

**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)

January 18, 2018

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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

**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 January 25, 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 May 15, 2018; 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 September 13, 2017, the Court extended the Stay Period to January 26, 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% of such Affected Creditors' Proven Claims:

- (a) On June 29 and 30, 2016, the Target Canada Entities made an initial distribution of approximately 55.3% of Affected Creditors' Proven Claims;
- (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 totalling approximately \$64.1 million, which represented a recovery of approximately 9.05% of such 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 Thirty-Eighth Report, only ten claims remain unresolved:

- (a) All but one of the pharmacist franchisee claims have been resolved;
- (b) Eight government 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
- (c) One marker claim filed against the estate on behalf of the directors and officers is expected to be withdrawn once certain other claims are resolved;

10. The Monitor has prepared an updated Illustrative Recoveries Analysis (as defined in the Thirty-Eighth 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 82.8% to 83.8% 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 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 May 15, 2018;
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 Thirty-Eighth 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.

- 5 -

January 18, 2018

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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

NOTICE OF MOTION

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Lawyers for the Applicants

Matter No: 1159785

TAB 2

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) THURSDAY, THE 25TH
)
REGIONAL SENIOR JUSTICE) DAY OF JANUARY, 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 Thirty-Eighth 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 Thirty-Eighth 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 May 15, 2018.

DRAFT

SCHEDULE "A"
PARTNERSHIPS

Target Canada Pharmacy Franchising LP

Target Canada Mobile LP

Target Canada Property LP

**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)

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TAB 3



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Robert A Carson
Osler, Hoskin & Harcourt LLP
Tel: (416) 862-4235
Fax: (416) 862-6666
Case Name: Target Canada Co. (Re)
Case Number: CV-15-10832-00CL
Court Name: Ontario Superior Court of Justice (ON)
Dept/Judge: 330 / Commercial Court Courtroom - 330 University (V)
Proceeding: Short Motion
Date/Time: Thursday, January 25th, 2018 at 8:30 AM ET

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Robert A Carson

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Télé: (416) 862-6666

Nom du dossier: Target Canada Co. (Re)

Numéro du dossier: CV-15-10832-00CL

Nom du tribunal: Ontario Superior Court of Justice (ON)

Département /Juge: 330 / Commercial Court Courtroom - 330 University (V)

Affaire: Short Motion

Date et heure: Thursday, January 25th, 2018 at 8:30 AM ET

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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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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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

MOTION RECORD OF THE APPLICANTS

(Motion for Stay Extension)

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