

**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 A PLAN OF COMPROMISE AND ARRANGEMENT OF  
TARGET CANADA CO., TARGET CANADA HEALTH CO., TARGET CANADA  
MOBILE GP CO., TARGET CANADA PHARMACY (BC) CORP., TARGET CANADA  
PHARMACY (ONTARIO) CORP., TARGET CANADA PHARMACY CORP., TARGET  
CANADA PHARMACY (SK) CORP., and TARGET CANADA PROPERTY LLC**

**Applicants**

**RESPONDING MOTION RECORD OF  
SUN LIFE ASSURANCE COMPANY OF CANADA**

**(Motion to Accept Filing of a Plan and Authorize Creditors' Meeting to Vote on the Plan)**

**(Returnable December 21, 2015)**

Date: December 8, 2015

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**TO: SERVICE LIST**

CCAA Proceedings of Target Canada Co. et al, Court File No. CV-15-10832-00CL

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**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 A PLAN OF COMPROMISE AND ARRANGEMENT OF  
TARGET CANADA CO., TARGET CANADA HEALTH CO., TARGET CANADA  
MOBILE GP CO., TARGET CANADA PHARMACY (BC) CORP., TARGET CANADA  
PHARMACY (ONTARIO) CORP., TARGET CANADA PHARMACY CORP., TARGET  
CANADA PHARMACY (SK) CORP., and TARGET CANADA PROPERTY LLC**

**Applicants**

**RESPONDING MOTION RECORD OF  
SUN LIFE ASSURANCE COMPANY OF CANADA**

**(Motion to Accept Filing of a Plan and Authorize Creditors' Meeting to Vote on the Plan)**

**(Returnable December 21, 2015)**

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**INDEX**

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<b>TAB</b>	<b>DOCUMENT</b>
1	Affidavit of Matthew Maloley sworn December 8, 2015; Exhibit "A" – Initial Lease; Exhibit "A" – Amendment; Exhibit "A" – Assignment; Exhibit "B" – Limited Guaranty of Lease; Exhibit "C" – Lease Disclaimer; Exhibit "D" – Acknowledgment; Exhibit "E" – Proof of Claim; Exhibit "E" – Notice of Revision or Disallowance

**TAB 1**

**ONTARIO  
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**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
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**Applicants**

**AFFIDAVIT OF MATTHEW MALOLEY  
SWORN DECEMBER 8, 2015**

I, Matthew Maloley, of the City of Montreal, in the Province of Quebec, MAKE OATH AND SAY:

1. I am an attorney with De Grandpré Chait LLP and have been mandated by Sun Life Assurance Company of Canada ("**Sun Life**") to represent same in the context of the matter of a plan of compromise and arrangement of the Applicants, and as such have knowledge of the matters to which I hereinafter depose. Where such knowledge is based upon the information of others I verily believe such information to be true.

2. De Grandpré Chait LLP are the legal representatives for the landlord of Target Canada Co. (directly or via related entities) (collectively "**Target Canada**") which previously operated a retail store located in the Forest Lawn Shopping Centre, 5115 17<sup>th</sup> Avenue SE, Calgary, Alberta (the "**Target Store**"). Appended to my affidavit as **Exhibit "A"** is a copy of:

- the Lease between Sun Life as landlord and Zellers Inc. as then tenant dated August 30, 2006 (the “**Initial Lease**”);
- the Lease Amending Agreement dated April 6, 2011 between Sun Life and Zellers Inc. (the “**Amendment**”);
- the Assignment and Assumption of Lease Agreement dated May 27, 2011 between Zellers Inc. and Target Canada Co. (the “**Assignment**”);

(the Initial Lease, the Amendments and the Assignment are collectively referred to herein as the “**Lease**”).

3. As a condition precedent and inducement to Sun Life’s consent to the Assignment, on May 27, 2011, Target Corp. executed a Guaranty in favour of Sun Life (the “**Parent Guaranty**”). Appended to my affidavit as **Exhibit “B”** is a copy of the Parent Guaranty.

4. On January 15, 2015, Target Canada and certain of its subsidiaries and affiliates filed for and were granted protection from their creditors under the *Companies’ Creditors Arrangement Act* (the “**Act**”) pursuant to an Initial Order issued by The Honourable Senior Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) under Section 11.2 of the Act, which Initial Order was amended and restated on February 11, 2015 (the “**Initial Order**”). The Initial Order included a stay of proceedings prohibiting Sun Life from taking steps to enforce the Parent Guaranty.

5. Subsequently, after negotiations between Target Canada and Target Corp.’s counsel with the undersigned counsel on behalf of Sun Life as well as others, the final terms of the RPPSP Order were agreed to on the understanding that the Initial Order would be amended to include the negotiated changes (specifically paragraph 19(A)).

6. On April 28, 2015, Target Canada caused to be served upon Sun Life and its undersigned counsel a Notice by Debtor Company to Disclaim or Resiliate an Agreement pursuant to Section 32(1) of the Act (the “**Lease Disclaimer**”). Appended to my affidavit as **Exhibit “C”** is a copy of the Lease Disclaimer.

7. On June 22, 2015, counsel for Target Canada, Davies Ward Philipps & Vineberg LLP provided Sun Life's undersigned counsel a letter acknowledging the enforceability of the Parent Guaranty. Appended to my affidavit as **Exhibit "D"** is a copy of the letter of acknowledgment.


8. On August 17, 2015, Sun Life submitted a proof of claim for the Lease that was disclaimed. The proof of claim particularized the rent lost for the term of the Lease.

9. On December 1, 2015, the Monitor issued a Notice of Revision or Disallowance for the retail store. Sun Life has advised the undersigned counsel that a Notice of Dispute will be filed for its disclaimed Lease. Appended to my affidavit as **Exhibit "E"** is a copy of:

- Sun Life's proof of claim;
- Monitor's Notice of Revision or Disallowance.

10. I make this affidavit in response to Target Canada's motion to approve the filing of its Plan and for no other or improper purpose.

SWORN before me at the City of )  
Montreal, in the Province of Quebec, )  
this 8<sup>th</sup> day of December, 2015. )

  
\_\_\_\_\_  
Commissioner of Oaths for Quebec

  
\_\_\_\_\_  
MATTHEW MALOLEY

