

**SUPERIOR COURT**

**CANADA**  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL

N°: 500-11-033234-085  
DATE : July 31, 2008

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

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**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

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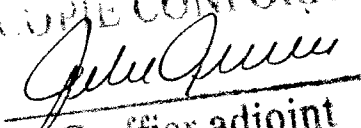
**ORDER**


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**CONSIDERING** Petitioners' Motion for an Order Approving Various Agreements,  
the Affidavit in support thereof and the representations made by Counsel for the  
Petitioners;

**FOR THESE REASONS, THE COURT:**

- [1] **GRANTS** the present petition;
- [2] **DECLARES** sufficient the service of the present petition and prior notice of its presentation;
- [3] **APPROVES** the Assignment Agreement to be entered into among Wachovia Capital Finance Corporation Canada (Canada) Geosam Investments Limited and the Petitioners substantially in the form of the agreement communicated as Exhibit R-1 (the "**Assignment Agreement**");
- [4] **APPROVES** the Forbearance Agreement between Geosam Investments Limited and the Petitioners substantially in the form of the agreement communicated as Exhibit R-2 (the "**Forbearance Agreement**");
- [5] **AUTHORIZES** the Petitioners to sign and execute the Assignment Agreement, the Forbearance Agreement and any other document ancillary or related to the Forbearance Agreement and the Assignment Agreement which could be required or useful to give full and complete effect thereto;
- [6] **ORDERS** the provisional execution of this Order notwithstanding appeal;
- [7] **THE WHOLE** without costs.

COPIE CONFORME  
  
Greffier adjoint

  
The Honourable Robert Mongeon, J.S.C.