

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

THE HONOURABLE MADAM

)

THURSDAY, THE 5<sup>TH</sup>

JUSTICE DIETRICH

)

DAY OF NOVEMBER, 2020

)

**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 GUARDIAN FINANCIAL CORP. AND OTHER ENTITIES LISTED ON  
SCHEDULE "A"**

**(Applicants)**

**ORDER  
(Re: Addition of CCAA Debtor)**

**THIS MOTION**, made by RGN Ontario II GP Inc., pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order (a) adding RGN Ontario II Limited Partnership (the "**New CCAA Debtor**") as a "CCAA Debtor" pursuant to the Initial Order of this Court dated August 31, 2020 (as amended and restated, the "**Initial Order**"); (b) staying any deemed assignment into bankruptcy of the New CCAA Debtor under the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3 (as amended) (the "**BIA**"); and (c) taking up and continuing the proceedings commenced by the New CCAA Debtor under Part III of the BIA (the "**NOI Proceedings**") as part of these CCAA proceedings proceeded on this day by way of video-conference due to the COVID-19 pandemic.

**ON READING** the affidavit of James Feltman sworn October 29, 2020 and the Exhibits thereto.

**UPON HEARING** the submissions of counsel for the Applicants and counsel to the Monitor, and other parties listed on the counsel slip, no one else appearing for any other party.

## **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

## **ADDITION OF NEW CCAA DEBTOR**

2. **THIS COURT ORDERS** that, from and after the making of this Order, the New CCAA Debtor shall be deemed to be a CCAA Debtor (as that term is defined in the Initial Order) and shall be entitled to the rights, benefits and protections granted by the Initial Order in favour of the CCAA Debtors.

3. **THIS COURT ORDERS AND DECLARES** that, effective the date hereof, the NOI Proceedings commenced by the New CCAA Debtor are hereby taken up and continued under the CCAA and that as of such date, the provisions of Part III of the BIA shall have no further application to the New CCAA Debtor, save that any and all steps, agreements and procedures validly taken, done or entered into by the New CCAA Debtor during the NOI Proceedings shall remain valid and binding notwithstanding the continuation of the NOI Proceedings under the CCAA.

4. **THIS COURT ORDERS** that, subject to further order of this Court, the New CCAA Debtor shall not be deemed to have made an assignment based on its failure to file a proposal with the official receiver notwithstanding s. 50.4(8) of the BIA.

5. **THIS COURT ORDERS** that any requirement for the Monitor to publish a notice in respect of this Order pursuant to Section 23(a)(i) of the CCAA is hereby dispensed with and the Monitor shall have no obligation to publish any such notice.

6. **THIS COURT ORDERS** that KSV Restructuring Inc. is hereby discharged as proposal trustee of the New CCAA Debtor and shall be appointed as Monitor of the New CCAA Debtor in accordance with the Initial Order and shall be entitled to the rights, benefits and protections in such capacity set forth therein.

**GENERAL**

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Applicants and the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that this Order and all its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date it is made without any need for entry and filing.





**Schedule "A" – Additional Applicants**

RGN Alberta IV GP Inc.  
RGN Alberta GP Inc.  
RGN Alberta X GP Inc.  
RGN Alberta XIII GP Inc.  
RGN Alberta XIV GP Inc.  
RGN Alberta XVII GP Inc.  
RGN British Columbia XX GP Inc.  
RGN British Columbia XVI GP Inc.  
RGN British Columbia XXV GP Inc.  
RGN British Columbia XXIV GP Inc.  
RGN Manitoba II GP Inc.  
RGN Ontario II GP Inc.  
RGN Ontario L GP Inc.  
RGN Ontario LV GP Inc.  
RGN Ontario LVI GP Inc.  
RGN Ontario LVIII GP Inc.  
RGN Ontario LXII GP Inc.  
RGN Ontario XI GP Inc.  
RGN Ontario XLI GP Inc.  
RGN Ontario XLII GP Inc.  
RGN Ontario XLV GP Inc.  
RGN Ontario XLVI GP Inc.  
RGN Ontario XLVII GP Inc.  
RGN Ontario XLVIII GP Inc.  
RGN Ontario XXI GP Inc.  
RGN Ontario XXIV GP Inc.  
RGN Ontario XXIX GP Inc.  
RGN Ontario XXV GP Inc.  
RGN Ontario XXVIII GP Inc.  
RGN Ontario XXXI GP Inc.  
RGN Ontario XXXII GP Inc.  
RGN Ontario XXXIII GP Inc.  
RGN Quebec V GP Inc.  
RGN Quebec VI GP Inc.  
RGN Quebec XIV GP Inc.  
RGN Quebec XVI GP Inc.  
RGN Services Limited

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

Proceeding commenced at Toronto

**ORDER**

**STIKEMAN ELLIOTT LLP**

Barristers & Solicitors  
5300 Commerce Court West  
199 Bay Street  
Toronto, Canada M5L 1B9

**Ashley Taylor LSO#: 39932E**

Tel: (416) 869-5236  
Email: [ataylor@stikeman.com](mailto:ataylor@stikeman.com)

**Lee Nicholson LSO #66412I**

Tel: (416) 869-5604  
Email: [leenicholson@stikeman.com](mailto:leenicholson@stikeman.com)

**Nicholas Avis LSO#: 76781Q**

Tel: (416) 869-5504  
Email: [navis@stikeman.com](mailto:navis@stikeman.com)  
Fax: (416) 947-0866

**Lawyers for the Applicants**