

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

THE HONOURABLE) **WEDNESDAY THE 28th**
)
MR. JUSTICE CAVANAGH) **DAY OF SEPTEMBER, 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**

**DISCHARGE ORDER
(Termination and Discharge)**

THIS MOTION, made by Armstrong Flooring Canada Ltd. ("**Armstrong Flooring Canada**"), in its capacity as foreign representative (the "**Foreign Representative**") of itself as well as Armstrong Flooring, Inc., AFI Licensing LLC and Armstrong Flooring Latin America, Inc. (collectively, the "**U.S. 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 Motion Record, was heard this day by Zoom Video Conference due to the COVID-19 pandemic.

ON READING the Motion Record and the affidavit of Dalton Edgecomb sworn September 26, 2022, (the "**Edgecomb Affidavit**"), the affidavit of Jonathan Krieger sworn September 22, 2022 (the "**Krieger Affidavit**"), the affidavit of Andrew Winton, sworn September 22, 2022 (the "**Winton Affidavit**") and the first report of Grant Thornton Limited in its capacity as court-appointed information officer ("**Information Officer**") dated September 23, 2022 and the appendices thereto (the "**First Report**"), each filed, and on hearing the submissions

of counsel for the Foreign Representative, counsel for the Information Officer, no one else appearing from the service list although duly served as evidenced by the affidavits of Mariela Adriana Gasparini sworn September 23, [2022, September 26, 2022](#) and September ~~26~~[27](#), 2022 and the affidavit of Sumit Bhatia sworn September 26, 2022, filed;

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

2. **THIS COURT ORDERS** that the Pre-Filing Report of Grant Thornton Limited as the proposed information officer, dated June 6, 2022 and the appendices thereto (the “**Pre-Filing Report**”) and the activities of the proposed information officer described therein in the Pre-Filing Report be and are hereby approved; provided, however that Grant Thornton Limited, in its personal capacity and only with respect to its own personal liability shall be entitled to rely upon or utilize in any way such approval.

3. **THIS COURT ORDERS** that the First Report of the Information Officer and the activities of the Information Officer as described in the First Report be and are hereby approved; provided, however, that the Information Officer, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer, as described in the First Report and as set out in the Krieger Affidavit, including the estimated fees and disbursements of the Information Officer up to its date of discharge, be and are hereby approved.

5. **THIS COURTS ORDERS** that the fees and disbursements of the Information Officer’s legal counsel, Lax O’Sullivan Lisus Gottlieb (“**LOLG**”), as described in the First Report and as set out in the Winton Affidavit, including the estimated fees and disbursements of LOLG in connection with the services to be provided to the Information Officer up to its date of discharge, be and are hereby approved.

6. **THIS COURT ORDERS** that, immediately upon the Information Officer filing the certificate substantially in the form attached hereto as Schedule “A” (the “**Discharge**

Certificate”) with this Court (the “**Effective Time**”), these proceedings under Part IV of the CCAA (the “**Part IV CCAA Proceedings**”) shall be and are hereby automatically terminated, as of the Effective Time, without the need for any further action, provided that nothing herein impacts the validity of any Orders made in the Part IV CCAA Proceedings, or any actions or steps taken by any person therein.

7. **THIS COURT ORDERS** that the Information Officer is hereby directed to post a copy of the Discharge Certificate, once filed with the Court, on the case website maintained by the Information Officer in respect of the Part IV CCAA Proceedings and provide a copy to the service list by email.

8. **THIS COURT ORDERS** that prior to the Effective Time, the Information Officer may from time to time apply to this Court for advice and directions concerning any matter related to the administration of the Debtors’ activities or the remaining Property (as defined in the Supplemental Order), the completion of the Part IV CCAA Proceedings, or the Information Officer’s powers and duties.

9. **THIS COURT ORDERS** that the Administration Charge, as defined in and created by the Supplemental Order of Justice Cavanagh dated June 8, 2022, be and is hereby fully and finally terminated, discharged and released upon the filing of the Discharge Certificate by the Information Officer with this Court.

10. **THIS COURT ORDERS** that upon the filing of the Discharge Certificate by the Information Officer with this Court certifying that the Information Officer has completed the Remaining Duties, as defined and described in the First Report, the Information Officer shall be discharged in its capacity as Information Officer; provided, however, that notwithstanding its discharge herein: (a) the Information Officer shall remain as Information Officer for the performance of such incidental duties as may be required to complete the administration of the within Part IV CCAA Proceeding; and (b) the Information Officer shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Grant Thornton Limited, in its capacity as Information Officer.

11. **THIS COURT ORDERS AND DECLARES** that Grant Thornton Limited is hereby released and discharged from any and all liability that Grant Thornton Limited now has or may hereafter have by reason of, or in any way arising out of the acts or omissions of Grant Thornton Limited, while acting in its capacity as Information Officer herein, save and except for any gross negligence or willful misconduct on the Information Officer's part. Without limiting the generality of the foregoing, Grant Thornton Limited is hereby forever released and discharged from any and all liability relating to the matters which were raised, or which could have been raised, in the within Part IV CCAA Proceedings, save and except for any gross negligence or willful misconduct on the Information Officer's part.

12. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or the United States, to give effect to this Order and assist the Information Officer, and its respective agents, in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Information Officer, as an officer of this Court, and may as necessary or desirable to give effect to this Order, or to assist the Information Officer, and its respective agents, in carrying out the terms of this Order.

13. **THIS COURT ORDERS** that the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

14. **THIS COURT ORDERS** that this Order shall be effective as of 12:01 a.m. (prevailing Eastern Time) on the date of this Order.

**SCHEDULE “A”: FORM OF INFORMATION OFFICER’S DISCHARGE
CERTIFICATE**

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

**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 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
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INFORMATION OFFICER’S DISCHARGE CERTIFICATE

- A. Pursuant to an Initial Recognition Order dated June 8, 2022 and a Supplemental Order dated June 8, 2022 of Mr. Justice Cavanagh of the Ontario Superior Court of Justice (Commercial List), Grant Thornton Limited was appointed as information officer (“**Information Officer**”) of the Debtors.
- B. Pursuant to an Order of the Court dated September 28, 2022 (the “**Discharge Order**”) the Court ordered, *inter alia*, that the Information Officer be discharged, effective upon the filing by the Information Officer of a certificate certifying the matters set out herein.
- C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order.

THE INFORMATION OFFICER HEREBY CERTIFIES the following:

- 1. The Information Officer is satisfied, in its discretion, that it has completed its remaining matters, as set out in the Information Officer’s First Report to the Court dated September 23, 2022.
- 2. This Certificate was delivered by the Information Officer at _____
(*time*) on _____ (*date*).

GRANT THORNTON LTD. in its capacity as
Information Officer of Armstrong Flooring, Inc.,
AFI Licensing LLC, Armstrong Flooring Latin
America, Inc. and Armstrong Flooring Canada
Ltd.

Per: _____
Name:

Title:

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

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PROCEEDINGS COMMENCED AT TORONTO

INFORMATION OFFICER'S DISCHARGE CERTIFICATE

BORDEN LADNER GERVAIS LLP

Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto ON M5H 4E3
Tel: 416-367-6000
Fax: 416-367-6749

Roger Jaipargas – LSO No. 43275C

Tel: 416-367-6266
rjaipargas@blg.com

Lawyers for Armstrong Flooring, Inc., AFI Licensing LLC,
Armstrong Flooring Latin America, Inc. and Armstrong Flooring
Canada Ltd.

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

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PROCEEDINGS COMMENCED AT TORONTO

**DISCHARGE ORDER
(Termination and Discharge)**

BORDEN LADNER GERVAIS LLP

Bay Adelaide Centre, East Tower
22 Adelaide Street West
Toronto ON M5H 4E3
Tel: 416-367-6000
Fax: 416-367-6749

Roger Jaipargas – LSO No. 43275C

Tel: 416-367-6266
rjaipargas@blg.com

Lawyers for Armstrong Flooring, Inc., AFI Licensing LLC,
Armstrong Flooring Latin America, Inc. and Armstrong Flooring
Canada Ltd.

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