



Court File No. CV-22-00682153-00CL

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

THE HONOURABLE

)

WEDNESDAY, THE 8th

MR. JUSTICE CAVANAGH

)

DAY OF JUNE, 2022

)

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

**AND IN THE MATTER OF ARMSTRONG FLOORING, INC., AFI LICENSING LLC,
ARMSTRONG FLOORING LATIN AMERICA, INC. AND ARMSTRONG FLOORING
CANADA LTD. (THE "DEBTORS")**

**APPLICATION OF ARMSTRONG FLOORING CANADA LTD. UNDER SECTION 46
OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED**

**INITIAL RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made by Armstrong Flooring Canada Ltd. in its capacity as the foreign representative (the "**Foreign Representative**") of the Debtors, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order substantially in the form enclosed in the Application Record, was heard this day by Zoom videoconference due to the COVID-19 pandemic.

ON READING the Notice of Application, the affidavit of Michel S. Vermette sworn June 1, 2022, the preliminary report of Grant Thornton Limited, in its capacity as proposed information officer (the "**Proposed Information Officer**") dated June 3, 2022, each filed, and upon being provided with copies of the documents required by s. 46 of the CCAA,

AND UPON BEING ADVISED by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) is being sought,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Proposed Information Officer, counsel for Bank of America, N.A., and upon no one appearing for any other parties, although duly served as appears from the Affidavit of Service of Sandra Noe sworn June 3, 2022:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

FOREIGN REPRESENTATIVE

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the "foreign representative" as defined in section 45 of the CCAA of the Debtors in respect of the jointly administered insolvency proceedings (the "**Foreign Proceeding**") of Armstrong Flooring, Inc., AFI Licensing LLC, Armstrong Flooring Latin America, Inc. and Armstrong Flooring Canada Ltd in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**") under Chapter 11 of Title 11 of the United States Code.

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. **THIS COURT DECLARES** that the centre of its main interests for each of the Debtors is the United States of America, and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding" as defined in section 45 of the CCAA.

STAY OF PROCEEDINGS

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any of the Debtors under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are stayed;

- (b) further proceedings in any action, suit or proceeding against any of the Debtors are restrained; and
- (c) the commencement of any action, suit or proceeding against any of the Debtors is prohibited.

NO SALE OF PROPERTY

5. **THIS COURT ORDERS** that, except with leave of this Court, each of the Debtors is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

GENERAL

6. **THIS COURT ORDERS** that within 7 days from the date of this Order, or as soon as practicable thereafter, the Proposed Information Officer shall cause to be published a notice substantially in the form attached to this Order as Schedule "A", once a week for two consecutive weeks, in The Globe and Mail (National Edition).

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS AND DECLARES** that this Order shall be effective as of 12:01 a.m. on the date of this Order.

9. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Debtors and the Foreign Representative and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.



Digitally signed by
Mr. Justice
Cavanagh

Schedule "A"

Form of Newspaper Notice

Court File No.

**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 ARMSTRONG FLOORING, INC., AFI
LICENSING LLC, ARMSTRONG FLOORING LATIN AMERICA, INC. AND
ARMSTRONG FLOORING CANADA LTD. (THE "CHAPTER 11
DEBTORS")**

On May 8, 2022, the Chapter 11 Debtors each filed voluntary petitions under chapter 11 of title 11 of the United States Code (collectively, the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the District of Delaware (the "**U.S. Court**"). In connection with the Chapter 11 Proceedings, the U.S. Court has appointed Armstrong Flooring Canada Ltd. as the foreign representative of the Chapter 11 Debtors.

PLEASE TAKE FURTHER NOTICE that the Initial Recognition Order and a Supplemental Order have been issued by the Ontario Superior Court of Justice (Commercial List) under Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA Recognition Proceedings**").

A copy of all materials pertaining to the CCAA Recognition Proceedings and the Chapter 11 Proceedings can be accessed at the Grant Thornton Limited website at: www.grantthornton.ca/afi.

Those wishing to receive copies of the materials pertaining to the CCAA Recognition Proceedings or to contact a representative of Grant Thornton Limited can email: armstrongflooring@ca.gt.com.

Dated at Toronto, Ontario this ____ day of _____, 2022.

**Grant Thornton Limited
(solely in its capacity as Information Officer of the Chapter 11 Debtors and
not in its personal or corporate capacity)**

Court File No.: CV-22-00682153-00C

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

AND IN THE MATTER OF ARMSTRONG FLOORING, INC., AFI LICENSING LLC, ARMSTRONG FLOORING LATIN AMERICA, INC. AND
ARMSTRONG FLOORING CANADA LTD. (THE "DEBTORS")

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AMENDED

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) PROCEEDINGS COMMENCED AT TORONTO	
INITIAL RECOGNITION ORDER	
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