

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

(Motion for Stay Extension)

November 30, 2018

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

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Table of Contents

TABLE OF CONTENTS

Tab	Document	Page #
1.	Notice of Motion	1
2.	Draft Order	7
3.	CourtCall Appearance Service Copy	11

TAB 1

**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 December 7, 2018 at 8:30 a.m., or as soon after that time as the motion can be heard, at Toronto, Ontario. The motion will be heard via CourtCall.

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

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 June 26, 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;

Stay Extension

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 May 14, 2018, the Court extended the Stay Period to December 14, 2018;

5. The Target Canada Entities have implemented the controlled and orderly wind down of their businesses as part of these CCAA proceedings;

6. 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**”);

7. On June 2, 2016, the Court sanctioned the Second Amended Plan, which was implemented in accordance with its terms on June 28, 2016;

8. 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). These distributions collectively represent approximately 77.04% of such Affected Creditors' Proven Claims:

- (a) On June 29 and 30, 2016, the Target Canada Entities made an initial distribution in the aggregate amount of approximately \$672.5 million, which represented approximately 55.34% of Affected Creditors' Proven Claims. Subsequent interim distributions totaling approximately \$830,000 were also made prior to September 30, 2016 to five claimants whose Claims were resolved in accordance with the Claims Procedure Order subsequent to the Plan Implementation Date;
- (b) On or about October 18, 2016, the Target Canada Entities made a second interim distribution in the aggregate amount of approximately \$87.5 million, which represented approximately 12.65% of Affected Creditors' Proven Claims;
- (c) On or about October 10, 2017, the Target Canada Entities made a third interim distribution in the aggregate amount of approximately \$64.1 million, which represented a recovery of approximately 9.05% of Affected Creditors' Proven Claims;

9. During the most recent stay extension period, the Monitor continued to advance the unresolved claims in the Claims Process and the Target Canada Entities continued to assist the Monitor, as contemplated by the Claims Procedure Order. As described in the Monitor's Fortieth Report, only nine claims remain unresolved:

- (a) Eight government tax claims remain unresolved. The Monitor and the Target Canada Entities continue to engage in discussions with CRA representatives with a view to reaching a final resolution of all issues related to CRA's claims; and
- (b) One marker claim filed against the estate on behalf of the directors and officers is expected to be withdrawn once the outstanding CRA claims are resolved.

10. The Monitor has prepared an updated Illustrative Recoveries Analysis (as defined in the Fortieth 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 83.1% to 83.7% of such Affected Creditors' Proven Claims;

11. 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 are working closely and diligently with the Monitor to resolve matters with the CRA and to expedite all remaining distributions to their creditors and otherwise complete the orderly wind down and these CCAA proceedings;

12. 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;

13. The Applicants have sufficient liquidity to continue their orderly wind down through to June 26, 2019;

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

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

16. 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

17. 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 Fortieth Report of the Monitor, to be filed;
2. The CourtCall Appearance Service Copy; and
3. Such further and other evidence as counsel may advise and this Court may permit.

November 30, 2018

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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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Shawn Irving (LSO #: 50035U)
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Lawyers for the Applicants

Matter No: 1159785

TAB 2

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)	FRIDAY, THE 7 TH
)	
REGIONAL SENIOR JUSTICE)	DAY OF DECEMBER, 2018
)	
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 Toronto, Ontario via CourtCall.

ON READING the Fortieth 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 Fortieth Report of the Monitor:

Draft

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 June 26, 2019.

Draft

**SCHEDULE “A”
PARTNERSHIPS**

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

Draft

**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

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

PROCEEDING COMMENCED AT
TORONTO

ORDER

(Extending the Stay Period)

OSLER, HOSKIN & HARCOURT LLP

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TAB 3



CourtCall Appearance - Service Copy

This document shall serve as notice of a CourtCall Appearance by the participant listed below in the referenced case. Others wishing to appear remotely should contact CourtCall, LLC at (888) 882-6878 or (310) 342-0888.

Jeremy E. Dacks
Osler, Hoskin & Harcourt LLP
Tel: (416) 862-4923
Fax: (416) 862-6666
Case Name: Target Canada Co. (Re)
Case Number: CV-15-10832-OOCL
Court Name: Ontario Superior Court of Justice (ON)
Dept/Judge: 330 / Commercial Court Courtroom - 330 University (V)
Proceeding: Motion
Date/Time: Friday, December 7th, 2018 at 8:30 AM ET

Note: this is not a Confirmation of your CourtCall Appearance. Each participant must make his or her own arrangements with CourtCall.

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The foregoing information may have been obtained from court records which may not reflect recent calendar changes. If it is inaccurate because your appearance has been continued, please apply this information to the new date. If the matter is off calendar, you have no involvement in the case or you do not wish to use this service, please disregard this notice. **Do not call the Court Clerk.**

Our representatives are available to make presentations for your firm, your clients, Bar Associations or other groups. Please call to schedule a presentation.

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Ce document servira comme avis de comparution à l'aide de CourtCall par le participant sous mentionné concernant le dossier référé. Ceux qui veulent comparaitre à distance doivent communiquer avec CourtCall en composant le 888-882-6878 ou le 310-342-0888.

Jeremy E. Dacks
Osler, Hoskin & Harcourt LLP
Tél: (416) 862-4923
Télé: (416) 862-6666
Nom du dossier: Target Canada Co. (Re)
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Nom du tribunal: Ontario Superior Court of Justice (ON)
Département /Juge: 330 / Commercial Court Courtroom - 330 University (V)
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Note : Ceci n'est pas une confirmation de votre comparution à l'aide de CourtCall. Chaque participant doit arranger sa propre réservation avec CourtCall.

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Il se peut que l'information ci-dessus ait été obtenue de dossiers qui pourraient ne pas tenir compte de certains changements apportés au rôle du tribunal. Si ces renseignements sont inexacts parce que votre audience a été reportée, ils s'appliquent tout de même à la nouvelle date. Veuillez ne pas tenir compte du présent avis si l'affaire n'est plus inscrite au rôle, si l'affaire ne vous concerne pas ou si vous ne souhaitez pas avoir recours à notre service. **N'appeler pas le greffier.**

Nos représentants sont disponibles pour faire une présentation à l'intention de votre cabinet, de vos clients, de votre barreau ou d'autres groupes. Veuillez nous appeler pour arranger une présentation.

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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT
TORONTO

MOTION RECORD

(Motion for Stay Extension)

OSLER, HOSKIN & HARCOURT LLP

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Matter No: 1159785