

**SUPERIOR COURT  
(Commercial Division)**

CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTRÉAL

NO: 500-11- 041409 - 117

DATE: October 4, 2011

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**IN THE PRESENCE OF CHANTAL FLAMAND, REGISTRAR**

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**IN THE MATTER OF THE RECEIVERSHIP OF:**

**GROUPE ORBI CONSTRUCTION INC.**

Debtor/Respondent

**-and-**

**HSBC BANK CANADA**

Petitioner

**-and-**

**RSM RICHTER INC.**

Receiver

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**ORDER APPOINTING A RECEIVER**

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**CONSIDERING** the Petitioner's Motion for the Appointment of a Receiver, the Affidavit and the exhibits in support thereof and the consent of Debtor/Respondent;

**FOR THESE REASONS, THE COURT:**

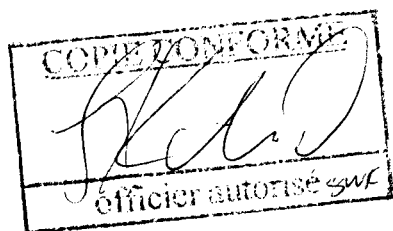
- [1] **GRANTS** HSBC Bank Canada's (the "**Petitioner**") Motion for the Appointment of a Receiver (the "**Motion**");
- [2] **APPOINTS** RSM Richter Inc. to act as receiver (the "**Receiver**") of the assets of Groupe Orbi Construction Inc. (the "**Debtor**") until the occurrence of any of the following events:
  - a. all of the Debtor's assets are sold, liquidated or realized upon;
  - b. any other order rendered by this Honourable Court;
- [3] **GRANTS** to the Receiver the right, but not the obligation, to exercise the following powers over the Debtor and its assets which, at the Receiver's discretion, may be utilized:
  - a. all the necessary powers to collect all the accounts receivables of the Debtor;
  - b. all the powers necessary to the control of the receipts and disbursements of the Debtor;
  - c. all the powers and discretion necessary to proceed, in the ordinary course of business, to the sale of the Debtor's inventory in accordance with the conditions that it, in its sole opinion, shall consider appropriate without further order of this Court;
  - d. all the powers necessary to continue the business and the operations of the Debtor, but only if it wishes, and with no obligation to do so;
  - e. all the powers to sign and issue cheques on behalf of the Debtor;
  - f. all the powers necessary to protect the interests of HSBC Bank Canada (the "**Petitioner**");
  - g. all the powers necessary to take safeguard measures in order to prevent that the Debtor squander its assets and/or erode the value of the security of the Petitioner;
  - h. any other power necessary to the taking of safeguard measures regarding all of Debtor's assets and operations;
  - i. open any required bank account, according to terms and conditions that it will, in its sole discretion, consider appropriate, with any Canadian chartered bank, including the Petitioner's, any bank operating in the United States or any other acceptable financial institution, in order to cash in any sum payable to the Debtor, or to its benefit, and make any payment that, in its opinion, is necessary, to the Petitioner or to the fulfilling of the Receiver's duties;

- [4] **AUTHORIZES** the Receiver to conduct and supervise a sale process of the Debtor and its assets;
- [5] **AUTHORIZES** the Receiver to solicit, through private or public call for tenders or through any other means, offers or bids regarding the Debtor or its assets;
- [6] **DECLARES** that the Receiver has all the powers necessary, required or appropriate in order to:
- (a) solicit bids for the Debtor and its assets and, more generally, to manage the call for tenders process or any other sale process;
  - (b) determine the means to contact potential buyers, through private mailings, publication in newspapers or otherwise, and proceed accordingly;
  - (c) determine the means of commercializing the Debtor, and/or, amongst others, the assets the Debtor;
  - (d) allow any potential buyer or any person having demonstrated or demonstrating an interest in the Debtor to proceed to a due diligence or to any other analysis of Debtor; and
  - (e) conclude any agreement, of any nature whatsoever, with any person, in order to receive offers or bids regarding the Debtor or its assets either collectively or individually;
- [7] **DECLARES** that:
- a. the Receiver shall be entitled to institute appropriate proceedings, as the case may be and retain the services of legal advisors for the purposes of these proceedings or for any other need. Moreover, such Receiver shall be entitled to file any motion for directions within the meaning of section 34 of the *Bankruptcy and Insolvency Act* as if it were a trustee and if necessary, to execute document to place the Debtor into bankruptcy or to file a Notice of intention to make a proposal;
  - b. in addition to the foregoing, the Receiver shall not be liable for any debt that came into existence prior to the service of the order to be rendered herein;
- [8] **ORDERS** that no proceeding or enforcement process in any court or tribunal (“**Proceedings**”) against or in respect of any asset of the Debtor shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of any asset of the Debtor are hereby stayed and suspended pending further order of this Court.
- [9] **DECLARES** that:

- a. the Receiver shall not be considered the employer, for all intents and purposes, and shall not incur any liability whatsoever regarding third parties, the Receiver acting for and on behalf of Debtor, among others, as if it were a taking of possession for purposes of administration within the meaning of articles 2773 of the *Civil Code of Quebec* and seq., or a sale by the creditor within the meaning of article 2786 *Civil Code of Quebec*;
- b. the Receiver will not be considered as operating or continuing the enterprise of Debtor, for any purposes whatsoever;
- c. the Receiver shall not incur any liability whatsoever regarding third parties for any act done under the present order;
- d. all the powers, obligations and duties of the Receiver shall be exercised in its sole discretion and according to its judgment;
- e. the Receiver shall benefit from the protection of sections 14.06 of the *Bankruptcy and Insolvency Act* and more particularly the Receiver shall not, as a result of the Order to be rendered herein or anything done in pursuance of the Receiver's duties and powers under the Order to be rendered herein, be deemed to be in possession of any of the property of the Petitioner within the meaning of any federal, provincial or other legislation, statute, regulation or rule of law or equity respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination and regulations thereunder;

- [10] **ORDERS** the Debtor and its representatives and employees to surrender all of its assets, of any nature whatsoever, to the Receiver upon service of the order to be rendered herein;
- [11] **ORDERS** the Debtor and its representatives and employees to fully collaborate and cooperate with the Receiver and help and assist the Receiver in the fulfilling of its duties;
- [12] **ORDERS** the Debtor and its representatives and employees to grant access to and to surrender to the Receiver all of their respective accounting records, books and other accounting or financial documents of any nature whatsoever, notwithstanding their medium, and fully assist and help the Receiver in accomplishing its duties and in analyzing such documents;
- [13] **AUTHORIZES** the Receiver to retain the services of any person or enterprise in order to effectively fulfill its duties and to delegate whenever suitable to the Receiver, such powers to any person or enterprise and appoint any agent or other representative;

- [14] **AUTHORIZES** the Receiver to pay out any advance regarding its fees and disbursements, with the agreement of the Petitioner without awaiting taxation thereof;
- [15] **EXEMPTS** the Petitioner from serving any prior notice for the presentation of this Motion;
- [16] **ORDERS** that these proceedings shall have full force and effect in all of the provinces and territories in Canada;
- [17] **DECLARES** that this Court seeks and requests the aid and recognition of any Court or administrative body in any province of Canada, and any Canadian Federal Court or administrative body as well as any Court or administrative body in any of the States of the United States of America and any Federal Court or administrative body of the United States of America, to assist the Petitioner and the Receiver to carry out the terms of this order;
- [18] **ORDERS** that the judgment to come be executory, notwithstanding appeal and without any need to give security;
- [19] **ALLOWS**, as the case may be, a shorter time for presentation;
- [20] **RENDERS** any other remedy appropriate in the circumstances;
- [21] **THE WHOLE**, with <sup>cost</sup> costs.



*(s) m/pe Chantal Flamand, registraire*  
**Chantal Flamand, Registrar**