

Superior Court  
(Commercial Division)

Canada  
Province of Québec  
District of Montréal  
No: 500-11-062636-234

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**In the matter of the Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 of :**

**BRUNSWICK HEALTH GROUP INC.  
BRUNSWICK MEDICAL CENTER INC.  
DMSC REAL ESTATE INC.  
THE CHILDREN'S CLINIC @ POINTE-CLAIRE INC.  
SANOMED SOLUTIONS INC.  
BRUNSWICK MEDICAL CENTRE @ GLEN INC.  
BRUNSWICK RESEARCH INC.  
BRUNSWICK MINOR SURGERY CENTER INC.  
BRUNSWICK ENDOSCOPY INC.  
6892094 CANADA INC.  
8981515 CANADA INC.**

Debtors / Applicants

-and-

**C.S. ADJAMI INC.**

NOI Trustee

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**Motion for an Order Extending the NOI Proceedings**

*(Bankruptcy and Insolvency Act, RSC 1985, c B-3, s 50.4)*

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**To one of the Honourable Judges of the Superior Court, sitting in the Commercial Division for the District of Montréal, the Debtors / Applicants respectfully submit:**

## I. Order Sought

1. The Debtors/Applicants, Brunswick Health Group Inc. (**Brunswick Health Group**), Brunswick Medical Center Inc. (**BMC**), DMSC Real Estate Inc. (**DMSC**), The Children's Clinic @ Pointe-Claire Inc. (**TCC Pointe-Claire**), SanoMed Solutions Inc. (**SanoMed**), Brunswick Medical Centre @ Glen Inc. (**BMC Glen**), Brunswick Research Inc. (**Brunswick Research**), Brunswick Minor Surgery Center Inc. (**Brunswick Minor Surgery**), Brunswick Endoscopy Inc. (**Brunswick Endoscopy**), 6892094 Canada Inc. (**689 Canada**) and 8981515 Canada Inc. (**TCC Montréal** and collectively, **Brunswick Group** or the **Applicants**) operate a full-service medical center that includes its own medical clinics, third party medical clinics and medical-related tenants. Brunswick Group is one of the largest medical centers in Québec, and one of the largest in Canada, with 120,000 square feet of operations located in its own state of the art medical facility located in Pointe-Claire.
2. Pursuant to the present *Motion for an Order Extending the NOI Proceedings* (the **Motion**), are seeking an order extending the ongoing stay of proceedings and the time to file a proposal until and including October 27, 2023 (the **Extension Date**) in the form of the draft order (the **Proposed Order**), filed in support hereof as **Exhibit P-1**.

## II. Procedural History

3. On July 14, 2023, the Debtors each signed a Notice of intention to make a proposal (**NOI**) under the relevant provisions of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3 (the **BIA**) and, on the same day, C.S. Adjami Inc. filed the NOI with the Office of the Superintendent of Bankruptcy and was appointed as trustee thereto (the **NOI Trustee**), as appears from the Court record.
4. Absent the commencement of proceedings under the BIA by filing NOIs (the **NOI Proceedings**) and the protection afforded to it by the automatic stay of proceedings, Brunswick Group would have been unable to continue its operations while it completed the implementation of its restructuring plan, for the benefit of all of its stakeholders including its creditors, employees, the physicians affiliated to Brunswick Group (the **Physicians**) and the thousands of patients who visit its clinics every year.
5. On August 9, 2023, the Debtors filed a *Motion for an Order Consolidating the NOI Proceedings for Administrative Purposes and Extending the Time Limit to File a Proposal*, pursuant to which they requested, *inter alia*, a first extension of the stay period. The short extension was requested to give sufficient time to the parties involved to negotiate the terms of an interim financing facility.
6. On August 11, 2023, the Honourable Christian Immer, J.S.C. issued the *Order Consolidating the NOI Proceedings for Administrative Purposes and Extending the Time Limit to File a Proposal* which *inter alia*:
  - (a) consolidated, for administrative purposes only, the NOI Proceedings in a single proceeding under the Court file number 500-11-062636-234; and
  - (b) extended the time limit to file a proposal pursuant and the corresponding stay of proceedings until and including August 18, 2023.

7. On August 16, 2023, the Debtors filed a *Motion for an Order (i) Extending the NOI Proceedings, (ii) Approving an Administration Charge, an Interim Financing, an Interim Financing Charge and a Financial Advisor Charge, (iii) Appointing a Representative Counsel, (iv) Appointing an Interim Receiver and (v) Related Relief* (the **NOI Relief Motion**).
8. On August 17, 2023, the Honourable Christian Immer, J.S.C. issued an Order which *inter alia* :
- (a) extended the time limit to file a proposal and the corresponding stay of proceedings until and including October 2, 2023;
  - (b) authorized the Debtors to borrow from the The Toronto-Dominion Bank (**TD Bank**) and Business Development Bank of Canada (**BDC** and together with TD Bank, the **Interim Lenders**) up to a maximum principal amount of \$1,000,000 on the terms and conditions set forth in the Interim Financing Terms Sheet dated August 16, 2023 (the **Interim Financing Term Sheet**) and created a priority charge on all of the Debtor's assets, property and undertakings in the aggregate amount of \$1,250,000 in favour of the Interim Lenders;
  - (c) authorized the Debtor to pay an amount of \$700,000 representing the billings collected by Brunswick Group prior to the filing of the NOIs from the RAMQ as well as from hospital and private billing, which was scheduled to be paid to the Physicians on July 21, 2023 (the **Cycle 28 Payment**) in installments as provided in the Interim Financing Term Sheet, and pay amounts due to each Physician in connection therewith subject to each Physician undertaking to continue to provide medical services at the clinics owned by the Debtors until (i) the closing of a transaction or (ii) the date on which it is determined that no transaction in respect of the Debtors' medical operations will occur;
  - (d) appointed C.S. Adjami Inc., trustee, to act as interim receiver (the **Interim Receiver**) in connection with the payment of RAMQ and private billings to occur during the NOI Proceedings to certain Physicians; and
  - (e) appointed Stein & Stein Inc. as representative counsel in the NOI Proceedings to represent the interest of the Physicians.

### III. Background and Context

9. Brunswick Group's business and operations are more fully detailed in the NOI Relief Motion which is filed herewith as **Exhibit P-2**.
10. Brunswick Group is a full-service medical center that includes its own medical clinics, third party medical clinics and medical-related tenants. It is one of the largest medical centers in Québec, and one of the largest in Canada, with 120,000 square feet of operations located in its own state of the art medical facility located in Pointe-Claire (the **Pointe-Claire Facility**).

11. As at the date hereof, Brunswick Group employs approximately 150 employees and approximately 170 physicians are affiliated with its various clinics. Brunswick Group will continue its operations during the NOI proceedings and consequently does not intend to lay-off its employees.
12. Brunswick Group's operations are centered around two distinct operating segments: (i) operation of medical clinics and (ii) real estate management.
13. Prior to initiation the NOI Proceedings, Brunswick Group, in consultation with TD Bank and BDC, implemented certain restructuring measures in the past year with a view to restructuring its business informally.
14. On April 14, 2022, the management of Brunswick Group hired Mr. Carl Adjami as a consultant (the **Consultant**) to support the management of the company with, among other things cash-flow management, the preparation of a restructuring plan, the execution of the restructuring plan, and to negotiate and communicate with various stakeholders.
15. Unfortunately, despite the efforts expended by Brunswick Group to implement the recommendation of the Consultant included in the restructuring plan, some of the measures were not timely implemented. Ultimately, the implementation of the restructuring plan by Brunswick Group did not gain sufficient traction to convince TD Bank and BDC that an alternative other than a sale and investment solicitation process was appropriate in the circumstances for the benefit of all stakeholders.
16. On January 25, 2023, in accordance with the recommendation of the Consultant and with the support of TD Bank and BDC, Brunswick Group retained the services of PricewaterhouseCoopers Corporate Finance Inc. (**PwC**) to act as its financial advisor in connection with a potential transaction to sell Brunswick Group's business and/or assets.
17. PwC conducted a sale and investment solicitation process (**SISP**) to solicit offers for a transaction in respect of: (i) the medical operations of Brunswick Group or (ii) both the medical operations and the Pointe-Claire Facility.
18. In consultation with the NOI Trustee and PwC, and in light of the offers received in the context of the SISP, Brunswick Group determined that efforts should be focused on closing one or more transaction(s) with respect to Brunswick Group's medical operations first, and then to a transaction with respect to the Pointe-Claire Facility given that a transaction with a stable operator would allow Brunswick Group to subsequently maximize the value for the Pointe-Claire Facility.
19. As at the date hereof, Brunswick Group is in advanced negotiations with a potential purchaser to formalize a binding term sheet with respect to the sale of its medical operations and would serve as the basis for a purchase agreement to be submitted to this Court for approval.

#### **IV. Restructuring Efforts Since the Commencement of the NOI Proceedings**

20. Since the filing of the NOIs on July 14, 2023, Brunswick Group, in consultation with the NOI Trustee, has *inter alia*:
  - (a) taken measures to stabilize their business and operations;

- (b) been involved, with the assistance of the NOI Trustee, in ongoing discussions with its stakeholders, including suppliers, creditors, the Physicians and employees, regarding the NOI Proceedings and responded to requests for information from certain of such parties;
- (c) worked to resolve issues arising with its stakeholders;
- (d) worked, in consultation with the NOI Trustee, to review and update its cash flow projections for its receipts and disbursements;
- (e) continued discussions with the potential purchaser with a view to securing a transaction in respect of its medical operations as well as with an interested party regarding a potential transaction in respect of the business and assets of TCC Montréal;
- (f) generally advanced the restructuring process; and
- (g) worked towards formulating a proposal to its creditors, as the case may be.

## V. Extension of the NOI Proceedings

21. As outlined in the NOI Relief Motion, the principal objective of the NOI Proceedings was to allow Brunswick Group to maintain its going concern and preserve and maximize the value of its business and assets for the benefit of all of its stakeholders while it continued to build on the results of the SISP and work towards securing a transaction for its medical operations first, and then to a transaction with respect to the Pointe-Claire Facility.
22. Brunswick Group is now seeking an extension of the time limit to file a proposal and of the corresponding stay of proceedings until and including the Extension Date (i.e. October 27, 2023) in order to continue its restructuring efforts and finalize a transaction to be submitted to this Court for approval in the coming weeks.
23. Given the significant progress made to date, it is respectfully submitted that the continuation of the NOI Proceedings is necessary and reasonable in the circumstances in order to allow Brunswick Group to continue the implementation of its restructuring plan.
24. In the alternative, if Brunswick Group is forced into a receivership or a bankruptcy pursuant to the BIA, the sale of the assets by a receiver or trustee is unlikely to result in a better return. The sale of Brunswick Group's business and/or assets as a going concern will produce a higher return for the stakeholders than if the assets are liquidated.
25. A liquidation of Brunswick Group's assets would be catastrophic for the 150 employees who rely on this paycheck for their livelihood and would lead to the closure of this health establishment which provides *inter alia* family medicine services to more than 300 000 patients in a province with a severe healthcare capacity deficit.
26. It is respectfully submitted that:
  - (a) Brunswick Group has acted and is continuing to act in good faith and with due diligence;

- (b) the requested extension would enhance the prospects of a viable proposal and further the objectives of the BIA; and
  - (c) no creditor would be materially prejudiced if the extension is granted and, to the contrary, all stakeholders of Brunswick Group will benefit from the continuation of the NOI Proceedings.
27. Brunswick Group's has sufficient financial resources to continue its operations up to and including the Extension Date, as appears from the cash flow prepared by the NOI Trustee for the period from September 23, 2023, to November 17, 2023, which will be attached as a schedule to the NOI Trustee's report to be filed in connection with this Motion.
28. The NOI Trustee is supportive of the extension sought.

**VI. Execution notwithstanding appeal**

29. In order to advance the restructuring process as quickly and efficiently as possible, it is essential that execution of the order requested be granted notwithstanding appeal.

**FOR THESE REASONS, MAY IT PLEASE THE COURT TO:**

**RENDER** an Order substantially similar to the Proposed Order, Exhibit P-1;

**THE WHOLE** without legal costs, save in case of contestation.

Montréal, September 29, 2023

McCarthy Tétrault, s.é.n.c.r.l., s.r.l.

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**McCarthy Tétrault LLP**

Lawyers for the Debtors / Applicants

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**8981515 CANADA INC.**

Debtors / Applicants

-and-

**C.S. ADJAMI INC.**

NOI Trustee

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**Affidavit**

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I, the undersigned, Vince Trevisonno, President of the Applicants, domiciled for the purpose hereof at 955 St-Jean Boulevard, Suite 308, Pointe-Claire, Québec, H9R 5K3, solemnly affirm that all the facts alleged in the present *Motion for an Order Extending the NOI Proceedings* are, to the best of my knowledge, true.

AND I HAVE SIGNED, BY TECHNOLOGICAL MEANS  
AT MONTREAL,

  
\_\_\_\_\_  
Vince Trevisonno

SOLEMNLY AFFIRMED TO BEFORE ME BY  
TECHNOLOGICAL MEANS AT MONTREAL, this  
29<sup>th</sup> day of September, 2023

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COMMISSIONER OF OATHS  
FOR THE PROVINCE OF QUÉBEC



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-and-

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NOI Trustee

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**Notice of Presentation**

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**TO: The Service List**

**TAKE NOTICE** that the present *Motion for an Order Extending the NOI Proceedings* will be presented for adjudication before the Quebec Superior Court, sitting in the commercial division for the district of Montréal, **in room 16.10** of the Montréal Courthouse located at 1, Notre-Dame Street East, Montreal, Québec, H2Y 1B6 **on October 2, 2023 at 8:45 a.m.**, or as soon as counsel may be heard.

Montréal, September 29, 2023

*McCarthy Tétrault, s.e.n.c.r.l., s.r.l.*

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**McCarthy Tétrault LLP**  
Lawyers for the Applicants

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-and-

**C.S. ADJAMI INC.**

NOI Trustee

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**List of Exhibits**

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<b>EXHIBITS</b>	<b>DESCRIPTION</b>
<b>Exhibit P-1</b>	Proposed Order
<b>Exhibit P-2</b>	NOI Relief Motion

Montréal, September 29, 2023

*McCarthy Tétrault, s.e.n.c.r.l., s.r.l.*

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**McCarthy Tétrault LLP**  
Lawyers for the Debtors / Applicants

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PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

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Act*, RSC 1985, c B-3 of :**

**Brunswick Health Group Inc. et al.**

Applicants

-and-

**C.S. Adjami Inc.**

NOI Trustee

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**Motion for an Order Extending the NOI Proceedings**

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