

Court File No.: CV-23-00703933-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
QUALITY RUGS CANADA LIMITED AND THE OTHER COMPANIES LISTED IN  
SCHEDULE "A" HERETO**

(collectively, the "Applicants")

**- AND -**

Court File No. CV-23-00703874-00CL

**WAYGAR CAPITAL INC., as agent for NINEPOINT CANADIAN SENIOR  
DEBT MASTER FUND L.P.**

Applicant

– and –

**QUALITY RUGS OF CANADA LIMITED, MALVERN CONTRACT  
INTERIORS LIMITED, WESTON HARDWOOD DESIGN CENTRE INC.,  
ONTARIO FLOORING LTD., TIMELINE FLOORS INC., AND QUALITY  
COMMERCIAL CARPET CORPORATION**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND  
INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE  
COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED**

**FACTUM OF THE MONITOR  
Motion for Monitor Discharge Order  
(Returnable October 15, 2024)**

October 11, 2024

**Goodmans LLP**  
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## I. INTRODUCTION<sup>1</sup>

1. On August 3, 2023, competing applications under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), were made by the Applicants and their senior secured lender, Waygar Capital Inc. (“**Waygar**”), as well as an alternative application by Waygar for the appointment of a receiver (each an “**Application**”, and collectively, the “**Applications**”).

2. On August 25, 2023 (“**Filing Date**”), the Applicants were granted protection under the CCAA pursuant to an initial order (the “**Initial Order**”). The Initial Order, among other things:

- (a) appointed RSM Canada Limited, the predecessor of TDB Restructuring Limited (“**TDB**”), as monitor of the Applicants (in such capacity, the “**Monitor**”),
- (b) granted a Stay of Proceedings against the Companies and Directors and Officers (as those terms are defined in the Initial Order) for the period to and including September 5, 2023 (the “**Stay Period**”);
- (c) approved a debtor-in-possession credit facility (the “**DIP Facility**”) from Ironbridge Equity Partners IV LP and Ironbridge Equity Partners (International) IV, LP.; and
- (d) granted the Administration Charge, Directors’ Charge, DIP Lenders’ Charge, Financial Advisor’s Charge and Lien Charge (all defined in the Initial Order).

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Sixth Report of the Monitor dated October 1, 2024 (the “**Sixth Report**”).

3. The initial purpose of these CCAA Proceedings was to authorize the Quality Sterling Group (“**QSG**”) to complete a sale of all or substantially all of its business, assets and property to Ironbridge Equity Partners Management Limited (the “**Purchaser**”), which Purchaser was selected through an exhaustive pre-filing sales and investment solicitation process conducted by a leading North American financial advisory firm.

4. On October 30, 2023, the Monitor was informed by the Purchaser that the transaction would not be proceeding.

5. On October 31, 2023, pursuant to the October 31<sup>st</sup> Endorsement (as defined below), the Fuller Landau Group Inc. (“**Fuller Landau**”) was appointed as receiver (the “**Receiver**”) over the assets and undertakings of QSG on the basis of a “bare bones” receivership order to be submitted to the Court.

6. Since the appointment of the Receiver, the Monitor’s role has been limited to assisting the various stakeholders and professionals with the transition from the CCAA administration to the receivership administration and responding to questions and requests for information from the various parties, including the Court, mainly with respect to certain ongoing litigation arising out of these CCAA Proceedings. With this work now largely complete the Monitor seeks approval of an order (the “**Monitor Discharge Order**”), among other things:

- (a) approving the Fifth Report of the Monitor dated December 15, 2024 (the “**Fifth Report**”), and the Sixth Report of the Monitor dated October 1, 2024 (the “**Sixth Report**” and, together with the Fifth Report, the “**Monitor Reports**”), and the activities and conduct of the Monitor up to and including the date of the Monitor

Discharge Order in relation to the Applicants and these CCAA Proceedings (including as described in the Monitor Reports);

- (b) approving the fees and disbursements of the Monitor and its counsel for the periods identified in the proposed Monitor Discharge Order, as well as the estimated amounts to be incurred by the Monitor and its counsel in connection with the Monitor's completion of the Remaining Tasks and Duties in these CCAA Proceedings;
- (c) directing the Receiver to pay the accounts of the Monitor and Goodmans LLP ("**Goodmans**");
- (d) providing for the discharge of TDB as the Monitor, to be effective upon the service of the Monitor's Certificate (as defined in the draft Monitor Discharge Order) upon the Service List in the CCAA Proceedings;
- (e) appointing Fuller Landau as monitor of the Applicants ( the "**Replacement Monitor**"), to be effective upon the discharge of TDB as the Monitor;
- (f) to be effective upon the service of the Monitor's Certificate upon the Service List in the CCAA Proceedings, releasing and discharging the Monitor and its affiliates, officers, directors, employees, legal counsel and agents (collectively, the "**Released Parties**" and each a "**Released Party**") from any and all claims that any Person may have or be entitled to assert against the Released Parties, based in whole or in part on any act or omission, transaction, dealing or other occurrence in any way relating to, arising out of, or in respect of, these CCAA proceedings or with respect

to their respective conduct in these CCAA proceedings (collectively, the “**Released Claims**”); and

(g) providing other related and ancillary relief.

7. The Monitor respectfully submits that granting the foregoing relief is appropriate in the circumstances as the Monitor’s narrow mandate has now been completed. The Monitor is not asking that these CCAA Proceedings be terminated at this time as the Monitor understands that Fuller Landau wishes to be appointed as the Replacement Monitor under the proposed Monitor Discharge Order because the CCAA Proceedings may be useful to Fuller Landau or the estate(s) of the Applicants as a vehicle for other transactions or distributions in the future. The appointment of Fuller Landau as the Replacement Monitor under the proposed Monitor Discharge Order is the most efficient and cost-effective option to bring these CCAA Proceedings to an orderly conclusion.

## **II. FACTS**

8. After the Applications, on August 4, 2023, the Court issued an order (the “**August 4th Order**”) under the CCAA adjourning the Applications from August 4, 2023 to August 18, 2023 and staying proceedings against the Applicants until August 18, 2023.

9. On August 18, 2023 the Court issued an order (the “**August 18<sup>th</sup> Order**”) which further adjourned the Applications to August 23, 2023, to allow Waygar, the Applicants, and Ironbridge, reach a consensual arrangement with respect to the Applications. On August 23, 2023, the Court further adjourned the application to August 25, 2023 to permit those discussions to be further advanced.

10. On August 25, 2023, the Applicants were granted protection under the CCAA pursuant to Initial Order.

11. On September 5, 2023, the Initial Order was amended and restated (the “**ARIO**”), which, inter alia: (i) extended the Stay Period to October 31, 2023; and (ii) provided for borrowings under the DIP Facility to be increased to but not exceed \$7 million, unless permitted by further order of the Court.

12. On October 30, 2023, the Monitor was informed by the Purchaser that the transaction would not be proceeding.

13. On October 31, 2023, the Court issued an Endorsement (the “**October 31<sup>st</sup> Endorsement**”) (i) appointing Fuller Landau as the Receiver, and (ii) extended the stay of proceedings in the CCAA Proceedings until November 24, 2023 pending a hearing to address various transition issues.

14. On November 2, 2023, the Court issued a further Endorsement (the “**November 2<sup>nd</sup> Endorsement**”), which clarified certain issues relating to priority of the various Court-ordered charges.

15. On November 8, 2023, the Court issued Orders dated October 31, 2023: (i) extending the Stay Period in the CCAA Proceedings to November 24, 2023 and narrowing the mandate of the Monitor (the “**Stay Extension Order**”); and (ii) formally appointing the Receiver and setting out the powers and duties of the Receiver (the “**Receivership Order**”).

16. On November 24, 2023, the Court issued a more fulsome receivership order in the receivership proceedings (the “**Amended and Restated Receivership Order**”) and an order in



these CCAA Proceedings approving the Fourth Report of the Monitor dated November 17, 2023 (the “**Fourth Report**”), approving the fees and disbursements of the Monitor and its counsel to the dates outlined in the Fourth Report, and extending the Stay Period until further order of the Court, largely to facilitate the narrow mandate of the Monitor to provide assistance in connection with certain ongoing litigation arising out of these CCAA Proceedings.

17. On December 7, 2023, a hearing was conducted to deal with a request from a group of suppliers to QSG (the “**Suppliers**”) for the creation of a charge to protect their interests, in priority to all of the Charges other than the Administration Charge and the Receiver’s Charge.

18. On December 11, 2023, the Court issued an Endorsement (the “**December 11th Endorsement**”) arising from the December 7 hearing, specifically requesting input from the Monitor on an issue impacting the request of the Suppliers for a priority charge (the “**Supplier Priority Charge Issue**”).

19. In accordance with the December 11<sup>th</sup> Endorsement, the Monitor served and filed the Fifth Report, which provided the Court with information regarding the Supplier Priority Charge Issue.

20. After the December 7 hearing, the Monitor provided assistance in the ongoing litigation with respect to the Supplier Priority Charge Issue.

21. On January 4, 2024 and on March 22, 2024, the Monitor filed written submissions in relation to the Supplier Priority Charge Issue.

22. On April 25, 2024, a hearing was held in respect of the Supplier Priority Charge Issue. On July 5, this Court issued an endorsement resolving the Supplier Priority Charge Issue (the “**July 5<sup>th</sup> Endorsement**”).

23. The narrow mandate of the Monitor in these CCAA proceedings has been completed. Both the transition of the CCAA administration to the receivership administration and the litigation surrounding the Supplier Priority Charge Issue are now complete. The Monitor's activities with respect to the facilitation of both are more fully described in the Sixth Report.<sup>2</sup>

### **III. ISSUES AND THE LAW**

24. The issues to be considered on this motion are whether the Court should:

- (a) discharge TDB as Monitor as effective upon the service of the Monitor's Certificate;
- (b) release and discharge the Released Parties from the Released Claims; and
- (c) approve the Monitor Reports and the fees and disbursements of the Monitor and its counsel, including amounts to be incurred through the completion of the Remaining Tasks and Duties.

25. The Applicants respectfully submit that the Court ought to grant the foregoing relief pursuant to the proposed Monitor Discharge Order.

#### **A. Discharge of the Monitor**

- (i) *Discharge of the Monitor is Appropriate*

26. On many occasions, this Court has granted an order discharging the Monitor appointed in CCAA proceedings on terms similar to those sought in the proposed Monitor Discharge Order.<sup>3</sup>

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<sup>2</sup> Sixth Report at para. 22 [[E1956:E258](#)].

<sup>3</sup> See e.g., *Harte Gold Corp et al* (15 February 2022), Ont Sup Ct J [Commercial List] CV-21-00673304-00CL ([CCAA Distribution and Termination Order](#)) at paras 12 and 15 [*Harte Gold*]; *DEL Equipment Inc* (29 October 2020), Ont Sup Ct J [Commercial List] CV-19-629552-00CL ([CCAA Termination Order](#)) at paras 7 and 10 [*DEL*]; *MJardin*

27. Pursuant to the proposed Monitor Discharge Order, upon service by the Monitor on the service list in these CCAA Proceedings of an executed certificate in substantially the form attached as Schedule “A” to the proposed Monitor Discharge Order (the “**Monitor’s Certificate**”), TDB will be discharged as the Monitor in these CCAA Proceedings and shall have no further duties, obligations or responsibilities as Monitor without any further act or formality.<sup>4</sup> The Monitor Discharge Order also contemplates that effective upon the discharge of TDB as Monitor, Fuller Landau will be appointed pursuant to the CCAA as the Replacement Monitor in these CCAA proceedings.<sup>5</sup>

28. The Applicants submit that it is appropriate for this Court to order that TDB be discharged as Monitor upon service of the Monitor’s Certificate, including because:

- (a) the narrow mandate of the Monitor in these CCAA proceedings has been completed. Both the transition of the CCAA administration to the receivership administration and the litigation surrounding the Supplier Priority Charge Issue are now complete;
- (b) the limited Remaining Tasks and Duties are minimal and include ancillary matters required by the various stakeholders and the Court, including attendance at the Monitor’s discharge hearing;
- (c) Fuller Landau has agreed to act as Replacement Monitor;

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*Group, Inc et al* (3 April 2023), Ont Sup Ct J [Commercial List] CV-22-00682101-00CL ([CCAA Termination Order](#)) at paras 7 and 9 [*MJardin*]; *Chalice Brands Ltd* (28 September 2023), Ont Sup Ct J [Commercial List] CV-23-00699872-00CL ([CCAA Termination Order](#)) at paras 6 and 11 [*Chalice Brands*]; *Old MAV Wind-Down Ltd et al* (12 June 2024), Ont Sup Ct J [Commercial List] CV-23-00709610-00CL ([CCAA Termination Order](#)) at paras 7 and 10 [*MAV*].

<sup>4</sup> Draft Monitor Discharge Order at para 7 [[E2165:E467](#)].

<sup>5</sup> Draft Monitor Discharge Order at para 12 [[E2167:E469](#)].

- (d) the Receiver's cash on hand is expected to be sufficient to address any professional fees, expenses and disbursements required: (i) to complete the Remaining Tasks and Duties; and (ii) for the Replacement Monitor to carry out its duties under these CCAA Proceedings, if appointed;
- (e) the Applicants are of the view that no creditors or stakeholders will be prejudiced by the granting of the Monitor Discharge Order; and
- (f) the Monitor has duly and properly discharged and performed its duties and obligations in these CCAA Proceedings in compliance and in accordance with the CCAA and all orders of this Court made in these CCAA Proceedings.

*(ii) The Release of the Released Parties is Appropriate*

29. The proposed Monitor Discharge Order orders the release and discharge, effective upon the service of the Monitor's Certificate on the Service List in the CCAA Proceedings, of the Released Parties from any and all claims that any person may have or be entitled to assert against any of the Released Parties, based in whole or in part on any act or omission, transaction, dealing or other occurrence in any way relating to, arising out of, or in respect of, these CCAA Proceedings or with respect to their respective conduct in these CCAA Proceedings (collectively, the "**Released Claims**").<sup>6</sup>

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<sup>6</sup> Monitor Discharge Order at para. 10 [[E2166:E468](#)].

30. The Court summarized the factors relevant to the approval of releases in CCAA proceedings in *Lydian International Limited (Re)*:

- (a) whether the parties to be released from claims were necessary and essential to the restructuring of the debtor;
- (b) whether the claims to be released were rationally connected to the purpose of the plan and necessary for it;
- (c) whether the plan could succeed without the releases;
- (d) whether the parties being released were contributing to the plan; and
- (e) whether the release benefitted the debtors as well as the creditors generally.<sup>7</sup>

31. The Court has granted similar releases in the context of granting Orders discharging Monitors in other CCAA proceedings.<sup>8</sup>

32. The Monitor submits that it is appropriate to release the Released Parties from the Released Claims effective as at the service of the Monitor's Certificate on the Service List in these proceedings for the following reasons:

- (a) the Monitor has made significant contributions to these CCAA Proceedings for the benefit of the Applicants' stakeholders, including, among other things, assisting the Applicants, stakeholders and this Court in the transition of the CCAA

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<sup>7</sup> *Lydian International Limited (Re)*, [2020 ONSC 4006](#) at para 54.

<sup>8</sup> See e.g., [Chalice Brands](#) at para 17; [DEL](#) at para 17; [MAV](#) at para 12; *Greenspace Brands Inc et al* (26 September 2023), Ont Sup Ct J [Commercial List] CV-23-00697516-00CL ([CCAA Distribution and Termination Order](#)) at para 22; *McEwan Enterprises Inc* (21 December 2021), Ont Sup Ct J [Commercial List] CV-21-00669445-00CL ([CCAA Termination Order](#)) at para 16.

administration to the receivership administration and with the litigation surrounding the Supplier Priority Charge Issue;

- (b) the purpose of the releases is to achieve finality for the Released Parties in connection with the narrow mandate of the Monitor now having been completed, which in turn will help assist bring these CCAA Proceedings to an eventual orderly conclusion;
- (c) the proposed releases relate to claims arising out of, or in respect of, these CCAA Proceedings and conduct in these CCAA Proceedings, and are not overly broad; and
- (d) the releases do not release any Released Party from any claim or liability that is finally determined by a court of competent jurisdiction to have constituted gross negligence or wilful misconduct on the part of the applicable Released Party.

33. Accordingly, the Monitor respectfully submits that the releases set forth in the proposed Monitor Discharge Order are reasonable and justified in the circumstances and should be approved by this Court.

**B. The Monitor's Reports, Activities and Professional Fees**

*(i) Approval of the Monitor Reports and Activities*

34. This Court has held that there are good policy and practical reasons for approving a court officer's report and activities, including that Court approval:

- (a) allows the court officer to move forward with the next steps in the proceedings;
- (b) brings the court officer's activities before the court;

- (c) allows an opportunity for the concerns of stakeholders to be addressed, and any problems to be rectified;
- (d) enables the court to satisfy itself that the court officer's activities have been conducted in a prudent and diligent manner;
- (e) provides protection for the court officer not otherwise provided by the applicable legislation; and
- (f) protects creditors from the delay in distribution that would be caused by: (i) re-litigation of steps taken to date; and (ii) potential indemnity claims by the court officer.<sup>9</sup>

35. The Monitor submits that it is appropriate to approve the Monitor Reports and the activities and conduct of the Monitor described therein because:

- (a) the activities described in the Monitor Reports were necessary and undertaken in good faith pursuant to the Monitor's duties and powers set out in the Orders of this Court granted in these CCAA Proceedings, including the Initial Order, the ARIO, and the Ancillary Relief Order;
- (b) the Monitor's activities were undertaken in the best interests of the Applicants' stakeholders; and
- (c) the Monitor Reports were served on the service list in these CCAA Proceedings and posted on the Monitor's website for review by the Applicants' creditors and

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<sup>9</sup> *Target Canada Co, Re*, [2015 ONSC 7574](#) at para [12](#); *Laurentian University of Sudbury*, [2022 ONSC 2927](#) at paras [13–14](#) [*Laurentian*].

other stakeholders, and there have been no adverse comments received in respect thereof.

(ii) *Approval of the Accounts of the Monitor and its Counsel*

36. The Initial Order directs that the Monitor and its legal counsel shall pass their accounts from time to time and that they shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges.<sup>10</sup>

37. The overarching test on a motion to pass the accounts of a monitor and its counsel is to evaluate them based on the “overriding principle of reasonableness”, with the predominant consideration being the overall value contributed by the monitor and its counsel.<sup>11</sup> The Court has held that it “does not engage in a docket-by-docket or line-by-line assessment of the accounts as minute details of each element of a professional services may not be instructive when looked at in isolation.”<sup>12</sup>

38. The Court has held that the following non-exhaustive list of factors assist courts in evaluating the fairness and reasonableness of a court-appointed officer’s fees and those of its counsel:

- (a) the nature, extent and value of the assets being handled;
- (b) the complications and difficulties encountered;
- (c) the degree of assistance provided by the company, its officers or its employees;

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<sup>10</sup> *Quality Rugs Limited et al.* (25 August 2023), Ont Sup Ct J [Commercial List] CV-23-00703933-00CL ([Initial Order](#)) at paras 36–37.

<sup>11</sup> *Re Nortel Networks Corporation et al.*, [2017 ONSC 673](#) at para 13 [*Nortel*]. See also [Laurentian](#) at para 9.

<sup>12</sup> [Laurentian](#) at para 9.



- (d) the time spent;
- (e) the monitor's knowledge, experience and skill;
- (f) the diligence and thoroughness displayed;
- (g) the responsibilities assumed;
- (h) the results achieved; and
- (i) the cost of comparable services when performed in a prudent and economical manner.<sup>13</sup>

39. Applying these factors to the present case, the Monitor respectively submits that the accounts of the Monitor, as well as those of the Monitor's counsel, should be approved.

40. The fees and disbursements of the Monitor and its counsel are reasonable and appropriate in the circumstances having regard to the scope of activity undertaken by the Monitor in the CCAA Proceedings, and have been validly incurred in accordance with the provisions of the Initial Order.<sup>14</sup>

41. The Monitor has confirmed that the fees and disbursements of its counsel set out in the invoices appended to the affidavit of Robert J. Chadwick sworn October 1, 2024, relate to advice sought by the Monitor and assistance provided by Goodmans in respect of these CCAA Proceedings and that, in the Monitor's view, Goodmans' fees and disbursements are reasonable and appropriate.<sup>15</sup>

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<sup>13</sup> *Bank of Nova Scotia v Diemer*, [2014 ONSC 365](#) at para 9; *Nortel* at para 14; *Laurentian* at para 10.

<sup>14</sup> Sixth Report at para. 32 [[E1959:E261](#)].

<sup>15</sup> Sixth Report at para. 32 [[E1959:E261](#)].

42. The proposed Monitor Discharge Order also approves the fees and disbursements of the Monitor and its counsel to be incurred in completing the Remaining Tasks and Duties to address any ancillary matters required by various stakeholders and the Court to finalize the discharge of the Monitor. Such approval of the fees to address any Remaining Tasks and Duties is appropriate in order to bring the Monitor's role in these CCAA Proceedings to a conclusion in an efficient and cost-effective manner, without the need for a further court attendance. Courts have granted similar relief in a number of cases.<sup>16</sup>

#### **IV. ORDER REQUESTED**

43. For the reasons set out above, the Monitor respectfully requests that this Court grant the Monitor Discharge Order.

#### **ALL OF WHICH IS RESPECTFULLY SUBMITTED**

October 11, 2024

*Goodmans LLP*

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Goodmans LLP

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<sup>16</sup> See e.g., [Harte Gold](#) at para 11; [DEL](#) at para 6; [MJardin](#) at para 6; [Chalice Brands](#) at para 5; [MAV](#) at para 6.

## SCHEDULE A

### LIST OF AUTHORITIES

1. *Harte Gold Corp et al* (15 February 2022), Ont Sup Ct J [Commercial List] CV-21-00673304-00CL ([CCAA Distribution and Termination Order](#))
2. *DEL Equipment Inc* (29 October 2020), Ont Sup Ct J [Commercial List] CV-19-629552-00CL ([CCAA Termination Order](#))
3. *MJardin Group, Inc et al* (3 April 2023), Ont Sup Ct J [Commercial List] CV-22-00682101-00CL ([CCAA Termination Order](#))
4. *Chalice Brands Ltd* (28 September 2023), Ont Sup Ct J [Commercial List] CV-23-00699872-00CL ([CCAA Termination Order](#))
5. *Old MAV Wind-Down Ltd et al* (12 June 2024), Ont Sup Ct J [Commercial List] CV-23-00709610-00CL ([CCAA Termination Order](#))
6. *Lydian International Limited (Re)*, [2020 ONSC 4006](#)
7. *Greenspace Brands Inc et al* (26 September 2023), Ont Sup Ct J [Commercial List] CV-23-00697516-00CL ([CCAA Distribution and Termination Order](#))
8. *McEwan Enterprises Inc* (21 December 2021), Ont Sup Ct J [Commercial List] CV-21-00669445-00CL ([CCAA Termination Order](#))
9. *Target Canada Co, Re*, [2015 ONSC 7574](#)
10. *Laurentian University of Sudbury*, [2022 ONSC 2927](#)
11. *Quality Rugs Limited et al.* (25 August 2023), Ont Sup Ct J [Commercial List] CV-23-00703933-00CL ([Initial Order](#))
12. *Re Nortel Networks Corporation et al*, [2017 ONSC 673](#)
13. *Bank of Nova Scotia v Diemer*, [2014 ONSC 365](#)

## **SCHEDULE B**

### **STATUTORY REFERENCES**

**Companies' Creditors Arrangement Act RSC 1985, c C-36, as amended**

#### **Stays, etc. – Burden of proof on application**

**11.02 (3)** The court shall not make the order unless

(a) the applicant satisfies the court that circumstances exist that make the order appropriate;  
and

(b) in the case of an order under subsection (2), the applicant also satisfies the court that the applicant has acted, and is acting, in good faith and with due diligence.

**SCHEDULE “A”  
OTHER APPLICANTS**

A.1 QSG Opcos (in addition to QRCL)

1. Timeline Floors Inc.
2. Ontario Flooring Ltd
3. Weston Hardwood Design Centre Inc
4. Malvern Contract Interiors Limited

A.2 Holding Companies

5. Quality Commercial Carpet Corporation;
6. Joseph Douglas Pacione Holdings Ltd.;
7. John Anthony Pacione Holdings Ltd.;
8. Jopac Enterprises Limited;
9. Patjo Holdings Inc.

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C-36, AS AMENDED**

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collectively, the Applicants

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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

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**FACTUM OF THE APPLICANTS**  
**Motion for Monitor Discharge Order**  
**(Returnable October 15, 2024)**

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