

**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 and
Discharging Employee Representative Counsel)**

September 1, 2017

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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 and
Discharging Employee Representative Counsel)**

The Applicants will make a motion before a judge of the Ontario Superior Court of Justice (Commercial List) on September 13, 2017 at 11:15 a.m., or as soon after that time as the motion can be heard, at 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;
 - (b) extending the Stay Period (as defined in paragraph 17 of the Initial Order, defined below) until and including January 26, 2018; and

- (c) discharging the Employee Representative Counsel and the Employee Representatives (as those terms are defined below); 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 thirteen times; most recently, on April 26, 2017, the Court extended the Stay Period to September 29, 2017;
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 Initial Distribution contemplated under the Second Amended Plan took place immediately after plan implementation on June 29 and 30, 2016, with cheques or wire transfers being sent to Affected Creditors on those days, representing interim distributions of approximately 55.3% of such Affected Creditors' Proven Claims (as defined in the Second Amended Plan);

9. On or about October 18, 2016, the Target Canada Entities, in consultation with the Monitor, issued a second interim distribution to Affected Creditors with Proven Claims in the aggregate amount of approximately \$87.5 million (the "**Second Distribution**"). The Second Distribution represented approximately 12.65% of Affected Creditors' Proven Claims and increased Affected Creditors' combined cumulative recoveries to date (from the Initial Distribution and Second Distribution) to approximately 68% of such Affected Creditors' Proven Claims;

10. 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-Fifth Report, only ten claims remain unresolved:

- (a) All but one of the pharmacist franchisee claims have now been resolved. (In the most recent stay period, after the Court dismissed their appeals, five pharmacist franchisee claimants accepted the Monitor's reassessment of their claims);
- (b) All employee claims have now been resolved or dismissed, except for a marker claim filed on behalf of the directors and officers. (In the most recent stay period, the remaining aspects of an omnibus claim for bonuses under the Short Term Incentive Plan filed by the Employee Representative Counsel were resolved and dismissed by the Claims Officer, subject to certain procedural matters which are expected to be resolved shortly);
- (c) 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;

11. The Applicants, in consultation with the Monitor, intend to make a third interim distribution in early October totalling approximately \$63.3 million to Affected Creditors with Proven Claims. This third distribution represents a recovery of approximately 8.95% of such Affected Creditors' Proven Claims, which would bring interim distributions to approximately 76.94% of such Affected Creditors' Proven Claims;

12. The Monitor has prepared an updated Illustrative Recoveries Analysis (as defined in the Thirty-Fifth 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 82.7% to 84.3% of such Affected Creditors' Proven Claims;

13. 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;

14. 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;

15. The Applicants have sufficient liquidity to continue their orderly wind down through to January 26, 2018;

Discharging the Employee Representative Counsel and the Employee Representatives

16. Koskie Minsky LLP was appointed as representative counsel for all employees other than officers and directors of the Target Canada Entities (the "**Employees**"), for any issues affecting the Employees in the CCAA Proceedings;

17. Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O'Neil, Alyssa Morin and Joshua Gordon, were appointed as employee representatives with respect to any issues affecting the Employees in the CCAA Proceedings and for the purpose of settling or compromising claims of the Employees in the CCAA Proceedings (the "**Employee Representatives**");

18. All claims filed by the Employees have been resolved. All matters pertaining to the Employee Trust have been completed and the Employee Trust has been wound-up. As such, all issues affecting the Employees in these CCAA Proceedings have been resolved and the Target Canada Entities are seeking the discharge and release of Employee Representative Counsel and the Employee Representatives;

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

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

21. 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

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

September 1, 2017

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Lawyers for the Applicants

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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Lawyers for the Applicants

Matter No: 1159785

TAB 2

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) WEDNESDAY, THE 13TH
)
REGIONAL SENIOR JUSTICE) DAY OF SEPTEMBER, 2017
)
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 and
Discharging Employee Representative Counsel)**

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 Thirty-Fifth 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-Fifth 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 January 26, 2018.

DISCHARGING THE EMPLOYEE REPRESENTATIVE COUNSEL AND EMPLOYEE REPRESENTATIVES

3. THIS COURT ORDERS that Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O’Neil, Alyssa Morin and Joshua Gordon, appointed as representatives of the Employees (as defined below, excluding Opt-Out Individuals as defined in the Order of this Honourable Court dated February 11, 2015) in the Insolvency Proceedings (as defined below) with respect to any issues affecting the Employees in the Insolvency Proceedings and for the purpose of settling or compromising claims of the Employees in the Insolvency Proceeding, be and hereby are discharged from their duties as representatives and that they shall have no further obligations as representatives and no liability of any nature or kind whatsoever resulting from having acted in that capacity.

4. THIS COURT ORDERS that that Koskie Minsky LLP, appointed as representative counsel for all employees other than officers and directors (the “**Employees**”) of the Target Canada Entities in these proceedings, any proceedings under the BIA or in any other proceedings respecting the insolvency of the Applicants brought before this Honourable Court (the “**Insolvency Proceedings**”), for any issues affecting the Employees in the Insolvency Proceedings, together with its agents, be and hereby are discharged from their duties as representative counsel, and that Koskie Minsky LLP and its agents shall have no further obligations as representative counsel and no liability of any nature or kind whatsoever resulting from having acted in that capacity.

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**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

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 and
Discharging Employee Representative Counsel)**

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