

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

No.: 500-11-0556929-188

Date: December 18, 2018

PRESIDING: THE HONOURABLE CHANTAL TREMBLAY, J.S.C.

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF:
2964-3277 QUÉBEC INC.**

Insolvent Person

-and-

RICHTER ADVISORY GROUP INC.

Trustee

-and-

ORIENTAL WEAVERS INTERNATIONAL SAE

Petitioner

-and-

CANADIAN IMPERIAL BANK OF COMMERCE

Secured Creditor / Impleaded Party

SETTLEMENT APPROVAL ORDER

CONSIDERING the Petitioner's *De Bene Esse Motion to Lift the Stay of Proceedings and for Additional Relief* dated December 12, 2018 (the "**Motion**");

CONSIDERING that the Petitioner, the Secured Creditor / Impleaded Party and the Insolvent Person (collectively, the "**Settlement Parties**") have agreed to settle the dispute arising out of the Motion in accordance with the terms and conditions of a

Settlement Agreement, which has been submitted to the Court for approval and to which the Trustee has intervened (the "**Settlement Agreement**");

CONSIDERING the submissions of counsel;

CONSIDERING the provisions of the *Bankruptcy and Insolvency Act* ("**BIA**");

WHEREFORE, THE COURT:

[1] **ORDERS** that the Settlement Agreement shall be filed under confidential seal as **Schedule A** to the present Settlement Approval Order (this "**Order**") and be kept out of the public record;

[2] **ORDERS** that the Settlement Agreement is hereby ratified and approved and rendered binding and effective on the Settlement Parties;

[3] **ORDERS** the Settlement Parties to perform their obligations under the Settlement Agreement in accordance with its terms and conditions;

[4] **DECLARES** that the Settlement Agreement constitutes a settlement of the Dispute (as defined therein) and a transaction within the meaning of articles 2631 and following of the *Civil Code of Quebec*;

[5] **ORDERS** that the Motion as well as any exhibits or other documents filed by the Petitioner in support thereof be withdrawn from the record of court file number 500-11-0556929-188;

[6] **AUTHORIZES** and **DIRECTS** the Trustee to remove the Motion from the website maintained by it in connection with these proceedings;

[7] **ORDERS** that notwithstanding:

- (a) the pendency of these proceedings;
- (b) any petition for a receiving order now or hereafter issued pursuant to the BIA and any order issued pursuant to any such petition; or
- (c) the provisions of any federal or provincial legislation;

the Settlement Agreement and the transactions contemplated therein is to be binding on any trustee in bankruptcy that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA, the *Companies' Creditors Arrangement Act* or any other applicable federal or provincial legislation;

[8] **ORDERS** the provisional execution of this Order notwithstanding any appeal.

THE WHOLE, WITHOUT COSTS


CHANTAL TREMBLAY, J.S.C.

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Me Frédérique Drainville
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SCHEDULE A

**UNDER
CONFIDENTIAL SEAL**
