 50.4(9) of the BIA.
19. 641's cash flow is sufficient to continue operations up to and until the Extension Date, as appears from the Trustee's Report to be filed with the Court on or about the date hereof.
20. No creditor will be unduly prejudiced by the extension sought.

### **III. CONCLUSION**

21. The present Application is supported by the Trustee and 641 will notify RBC, its senior secured lender, therewith.
22. 641 has acted and continues to act in good faith and with due diligence to make a proposal to its creditors.
23. 641 respectfully seeks provisional execution of the order to be rendered on the present Application notwithstanding appeal, considering that the relief sought herein is beneficial to 641's creditors, and a stay of execution thereof would result in an automatic bankruptcy, to the detriment of 641's creditors and stakeholders as a whole.

24. For the reasons set forth above, 641 respectfully submits that it is both appropriate and necessary that this Honourable Court render the orders sought herein.

**FOR THESE REASONS, MAY IT PLEASE THIS HONOURABLE COURT TO:**

**GRANT** the present Application for Extension of Time to File a Proposal (the “Application”);

**EXTEND** the time period within which the Debtor / Petitioner may file a proposal under the Bankruptcy and Insolvency Act, RSC 1985, c. B-3 to May 8, 2022;

**REQUEST** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to the order to be rendered pursuant to the Application and to assist, the Debtor / Petitioner, the Trustee and their respective agents in carrying out the terms of this Order;

**ORDER** the provisional execution of the order to be rendered on the present Application notwithstanding appeal and without security.

**THE WHOLE WITHOUT COSTS**, save in the event of contestation.

MONTRÉAL, March 21, 2022

*Osler, Hoskin & Harcourt LLP*

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**Osler, Hoskin & Harcourt LLP**

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Mtre. Iliia Kravtsov

Attorneys for Debtor / Petitioner

**193641 CANADA INC.**

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Our file: 1230597

**AFFIDAVIT**

I the undersigned, Ragaa Boulos, domiciled for the purpose hereof at 5375 Henri-Bourassa Boul. West, Montréal, Québec, H4R 1C1, solemnly declare the following:

1. I am the President of the Debtor / Petitioner and I am duly authorized for the purpose hereof.
2. I have taken cognizance of the attached *Application for Extension of Time to File a Proposal*.
3. All of the facts alleged in the said Application are true.

AND I HAVE SIGNED:

*Ragaa Boulos*

**Ragaa Boulos**

SOLEMNLY DECLARED BEFORE  
ME BY TECHNOLOGICAL MEANS  
IN SAINT-CONSTANT, QUÉBEC,  
ON MARCH 21, 2022.

*Lyne St-Amour*

Lyne St-Amour

Commissioner for Oaths for the  
Province of Québec



**NOTICE OF PRESENTATION  
COMMERCIAL DIVISION (ROOM 16.10)**

**TO: SERVICE LIST** (See attached)

**PRESENTATION OF THE PROCEEDING**

**TAKE NOTICE** that the *Application for Extension of Time to File a Proposal* will be presented for adjudication before the Commercial Division of the Superior Court of Québec, in room 16.10, of the Montréal Courthouse, at the virtual calling of the roll on **March 24, 2022, at 8:45 a.m.**, or so soon thereafter as counsel may be heard.

**HOW TO CONNECT TO THE VIRTUAL ROLL CALL**

The coordinates for you to join the virtual calling of the roll in room 16.10 are as follows:

**By Teams:** by clicking on the link available at <http://www.tribunaux.qc.ca>: (“*Liens TEAMS pour rejoindre les salles du Palais de justice*”)

You must fill in your name and click on «Join now» («*Rejoindre maintenant*»). To facilitate the process, we invite you to fill in your name as follows:

Lawyers: M<sup>e</sup> First name, Last name (Name of the party you represent)

Trustees: First name, Last name (Trustee)

Superintendent: First name, Last name (Superintendent)

Parties not represented by a lawyer: First name, Last name (specify: Plaintiff, Defendant, Petitioner, Respondent, Creditor, Opponent or Other)

For individuals attending a public hearing: the mention can be limited to: (public)

**By telephone:**

Canada, Québec (Charges may apply): +1 581-319-2194

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

Conference ID: 820 742 874#

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

Videoconference ID: 11973653703

**In person:** If and only if you do not have access to one of the above mentioned technological means of connecting, you may then attend in room 16.10 of the Montreal Courthouse located at: 1, Notre-Dame Street East, Montréal, Québec.

**DEFAULT TO PARTICIPATE IN THE VIRTUAL CALLING OF THE ROLL**

**TAKE NOTICE** that if you wish to contest the proceeding, you must inform the initiator of the said proceeding in writing at the coordinates mentioned in the present Notice of Presentation at least 48 hours before the date of presentation and participate at the virtual calling of the roll, failing which, judgment may be rendered during the presentation of the proceeding, without further notice or delay.

**OBLIGATIONS**

Cooperation

**TAKE NOTICE** that the parties are duty-bound to cooperate and, in particular, to keep one another informed at all times of the facts and particulars conducive to a fair debate and make sure that relevant evidence is preserved (s. 20, *Code of Civil Procedure*).

Dispute prevention and resolution processes

**TAKE NOTICE** that the parties must consider private prevention and resolution processes before referring their dispute to the courts, which are namely negotiation, mediation or arbitration, for which the parties call on a third party (*Code of Civil Procedure*, art. 2).

**DO GOVERN YOURSELF ACCORDINGLY**

MONTRÉAL, March 21, 2022

*Osler, Hoskin & Harcourt LLP*

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**Osler, Hoskin & Harcourt LLP**  
Attorneys for the Debtor / Petitioner

**CANADA  
PROVINCE OF QUÉBEC  
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-and-

**RAYMOND CHABOT INC.**

Trustee

**LIST OF EXHIBITS**

EXHIBIT P-1:	Forbearance Agreement dated March 7, 2022, UNDER SEAL;
EXHIBIT P-2:	English and French versions of the teaser, <i>en liasse</i> .

MONTRÉAL, March 21, 2022

*Osler, Hoskin & Harcourt LLP*

**Osler, Hoskin & Harcourt LLP**

Mtre. Julien Morissette

Mtre. Iliia Kravtsov

Attorneys for Debtor / Petitioner

**193641 CANADA INC.**



# EXHIBIT P-2

## Business Opportunity: Grocery division of 193641 Canada inc. (Formerly Amira Enterprises inc.)



### SUMMARY DESCRIPTION

- ▶ 193641 Canada inc., formerly operating under the name Amira Enterprises inc., is seeking offers to acquire or invest in the grocery division of the company.
- ▶ It specializes in the import and distribution of grocery products from the Middle East, including established brand names, and has been in this business since 1978.
- ▶ Its clients include national retail and grocery chains across Canada, as well as multiple smaller clients.
- ▶ The company is conducting its business from its rented distribution and processing centre located in the St-Laurent borough of Montreal, Quebec.

### INVESTMENT OPPORTUNITY

- ▶ Raymond Chabot inc. ("RCI") is acting as Trustee in connection with the notice of intention proceedings undertaken by 193641 Canada inc. and is mandated by the latter to prepare and coordinate a solicitation process for the sale of the company or its assets, or to invest in the company.

### SALE PROCESS

- ▶ RCI solicits offers to purchase or invest on behalf of 193641 Canada inc.
- ▶ The proposed transaction may be structured in different ways to meet the respective objectives of the buyer and seller.
- ▶ A detailed list of assets is available upon request.

### DEADLINE

- ▶ Tenders must be received at RCI's office at the address on the right of the present page **no later than March 24, 2022 at 11:00 a.m.** Eastern Prevailing Time.
- ▶ RCI will open the tenders in the absence of the tenderers as they are received.

### CONDITIONS OF SALE

- ▶ Terms, conditions and reserves apply to this call for tenders and to all offers submitted. The terms and conditions should be read with this document and it is the tenderer's responsibility to obtain a copy.

### VISIT OF ASSETS

- ▶ The company's facility can be visited by appointment only by contacting Mr. Frédéric Gagnon at the coordinates on the right of the page.

#### Notice

This document is confidential and should not be reproduced or distributed. The sole purpose of this document is to enable potential acquirers or financial partners to evaluate their interests in pursuing a potential investment and it should not be used for other purposes. The information herein has been provided to Raymond Chabot inc. by the company's management. All potential purchasers and those requesting information must conduct a due diligence review themselves and obtain by themselves proof of the accuracy of all information received. While every care has been taken in the preparation of this document and the information contained herein, Raymond Chabot inc. hereby notifies you that it accepts no responsibility or liability for loss or damage, whatever they may be, which could happen in any way, because of the trust placed in this document and the information it contains.

For more information,  
contact:

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600 De La Gauchetière St. West  
Montreal (Quebec) H3B 4L8

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## Opportunité d'affaires – Division de produits d'épicerie de 193641 Canada inc. (Anciennement Entreprises Amira inc.)



### DESCRIPTION SOMMAIRE

- ▶ 193641 Canada inc., faisant auparavant affaire sous le nom Entreprises Amira inc., sollicite des offres d'acquisition ou d'investissement pour sa division de produits d'épicerie.
- ▶ Depuis 1978, la société se spécialise dans l'importation et la distribution de produits d'épicerie provenant du Moyen-Orient, incluant des marques bien établies.
- ▶ Ses clients comprennent des chaînes nationales de vente au détail et d'épicerie à travers le Canada, de même que de nombreux plus petits clients.
- ▶ La société exerce ses activités à partir de son centre de distribution et de traitement loué, situé dans l'arrondissement Saint-Laurent, à Montréal, Québec.

### OPPORTUNITÉ D'INVESTISSEMENT

- ▶ Raymond Chabot inc. (« RCI ») agit à titre de syndic dans le cadre des procédures d'avis d'intention intentées par 193641 Canada inc. et est mandatée par celle-ci pour préparer et coordonner un processus d'appel d'offres en vue de la vente de la société ou de ses actifs, ou l'obtention d'offres d'investissement dans la société.

### PROCESSUS DE VENTE

- ▶ RCI sollicite des offres d'acquisition ou d'investissement pour le compte de 193641 Canada inc.
- ▶ La transaction envisagée peut être structurée de différentes façons afin de permettre de répondre aux objectifs respectifs de l'acheteur et du vendeur.
- ▶ Une liste détaillée des actifs sera fournie sur demande.

### DATE LIMITE

- ▶ Les offres doivent être reçues au bureau de RCI à l'adresse ci-contre **au plus tard le 24 mars 2022 à 11 h, heure de l'Est.**
- ▶ Les soumissions seront ouvertes sans la présence des soumissionnaires lors de leur réception.

### CONDITIONS DE VENTE

- ▶ Les termes, conditions et réserves s'appliquent au présent appel d'offres et à toutes les offres soumises. Les termes et conditions doivent être lus avec ce document et il est de la responsabilité du soumissionnaire d'en obtenir une copie.

### VISITES D'ACTIFS

- ▶ Les actifs pourront être visités sur rendez-vous seulement en communiquant avec M. Frédéric Gagnon aux coordonnées ci-contre.

### Avis

Ce document est confidentiel et ne doit pas être reproduit ou distribué. Le seul but de ce document est de permettre aux acquéreurs potentiels ou aux partenaires financiers d'évaluer leurs intérêts à poursuivre un investissement potentiel et il ne doit pas être utilisé à d'autres fins. Les informations contenues dans ce document ont été fournies à Raymond Chabot inc. par la direction de l'entreprise. Tous les acheteurs potentiels et les personnes demandant des informations doivent procéder eux-mêmes à une vérification diligente et obtenir par eux-mêmes la preuve de l'exactitude de toutes les informations reçues. Bien que tous les soins aient été apportés à la préparation de ce document et des informations qu'il contient, Raymond Chabot inc. décline toute responsabilité en cas de perte ou de dommage, quels qu'ils soient, qui pourraient survenir de quelque manière que ce soit, en raison de la confiance accordée à ce document et aux informations qu'il contient.

Toute demande d'information devrait être transmise à :

Raymond Chabot inc.  
Tour de la Banque Nationale  
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**SUPERIOR COURT  
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**APPLICATION FOR EXTENSION OF TIME TO  
FILE A PROPOSAL, AFFIDAVIT, NOTICE OF  
PRESENTATION, LIST OF EXHIBITS and P-2  
(Section 50.4(9) of the *Bankruptcy and  
Insolvency Act*)**

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**ORIGINAL**

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Our file: 1230597