

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 OR
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

MOTION RECORD OF THE APPLICANTS

(Motion for Stay Extension)

March 19, 2019

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

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TAB 1

Court File No. CV-15-10832-00CL

**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 A PLAN OF COMPROMISE OR
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

NOTICE OF MOTION

(Motion for Stay Extension)

The Applicants will make a motion before a judge of the Ontario Superior Court of Justice (Commercial List) on March 26, 2019 at 8:30 a.m., or as soon after that time as the motion can be heard, at the Court House, 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order substantially in the form attached at Tab 2 of the Motion Record, *inter alia*:
 - (a) if necessary, abridging the time for service of this Notice of Motion and the Motion Record and dispensing with service on any person other than those served; and
 - (b) extending the Stay Period (as defined in paragraph 17 of the Initial Order, defined below) until and including August 23, 2019; and
2. Such further and other relief as this Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. The Applicants and Partnerships listed on Schedule “A” to the Initial Order (the “**Target Canada Entities**”) were granted protection from their creditors under the *Companies’ Creditors Arrangement Act* (“**CCAA**”) pursuant to the Initial Order of the Ontario Superior Court of Justice (Commercial List) dated January 15, 2015 (as amended and restated, the “**Initial Order**”);
2. Alvarez & Marsal Canada Inc. was appointed in the Initial Order to act as the Monitor in the CCAA proceedings;
3. The Initial Order granted a stay of proceedings until February 13, 2015, or such later date as this Court may order;
4. The Court has since extended the Stay Period by further Orders of the Court; most recently, on December 7, 2018, the Court extended the Stay Period to March 27, 2019;
5. As described below, this is anticipated to be the final motion to extend the Stay Period in these proceedings;
6. The Target Canada Entities have implemented the controlled and orderly wind down of their businesses as part of these CCAA proceedings;
7. On May 25, 2016, 100% of the Affected Creditors of the Target Canada Entities that were present in person or by proxy at the Creditors’ Meeting voted in favour of the Second Amended and Restated Joint Plan of Compromise and Arrangement dated May 19, 2016 (the “**Second Amended Plan**”);
8. On June 2, 2016, the Court issued an order sanctioning the Second Amended Plan (the “**Sanction Order**”),
9. The Second Amended Plan was implemented in accordance with its terms on June 28, 2016;

10. The Target Canada Entities, in consultation with the Monitor, have made three interim distributions to Affected Creditors with Proven Claims (as defined in the Second Amended Plan);

11. The distributions to date collectively represent approximately 77.04% of the Affected Creditors' Proven Claims;

12. As described in the Monitor's Forty-First Report, only nine claims remained unresolved at the beginning of the current Stay Period:

- (a) eight government tax claims filed by the Canada Revenue Agency ("CRA"); and
- (b) one marker claim filed against the estate on behalf of the directors and officers, which was expected to be withdrawn once the outstanding CRA claims are resolved;

13. As described in the Monitor's Forty-First Report, the Target Canada Entities, Target Corporation, and a non-debtor affiliate, with the assistance of the Monitor, have now entered into a comprehensive agreement with the CRA that resolves all CRA claims in the estate through the end of the 2017 tax year. The agreement also confirms the quantum of the tax refunds to the Target Canada Entities for that period, which has allowed the Monitor to update and increase the estimated range of recoveries to Affected Creditors, as described below;

14. The CRA claims in the estate will not be fully and finally resolved until the Target Canada Entities' 2018 tax filings and the *pro forma* 2019 tax filings have been assessed. Those tax filings are expected to be submitted to the CRA during the next few weeks. Those filings are not expected to have any effect on creditor recoveries;

15. Once the CRA's review period for the 2018 and 2019 tax returns has passed, then as required by paragraph 40 of the Sanction Order, the Monitor will publish the Notice of Final Distribution at least 30 days prior to the Final Distribution Date and thereafter the Target Canada Entities will make a final distribution to Affected Creditors with Proven Claims;

16. The Monitor has prepared an updated Illustrative Recoveries Analysis (as defined in the Forty-First Report of the Monitor) and subject to the important qualifications stated in that Report, the Monitor estimates that Affected Creditors with Proven Claims will ultimately receive aggregate distributions under the Second Amended Plan in the range of approximately 88.2% of such Affected Creditors' Proven Claims (which is an increase of approximately 4.5% above the High Recovery estimate in the Fortieth Report of the Monitor);

17. The Target Canada Entities have been acting and continue to act in good faith and with due diligence in these CCAA proceedings to resolve the remaining claims and have now entered into a comprehensive settlement with the CRA. This agreement will allow final creditor distributions to be made and the completion of these CCAA proceedings;

18. The Target Canada Entities are seeking to extend the Stay Period to August 23, 2019, with the expectation that the Target Canada Entities and the Monitor will proceed to complete the CCAA proceedings in accordance with the Sanction Order during the Stay Period;

19. It is just and convenient and in the interests of the Target Canada Entities and their respective stakeholders that the requested Order be granted and the Stay Period extended;

20. The Applicants have sufficient liquidity to continue their orderly wind down through to August 23, 2019;

21. The relief sought in this motion is supported by the Monitor;

22. The provisions of the CCAA and the inherent and equitable jurisdiction of this Honourable Court;

23. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended and section 106 of the Ontario *Courts of Justice Act*, R.S.O. 1990, c. C.43 as amended; and

24. Such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of this motion:

1. The Forty-First Report of the Monitor, to be filed; and
2. Such further and other evidence as counsel may advise and this Court may permit.

March 19, 2019

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TO: SERVICE 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 OR ARRANGEMENT OF TARGET CANADA CO., *et al.*

Applicants

Court File No. CV-15-10832-00CL

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

PROCEEDING COMMENCED AT
TORONTO

NOTICE OF MOTION

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Matter No: 1159785

TAB 2

Court File No. CV-15-10832-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)	TUESDAY, THE 26 TH
)	
REGIONAL SENIOR JUSTICE)	DAY OF MARCH, 2019
)	
MORAWETZ)	

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 **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 (collectively the "**Applicants**")

ORDER

(Extending the Stay Period)

THIS MOTION, made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended (the "CCAA") for an order, *inter alia*, extending the Stay Period (as defined in paragraph 17 of the Initial Order of Regional Senior Justice Morawetz dated January 15, 2015, as amended and restated on February 11, 2015 (the "**Initial Order**")), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Forty-First Report of the Monitor, and on hearing the submissions of respective counsel for the Applicants and the Partnerships listed on Schedule "A" hereto, the Monitor, and such other counsel as were present, and on being advised that the Service List was served with the Motion Record of the Applicants and the Forty-First Report of the Monitor:

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SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and validated so that this Motion to extend the Stay Period is properly returnable today and that service thereof upon any interested party other than the persons served with the Motion Record is hereby dispensed with.

EXTENSION OF STAY PERIOD

2. THIS COURT ORDERS that the Stay Period (as defined in paragraph 17 of the Initial Order) is hereby extended until and including August 23, 2019.

**SCHEDULE “A”
PARTNERSHIPS**

Target Canada Pharmacy Franchising LP
Target Canada Mobile LP
Target Canada Property LP

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**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 TARGET CANADA CO., et al.**

Applicants

Court File No. CV-15-10832-00CL

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

PROCEEDING COMMENCED AT
TORONTO

ORDER

(Extending the Stay Period)

Draft

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Matter No: 1159785

**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 TARGET CANADA CO., et al.**

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MOTION RECORD OF THE APPLICANTS

(Motion for Stay Extension)

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