

SUPERIOR COURT

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

N^o: 500-11-033234-085

DATE : June 4, 2009

PRESIDING: The Honourable Robert Mongeon, J.S.C.

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED:**

SHERMAG INC.

- and -

JAYMAR FURNITURE CORP.

- and -

SCIERIE MONTAUBAN INC.

- and -

MÉGABOIS (1989) INC.

- and -

SHERMAG CORPORATION

- and -

JAYMAR SALES CORPORATION

Petitioners

- and -

RSM RICHTER INC.

Monitor

ORDER

CONSIDERING the Petitioners' Motion for an Order Authorizing the Sale of a Real Property and Related Vesting Order, the Affidavit and the Exhibit in support thereof and the representations made by Counsel for the Petitioners;

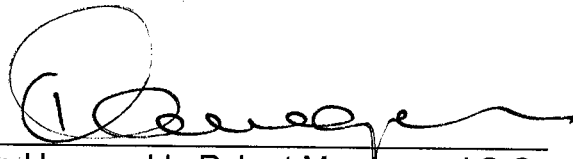
FOR THESE REASONS, THE COURT:

- [1] **GRANTS** the present Motion for an Order Authorizing the Sale of a Real Property and Related Order (the "**Motion**");
- [2] **DECLARES** that notices given of the presentation of the Motion are proper and sufficient;
- [3] **DECLARES** that all capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Initial Order issued on May 5, 2008 as subsequently amended or extended;
- [4] **AUTHORIZES** Shermag Inc. ("**Shermag**") to accept and enter into the Purchase and Sale Agreement with ~~Beaulieu Plumbing & Mechanical Inc.~~ ^{Galcar Enterprises Inc.} (the "**Purchaser**") communicated ~~under seal~~ as Exhibit R-1 (the "**Sale Agreement**") and **DECLARE** the same valid and enforceable;
- [5] **AUTHORIZES** Shermag to sign and execute any agreement, contract, deed or any other document ancillary or related to the Sale Agreement, which could be required or useful to give full and complete effect thereto;
- [6] **ORDERS** and **DECLARES** that upon completion of the transaction contemplated by the Sale Agreement, the property bearing the municipal address of 5 Rousseau Street, Edmunston, Province of New Brunswick, and being more particularly described as PID 35293695 in the Certificate of Registered Ownership, in the Land Titles Office for Madwaska County (the "**Property**") shall be vested in the Purchaser, free and clear of any charge, including any charge in favour of Geosam Investments Limited and the CCAA Charges (as defined in the Initial Order);
- [7] **DECLARES** that the Sale Agreement cannot be attacked or voided as a reviewable transaction or for any other reason whatsoever and that it shall be deemed valid for all intents and purposes;
- [8] **DECLARES** that the vesting of the Property pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed

Deegan JSC.

in respect of Shermag and shall not be void or voidable nor shall it be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Companies' Creditors Arrangement Act* or the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation or at common law;

- [9] **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 to assist Shermag in carrying out the terms of this Order;
- [10] **ORDERS** the provisional execution of this Order notwithstanding any appeal and without the necessity of furnishing any security;
- [11] **THE WHOLE** without costs.



The Honourable Robert Mongeon, J.S.C.

COPIE CONFORME



Greffier adjoint