



ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-25-00738613-00CL

DATE: January 27, 2026

NO. ON LIST: 3

TITLE OF PROCEEDING:

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 1242939 B.C. UNLIMITED LIABILITY COMPANY, 1241423 B.C. LTD., 1330096 B.C. LTD., 1330094 B.C. LTD., 1330092 B.C. UNLIMITED LIABILITY COMPANY, 1329608 B.C. UNLIMITED LIABILITY COMPANY, 2745263 ONTARIO INC., 2745270 ONTARIO INC., SNOSPMIS LIMITED, 2472596 ONTARIO INC., and 2472598 ONTARIO INC.

BEFORE: JUSTICE KIMMEL

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Nick Avis	Counsel for The Hudson's Bay Company	navis@stikeman.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
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For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
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Greg Karpel	Monitor	gkarpel@alvarezandmarsal.com

ENDORSEMENT OF JUSTICE KIMMEL:

- [1] Alvarez & Marsal Canada Inc. ("A&M"), in its capacity as the monitor of 1242939 B.C. Unlimited Liability Company (f/k/a Hudson's Bay Company ULC Compagnie De La Baie D'Hudson SRI) ("Hudson's Bay"), 1241423 B.C. Ltd., 1330096 B.C. Ltd., 1330094 B.C. Ltd., 1330092 B.C. Unlimited Liability Company, 1329608 B.C. Unlimited Liability Company, 2475263 Ontario Inc., 2745270 Ontario Inc., Snospmis Limited, 2472596 Ontario Inc., and 2472598 Ontario Inc. (collectively, the "Applicants") seeks relief from this court to prevent litigation from being further pursued in Quebec in contravention of Orders granted by this court in these ongoing proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA").
- [2] Capitalized terms not otherwise defined in this endorsement shall have the meanings ascribed to them in the Monitor's Twelfth Report dated January 9, 2026 (the "Twelfth Report"), the Supplement to the Twelfth Report dated January 14, 2026 and the Second Supplement to the Twelfth Report dated January 26, 2026. These reports support the "Stay Confirmation Order" that confirms and declares that the Stay of Proceedings ordered in this Ontario CCAA Proceeding applies to the proceedings commenced by Glasses Gallery AI Vision Technology Inc. ("Glasses Gallery") before the Court of Quebec, District of Trois-Rivières - No: 400-22-011943-251 (the "Quebec Proceedings", as defined in the Twelfth Report).
- [3] This motion was adjourned to today on terms set out in the court's January 16, 2026 endorsement. The adjournment was granted to accommodate a request made on behalf of Glasses Gallery through its Quebec counsel on the eve of the original return date for this motion.
- [4] Counsel for the Monitor advised that the court's January 16, 2026 endorsement was served upon Glasses Gallery and its Quebec counsel, but there has been no further communication from either of them since the request for the adjournment received on January 15, 2026. No material was filed by or on behalf of Glasses Gallery. No one appeared at the hearing today for Glasses Gallery. The motion for the Stay Confirmation Order proceeded as scheduled, and was granted with some minor modifications that the court requested and that are reflected in the Stay Confirmation Order dated January 27, 2026 signed by me today.
- [5] The jurisdiction and justification for granting the Stay Confirmation Order signed today are set out in detail in the Monitor's factum. My brief summary of the reasons for granting the order I have signed are set out below.
- [6] This court granted an Amended and Restated Initial Order on March 21, 2025 (the "ARIO"). The operative provisions of the ARIO for purposes of this motion are as follows:

18. THIS COURT ORDERS that until and including May 15, 2025, or such later date as this Court may order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal (each, a "Proceeding") shall be commenced or continued against or in respect

of Hudson's Bay Canada or the Monitor, or their respective employees, directors, advisors, officers and representatives acting in such capacities, or affecting the Business or the Property, except with the written consent of Hudson's Bay Canada and the Monitor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of Hudson's Bay Canada or their employees, directors, officers or representatives acting in such capacities, or affecting Hudson's Bay Canada's Business and Hudson's Bay Canada's Property are hereby stayed and suspended pending further Order of this Court.

19. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "Persons" and each being a "Person") against or in respect of Hudson's Bay Canada or the Monitor, or their respective employees, directors, officers, advisors and representatives acting in such capacities or affecting Hudson's Bay Canada's Business or Hudson's Bay Canada's Property, are hereby stayed and suspended except with the prior written consent of Hudson's Bay Canada and the Monitor, or leave of this Court, provided that nothing in this Order shall (a) empower Hudson's Bay Canada to carry on any business which they are not lawfully entitled to carry on, (b) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA, (c) prevent the filing of any registration to preserve or perfect a security interest, or (d) prevent the registration of a claim for lien.

- [7] The Stay Period was extended by subsequent court orders (most recently, the court's order dated December 11, 2025) and is currently set to expire on to March 31, 2026. There is nothing in the record to indicate that any of the exceptions to the Stay prescribed under paragraph 19 of the ARIO apply the Quebec Proceedings or Glasses Gallery. Accordingly, pursuant to the ARIO, Glasses Gallery was and is required to obtain the consent of the Monitor and the Applicants, or leave of this court, to commence or continue the Quebec Proceedings, and any related claim against the Applicants or the Monitor.
- [8] Glasses Gallery, through its counsel in Quebec, were made aware in April of 2025 of the Monitor's position that the Stay of Proceedings prohibited Glasses Gallery from taking any enforcement steps or commencing any proceedings in connection with its claims. Despite this, neither consent nor leave was sought or obtained prior to the commencement of the Quebec Proceedings in July of 2025, nor prior to further steps having been taken in the Quebec Proceedings since then.
- [9] The language of the ARIO is clear. The Quebec Proceedings, as amended, violate the Stay of Proceedings by naming the Monitor as the defendant, by later naming Hudson's Bay as a defendant, and by affecting the Business and Property of Hudson's Bay.
- [10] To the extent Glasses Gallery wishes to make claims against the Monitor and/or the Applicants they must be made within the context of these CCAA Proceedings before this supervising CCAA court. It is well-known that the "single-proceeding" model applies to insolvency proceedings, including the CCAA which is a federal statute: see *Century Services Inc. v. Canada (Attorney General)*, 2010 SCC 60, para. 22; *Sam Levy & Associés Inc. v. Azco Mining Inc.*, 2001 SCC 92, at paras. 26-27; *Arrangement relatif à Bloom*

Lake, 2021 QCCS 3402, at paras. 52-53. The single proceeding model is intended to avoid inefficiency and chaos: see *Century Services*, at para. 22.

- [11] It is the supervising CCAA court, in this instance, the Ontario Superior Court of Justice, that should ensure that the terms of its orders are complied with and adjudicate matters pertaining to the Stay of Proceedings: see *Senvion GMBH (Re)*, 2024 ONSC 2683, at para. 28.
- [12] Section 11 of the CCAA grants the court the broad authority to make any order it considers to be just in the circumstances. This court has the jurisdiction to grant declaratory relief confirming the application of the Stay of Proceedings to the Quebec Proceedings both under section 11 of the CCAA and under section 97 of the *Courts of Justice Act* (Ontario), which provides that the Court has the jurisdiction to make binding declarations of right.
- [13] CCAA courts have exercised their jurisdiction to declare that a stay applies to particular proceedings in other cases: see for example, *In the Matter of a Plan of Compromise or Arrangement of Nortel Networks Corporation, Nortel Networks Limited, Nortel Networks Global Corporation, Nortel Networks International Corporation and Nortel Networks Technology Corporation, Toronto*, 09-CL-7950, Order of Justice Morawetz dated March 9, 2012, at paras. 2-3; *AbitibiBowater inc. (Arrangement relatif a)*, 2010 QCCS 1261, at para. 309; in *the Matter of a Plan of Compromise or Arrangement of Sino-Forest Corporation. Toronto*, CV-12-9667-00CL, Order of Justice Morawetz dated May 8, 2012, at para. 2.
- [14] Declaratory relief can be granted in appropriate circumstances, such as exist here: see *S.A. v. Metro Vancouver Housing Corp.*, 2019 SCC 4, at para. 60. The declaratory relief sought in this case is directed to a real, not a theoretical, issue since the Quebec Proceedings are ongoing and have not been withdrawn, despite repeated requests by the Applicants and the Monitor. This is causing the Applicants and the Monitor to incur unnecessary costs to the detriment of all other stakeholders. Glasses Gallery and Daigle & Matte have refused to comply with the Stay of Proceedings, have ignored the jurisdiction of this court and are attempting to recover amounts from the Applicants (but have improperly named the Monitor as a defendant), despite repeated communications from the Applicants and the Monitor. For all of these reasons, I find it to be appropriate to exercise my discretion to grant the declaratory relief requested and confirm that the Stay of Proceedings in the ARIO applies to the Quebec Proceedings.
- [15] The Monitor also requested that the court order and direct Glasses Gallery to withdraw the Quebec Proceedings. While this would be consistent with the Stay of Proceedings, the court would prefer that any steps to be taken in the Quebec Proceedings either be undertaken voluntarily by Glasses Gallery, or be directed by the courts in Quebec, in reliance upon the ARIO, the Stay Confirmation Order now granted and this endorsement. To that end, the Stay Confirmation Order I have signed today requests the aid and recognition of other courts (including, without limitation, both the provincial court and superior court in Quebec) in carrying out the terms of the Stay Confirmation Order that I have granted. The ARIO that preceded it contains a similar request for the aid and recognition of other courts.
- [16] The only information that the Monitor has about the next scheduled events in the Quebec Proceedings is an application to transfer the Modified Originating Application commenced in the Court of Quebec, District of Trois-Rivières to the Superior Court of Quebec, which application to transfer was last adjourned to February 4, 2026. The Monitor intends to have its local counsel appear at this application return date if the Quebec Proceedings have not been voluntarily withdrawn before then, at which time it may request that the court order the dismissal or stay of the Quebec Proceedings.
- [17] If Glasses Gallery does not voluntarily withdraw the Quebec Proceedings within the next three business days, having regard to the ARIO, the Stay Confirmation Order and this endorsement, as a further term of the Stay Confirmation Order granted today, the order I have signed provides that the Monitor and the Applicants may serve and file a written request for an award against Glasses Gallery for payment of the

costs of the Applicants and the Monitor of this motion and steps taken in response to the Quebec Proceedings. Any such request shall be supported by a costs outline. Glasses Gallery shall have a week to respond in writing to any such request for costs and the Monitor and the Applicants shall have a further week in which to reply, after which the Monitor shall submit all such written costs submissions to the court for consideration. The court may, on the basis of these further submissions and in the exercise of its discretion, make an order for costs against Glasses Gallery without any further hearing.

[18] The court notes, for the record, that a request for accommodation was received from Richard Turpin in connection with the hearing today and in connection with these CCAA Proceedings generally.

[19] The court received confirmation from counsel for the Monitor that Mr. Turpin had been previously served with the Monitor's motion material for today's motion. Additional copies of some of that written material was also forwarded to him by the court office this morning, in response to his requests yesterday for a written summary of the intended oral submissions on this motion. The court also made arrangements for the zoom functions of closed captioning and audio transcripts to be turned on and available to Mr. Turpin, and a court reporter was present throughout the hearing.

[20] Mr. Turpin advised the court shortly before the hearing that he did not intend to appear because he was still reviewing the material he had been sent earlier this morning, that he was reserving his rights in connection with Monitor's Twelfth Report and the requested Stay Confirmation Order and that he intended to provide his written response to the court once he had a reasonable and fair amount of time to analyze the contents.

[21] Counsel for the Monitor confirmed that they were not aware of any specific or direct interest that Mr. Turpin has in the issue before the court today regarding the applicability of the Stay of Proceedings to the Quebec Proceedings commenced by Glasses Gallery or the Stay Confirmation Order. The court is satisfied that reasonable steps were taken to provide accommodations to Mr. Turpin, and that he had received the court material in a timely manner (with some duplicates having been provided this morning) and had already had a reasonable and fair amount of time to analyze the contents of the material for today's hearing. In all of the circumstances, it was determined that it was appropriate to proceed with the Monitor's motion for the Stay Confirmation Order today.

Date: January 27, 2026



Jessica Kimmel