

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL
LOCALITY OF MONTRÉAL

SUPERIOR COURT
(Commercial Division)
Companies' Creditors Arrangement

No: 500-11-063165-233

**IN THE MATTER OF THE COMPANIES
CREDITORS ARRANGEMENT ACT OF:**

KPMG INC.

Monitor

- and -

15695651 CANADA INC.

-and-

15695724 CANADA INC.

Debtors

APPLICATION FOR AN EXTENSION OF THE STAY PERIOD AND OTHER RELIEF¹

TO THE HONOURABLE JUSTICE LOUIS J. GOUIN OF THE SUPERIOR COURT,
SITTING IN COMMERCIAL DIVISION FOR THE DISTRICT OF MONTRÉAL, THE
MONITOR RESPECTFULLY SUBMITS AS FOLLOWS:

1. By the present Application (the “**Application**”), KPMG Inc. (the “**Monitor**”), in its capacity as Monitor of the Debtors, 15695724 Canada Inc. (“**ResidualCo 1**”) and 15695651 Canada Inc. (“**ResidualCo 2**”, and together with ResidualCo 1, the “**Current Debtors**”), seeks the issuance of an order:
 - a) extending the Stay Period to November 28, 2025; and
 - b) authorizing the Monitor to pay professional fees;substantially in the form of the draft order communicated herewith as **Exhibit R-1**.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Amended and Restated Initial Order dated December 28, 2023.

I. PROCEDURAL BACKGROUND AND STATUS

2. On November 20, 2023, Highcrest Lending Corporation (“**HLC**”) filed an *Application for the Issuance of a First Day Initial Order and an Amended and Restated Initial Order* (the “**Initial Application**”) in the present proceedings (the “**CCAA Proceedings**”) in respect of 13517985 Canada Inc. (doing business as Wholesale Express, the “**Former Debtor**”).
3. As outlined more fully in previous applications and reports of the Monitor, the Court granted the Initial Application and issued a first day initial order (the “**First Day Order**”) on December 20, 2023.
4. On December 28, 2023, the Court issued an Amended and Restated Order extending the Stay Period until February 28, 2024 (the “**ARIO**”).

The Stay Period

5. The Stay Period was further extended on three additional occasions: to September 20, 2024, to January 31, 2025 and then to June 15, 2025.

The Transaction

6. On January 12, 2024, the Court issued an *Approval and Reverse Vesting Order* (the “**RVO**”) *inter alia*:
 - a) authorizing a series of transactions whereby a new investor, 15449189 Canada Inc. (the “**Investor**”), would become the sole shareholder of the Former Debtor, thereby preserving its business as a going concern; and
 - b) declaring that, upon closing, the Former Debtor would cease to be a debtor in these CCAA Proceedings, and would be replaced by the Current Debtors.
7. The transactions described more fully in the RVO (collectively the “**Transactions**”) closed on January 23, 2024, as appears from a copy of the Monitor’s certificate filed in the Court record.
8. As a result of the Transactions:
 - a) the balance of the cash purchase price, net of the distributions authorized in the RVO and in subsequent Court orders, is currently held by the Monitor for and on behalf of ResidualCo 2;
 - b) any eventual recoveries and other funds that may become available for distribution to creditors is held by the Monitor for and on behalf of ResidualCo 2; and
 - c) all of the Former Debtor’s liabilities were transferred to ResidualCo 2.

Claims Process

9. On February 23, 2024, the Court issued a Claims Process Order pursuant to which creditors of the Former Debtor were required to file proofs of claim by March 25, 2024 and providing for a process for the review and treatment of those claims (the “**Claims Process**”).
10. The claims received as part of the Claims Process and their status have been extensively reported on by the Monitor in its Third, Fourth and Sixth reports to the Court, dated April 23, 2024, June 7, 2024 and September 11, 2024, respectively.
11. Three creditors have appealed the Monitor’s disallowance or revision of their proofs of claim, namely Dentons Canada LLP (“**Dentons**”), the Van Essen companies (1309767 Ontario Ltd. and 2601658 Ontario Ltd., collectively “**Van Essen**”) and Groupe Gregor Inc. (“**Gregor**”). If not otherwise resolved, the appeals filed by Dentons and Van Essen will be submitted to this Court for adjudication. Gregor is addressed further below.
12. On December 10, 2024, Post Road Group was authorized by the Court to file a Proof of Claim after the Claims Bar Date. That claim is currently under review by the Monitor and will likely be determined if and when authorization is sought for a further distribution to creditors.

Groupe Gregor

13. On February 23, 2024, the Monitor filed an *Application for (i) advice and directions and (ii) to void a transfer at undervalue* wherein it sought an order to have an Assignment of Credit made as of October 24, 2023 by the Former Debtor in favour of TradeX Group of Companies declared null and void and not opposable to the Monitor (the “**Gregor Application**”).
14. On December 10, 2024, the Court approved a settlement agreement between the Monitor and FTI Consulting Canada Inc., in its capacity as court-appointed receiver to the assets and undertakings of TradeX Group of Companies (the “**TradeX Receiver**”) with respect to the Gregor Application, and issued an order entitled Consent Order re: Application to void a transfer at undervalue.
15. On January 16, 2025, the Ontario Superior Court approved the settlement agreement between the Monitor and the TradeX Receiver as well.
16. Since then, the Monitor engaged with Gregor, through counsel, to advance the claim now held by ResidualCo 2 against Gregor (the “**Gregor Litigation**”).
17. It is the Monitor’s intention to proceed essentially as follows regarding the Gregor Litigation:
 - a) Complete a forensic analysis in order to quantify the claim against Groupe Gregor Inc.;

- b) Assess Groupe Gregor Inc.'s willingness to pay the amount owed to ResidualCo 2 or otherwise settle the Gregor Litigation;
 - c) Consult with key stakeholders regarding the path forward.
18. The Monitor is filing a Notice of Case Management concurrently with this Application to set forth a timetable for the readying of the Gregor Litigation for trial.

II. The Stay Period must be Extended

19. The Monitor seeks an order extending the Stay Period until November 28, 2025, as reflected in the draft order communicated herewith as Exhibit R-1.
20. Since the issuance of the most recent stay extension order, the Monitor has engaged with Gregor's counsel in an effort to set out a timetable and obtain the documents and information necessary for the purposes of the Monitor's forensic analysis of the Gregor Litigation.
21. The Monitor seeks an extension of the Stay Period to November 28, 2025 namely to:
- a) continue to pursue the Gregor Litigation and ready it for a trial on the merits;
 - b) ready the appeals from the Monitor's disallowance or revision of the Dentons and Van Essen proofs of claim for hearings on the merits;
 - c) continue to engage with the Investor until the balance of the purchase price (promissory note payable in 2027) has been paid;
 - d) continue to engage with stakeholders, including with respect to the Gregor Litigation; and
 - e) consider if, how and when to proceed with an interim distribution to creditors.
22. The Monitor is of the view that the requested extension of the Stay Period is necessary and reasonable in the circumstances.
23. In the Monitor's opinion, no parties will suffer any material prejudice from the extension of the Stay Period and the extension sought is appropriate under these circumstances.
24. In light of the fact that the Monitor is swearing an affidavit in support of this application, no Monitor's report will be prepared in support of this application.

III. Authorization to pay professional fees

25. Pursuant to the terms of the RVO, the proceeds of sale from the closing of the Transactions are currently held by the Monitor in trust until further Order of this Court.
26. Pursuant to the terms of the ARIO, the Current Debtors are obliged to pay the reasonable fees and disbursements of the Monitor and its legal counsel relating to the CCAA Proceedings.
27. However, nothing in either the ARIO nor the RVO authorizes the Monitor to pay professional fees from the sale proceeds held in trust. As such, the Monitor therefore seeks an order authorizing it to pay its outstanding professional fees and those of its counsel.
28. The Monitor's professional fees for services rendered from January 16, 2025 to April 23, 2025 amount to \$33,969.17 excluding applicable sales tax.
29. The Monitor's counsel's professional fees and disbursements for services rendered from January 1, 2025 to April 23, 2025 amount to \$20,848,50 excluding applicable sales tax.
30. The Monitor seeks an order allowing it to pay professional fees incurred, directly from its in-trust account, which currently holds \$1,755,207.

IV. Conclusion

31. In light of the foregoing, the Monitor submits it is both appropriate and necessary that the relief being sought be granted and that an order extending the Stay Period, substantially in the form of Exhibit R-1 be issued.
32. The present Application is well-founded both in fact and in law.

FOR THESE REASONS, MAY IT PLEASE THIS COURT TO:

GRANT the present Application;

ISSUE an order extending the Stay Period and providing other relief, substantially in the form of the draft order communicated herewith as Exhibit R-1; and

THE WHOLE without legal costs.

Montreal, this April 24, 2025

Fasken Martineau DuMoulin LLP

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Attorneys for the Monitor

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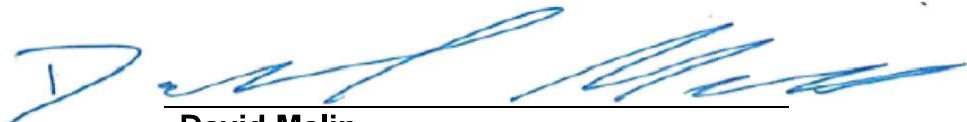
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SWORN STATEMENT

I, the undersigned, David Malin, having my principal place of business at 600, boul. De Maisonneuve West, Suite 1500, in the city and district of Montreal, Province of Québec, H3C 0B4, solemnly declare the following:

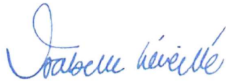
1. I am a Senior Vice-President at KPMG Inc.; and
2. All the facts alleged in the *Application for an extension of the stay period and other relief* are, to the best of my knowledge, true.

AND I HAVE SIGNED :



David Malin

Declared under oath before me,
in Montreal, April 24, 2024





Commissioner for Oaths for Québec
and outside Québec

**NOTICE OF PRESENTATION
COMMERCIAL PRACTICE**

1. PRESENTATION OF THE PROCEEDING

TAKE NOTE that the *Application for an Extension of the Stay Period and Other Relief* will be presented in the Commercial Division of the Superior Court, in room 16.04 of the Montreal Courthouse on May 2, 2025, at **2.15 a.m.**, or as soon as counsel may be heard.

PLEASE GOVERN YOURSELF ACCORDINGLY.

Montreal, this April 24, 2025

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C A N A D A

**PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL
LOCALITY OF MONTRÉAL**

**SUPERIOR COURT
(Commercial Division)
*Companies' Creditors Arrangement***

No: 500-11-063165-233

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KPMG INC.

Monitor

- and -

15695651 CANADA INC.

-and-

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Debtors

LIST OF EXHIBITS

EXHIBIT R-1: Draft order.

Montreal, this April 24, 2025

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IN THE MATTER OF THE COMPANIES
CREDITORS ARRANGEMENT ACT OF:

KPMG INC.

Applicant / Monitor

-and-

13517985 CANADA INC.

Debtor

-and-

HIGHCREST LENDING CORPORATION

Secured Creditor

-and-

THE REGISTRAR FOR THE REGISTER OF
PERSONAL AND MOVABLE REAL RIGHTS
(QUÉBEC)

Mise-en-cause

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**APPLICATION FOR AN EXTENSION OF
THE STAY PERIOD AND OTHER RELIEF
AND EXHIBIT R-1**

ORIGINAL

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