

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

IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF  
RGN ONTARIO II LIMITED PARTNERSHIP

**AFFIDAVIT OF ROXANA G. MANEA  
(sworn September 22, 2020)**

I, **ROXANA G. MANEA**, of the City of Pickering, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a law clerk with Thornton Grout Finnigan LLP (“TGF”), the lawyers for CT Tower Investments Inc., the landlord of the NOI Debtor. As such, I have knowledge of the matters to which I hereinafter depose.<sup>1</sup>

2. I am advised by Alexander Soutter, a lawyer at TGF, and believe that he has exchanged the emails attached at **Exhibit “A”** with counsel to the NOI Debtor and with counsel to the Proposal Trustee (who are also respectively counsel to the CCAA Debtors and the Monitor, in the related CCAA Proceedings).

3. I am advised by Mr. Soutter, and believe, that as at the swearing of this Affidavit, he has not received answers to the concerns raised in the emails attached at Exhibit “A”.

SWORN remotely via videoconference, by ROXANA G. MANEA stated as being located in the City of Pickering, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, this 22nd day of September, 2020, in accordance with O. Reg 431/20.

Derek Harland

Commissioner for Taking Affidavits, etc.

LSO#: 79504N



**ROXANA G. MANEA**

<sup>1</sup> Terms not otherwise defined herein have the meaning ascribed to them in the First Report of the proposal trustee, KSV Restructuring Inc.

**From:** Alexander Soutter  
**Sent:** Monday, September 21, 2020 9:02 PM  
**To:** Sean Zweig  
**Cc:** D. J. Miller; Lee Nicholson; Ashley Taylor; Nicholas Avis; Bobby Kofman; Mitch Vininsky; 1143\_044\_Regus\_E-Mail  
**Subject:** RE: CCAA proceedings of Guardian Financial Corp. et al

Hi Sean,

In addition to our outstanding question regarding the Regus group's cash management system, we have the following questions regarding RGN Ontario II Limited Partnership ("**Ontario II**").

- 1) From the materials filed in respect of Ontario II's motion for an extension of time to file a proposal, it appears that RGN Management Limited Partnership ("**Management**") enters into various "Occupancy Agreements" with customers ("**Customers**") who use the space leased by Ontario II from our client.
  - a. Does Management enter into Occupancy Agreements as agent for Ontario II? Alternatively, has Management subleased the premises from Ontario II or entered into some similar agreement with Ontario II?
  - b. Based on KSV's first report as proposal trustee, it appears that Management collects fees from Customers pursuant to the Occupancy Agreements on its own behalf and remits a portion of these fees to Ontario II to satisfy its rent obligations.
  - c. Please provide further information regarding Management's economic interest in, and its legal relationship with, Ontario II in respect of the occupancy agreements. It may be simplest to provide us with a copy of the Ontario II – Management agreement that applies.
- 2) The materials also provide that Ontario II has granted a security interest over its assets in favour of Management, but that presently Management is indebted to Ontario II in the amount of \$1.99MM. Further, the proposed cash flow provides that Management will be "funding" Ontario II's rent obligations during the NOI period.
  - a. Is this "funding" contemplated to be advances under Management's security, or repayment of Management's indebtedness to Ontario II? Alternatively, are these payments made to Ontario II pursuant to the Ontario II – Management agreement that permits Management to enter into the Occupancy Agreements?
- 3) What are the Accounts Payable and Accrued Expenses noted on the balance sheet in respect of, and to whom are they payable to/from?

Thanks,  
Alex

---

**From:** Sean Zweig [mailto:ZweigS@bennettjones.com]  
**Sent:** Tuesday, September 15, 2020 3:27 PM  
**To:** Alexander Soutter <ASoutter@tgf.ca>  
**Cc:** D. J. Miller <DJMiller@tgf.ca>; Lee Nicholson <leenicholson@stikeman.com>; Ashley Taylor <ATAYLOR@stikeman.com>; Nicholas Avis <NAvis@stikeman.com>; Bobby Kofman <bkofman@ksvadvisory.com>; Mitch

Vininsky <mvininsky@ksvadvisory.com>

**Subject:** RE: CCAA proceedings of Guardian Financial Corp. et al

Alex,

Just a note to say we haven't forgotten about your email and will get back to you.



**Sean Zweig**

**Partner\*, Bennett Jones LLP**

*\*Denotes Professional Corporation*

3400 One First Canadian Place, P.O. Box 130, Toronto, ON, M5X 1A4

T. 416 777 6254 | F. 416 863 1716

E. [zweigs@bennettjones.com](mailto:zweigs@bennettjones.com)

---

**From:** Alexander Soutter <[ASoutter@tgf.ca](mailto:ASoutter@tgf.ca)>

**Sent:** Friday, September 11, 2020 3:50 PM

**To:** Sean Zweig <[ZweigS@bennettjones.com](mailto:ZweigS@bennettjones.com)>

**Cc:** D. J. Miller <[DJMiller@tgf.ca](mailto:DJMiller@tgf.ca)>; Lee Nicholson <[leenicholson@stikeman.com](mailto:leenicholson@stikeman.com)>; Ashley Taylor

<[ATAYLOR@stikeman.com](mailto:ATAYLOR@stikeman.com)>; Nicholas Avis <[NAvis@stikeman.com](mailto:NAvis@stikeman.com)>; Bobby Kofman <[bkofman@ksvadvisory.com](mailto:bkofman@ksvadvisory.com)>; Mitch

Vininsky <[mvininsky@ksvadvisory.com](mailto:mvininsky@ksvadvisory.com)>; 1143\_044\_Regus\_E\_Mail <[{F135757}.Client@dms.tgf.ca](mailto:{F135757}.Client@dms.tgf.ca)>

**Subject:** RE: CCAA proceedings of Guardian Financial Corp. et al

Hi Sean,

Based on my read of the single paragraph describing the cash management system in the Affidavit of Mr. Feldman sworn September 8, 2020, it appears that any positive balances in the accounts held by IWG entities are used at each month's end to pay down any negative balances in other IWG entities accounts. Accounting records are made of these inflows and outflows.

Based on that paragraph, it appears that:

- Cash of some entities will be used to pay the obligations of other entities;
- The system is not restricted to the Applicants such that cash may actually be leaving to non-Applicant entities; and
- If a lease is disclaimed in the CCAA, and the tenant was one of the entities with positive balances, cash that might be used to pay the landlord's claim would no longer be available to pay the landlord's claim.

Do we have that right? If so, does that not create the potential for a landlord to be prejudiced?

Thanks,

Alex



Alexander Soutter | | [ASoutter@tgf.ca](mailto:ASoutter@tgf.ca) | Direct Line +1 416-304-0595 | [www.tgf.ca](http://www.tgf.ca)

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**From:** Sean Zweig [<mailto:ZweigS@bennettjones.com>]

**Sent:** Thursday, September 10, 2020 9:43 AM

**To:** Alexander Soutter <[ASoutter@tgf.ca](mailto:ASoutter@tgf.ca)>; Lee Nicholson <[leenicholson@stikeman.com](mailto:leenicholson@stikeman.com)>

**Cc:** D. J. Miller <[DJMiller@tgf.ca](mailto:DJMiller@tgf.ca)>; Ashley Taylor <[ATAYLOR@stikeman.com](mailto:ATAYLOR@stikeman.com)>; Nicholas Avis <[NAvis@stikeman.com](mailto:NAvis@stikeman.com)>;

Bobby Kofman <[bkofman@ksvadvisory.com](mailto:bkofman@ksvadvisory.com)>; Mitch Vininsky <[mvininsky@ksvadvisory.com](mailto:mvininsky@ksvadvisory.com)>; 1143\_044\_Regus\_E\_Mail

<[{F135757}.Client@dms.tgf.ca](mailto:{F135757}.Client@dms.tgf.ca)>

**Subject:** RE: CCAA proceedings of Guardian Financial Corp. et al

Alex,

The Monitor is supportive of all of the relief being sought.

We are not sure what your concerns are with respect to the cash management system. Perhaps you have a misunderstanding of what that entails. But the Monitor would be happy to have a call to walk you and/or your client through it and to understand your concerns if helpful. Please let us know.



**Sean Zweig**  
**Partner\*, Bennett Jones LLP**  
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E. [zweigs@bennettjones.com](mailto:zweigs@bennettjones.com)

---

**From:** Alexander Soutter <[ASoutter@tgf.ca](mailto:ASoutter@tgf.ca)>  
**Sent:** Wednesday, September 9, 2020 7:31 PM  
**To:** Lee Nicholson <[leenicholson@stikeman.com](mailto:leenicholson@stikeman.com)>  
**Cc:** D. J. Miller <[DJMiller@tgf.ca](mailto:DJMiller@tgf.ca)>; Ashley Taylor <[ATAYLOR@stikeman.com](mailto:ATAYLOR@stikeman.com)>; Nicholas Avis <[NAvis@stikeman.com](mailto:NAvis@stikeman.com)>; Bobby Kofman <[bkofman@ksvadvisory.com](mailto:bkofman@ksvadvisory.com)>; Sean Zweig <[ZweigS@bennettjones.com](mailto:ZweigS@bennettjones.com)>; Mitch Vininsky <[mvininsky@ksvadvisory.com](mailto:mvininsky@ksvadvisory.com)>; 1143\_044\_Regus\_E\_Mail <[{F135757}.Client@dms.tgf.ca](mailto:{F135757}.Client@dms.tgf.ca)>  
**Subject:** RE: CCAA proceedings of Guardian Financial Corp. et al

Thanks Lee,

Our present instructions are to take no position on the relief sought tomorrow. This is in large part because we received little notice of what was being sought having only received the Applicants' materials late yesterday evening. We reserve our rights to take a position in respect of the application once we have had a meaningful opportunity to consider the materials filed and obtain instructions. We will raise these points at the hearing.

We also intend on asking Her Honour to confirm in her endorsement that the Applicants must continue to abide by all provisions of their leases, subject to their rights under the CCAA, during the stay period.

We think it would be useful for the Monitor to comment on the cash management system's impact on the Applicants' creditors. Based on how it is described in the September 8<sup>th</sup> Feldman Affidavit, it seems that it has the potential to prejudice certain creditors to the benefit of others. The extent of this is not clear. From our perspective it is unusual that no Report would be filed in respect of this motion, particularly where the stay is sought to be extended for a longer period of 60 days. The stakeholders would benefit from the Monitor's views of the Applicants' positions and the relief sought.

Regards,  
Alex



Alexander Soutter | | [ASoutter@tgf.ca](mailto:ASoutter@tgf.ca) | Direct Line +1 416-304-0595 | [www.tgf.ca](http://www.tgf.ca)

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**From:** Lee Nicholson [<mailto:leenicholson@stikeman.com>]  
**Sent:** Wednesday, September 9, 2020 7:04 PM  
**To:** Alexander Soutter <[ASoutter@tgf.ca](mailto:ASoutter@tgf.ca)>  
**Cc:** D. J. Miller <[DJMiller@tgf.ca](mailto:DJMiller@tgf.ca)>; Ashley Taylor <[ATAYLOR@stikeman.com](mailto:ATAYLOR@stikeman.com)>; Nicholas Avis <[NAvis@stikeman.com](mailto:NAvis@stikeman.com)>; Bobby Kofman <[bkofman@ksvadvisory.com](mailto:bkofman@ksvadvisory.com)>; Sean Zweig <[ZweigS@bennettjones.com](mailto:ZweigS@bennettjones.com)>; Mitch Vininsky

<[mvininsky@ksvadvisory.com](mailto:mvininsky@ksvadvisory.com)>

**Subject:** RE: CCAA proceedings of Guardian Financial Corp. et al

Alex:

I am copying the Monitor and its counsel. See below responses to your questions in red.

Thanks,

Lee

**Lee Nicholson**

Direct: +1 416 869 5604  
Mobile: +1 647 821 1931  
Email: [leenicholson@stikeman.com](mailto:leenicholson@stikeman.com)

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**From:** Alexander Soutter <[ASoutter@tgf.ca](mailto:ASoutter@tgf.ca)>

**Sent:** Wednesday, September 9, 2020 6:17 PM

**To:** Lee Nicholson <[leenicholson@stikeman.com](mailto:leenicholson@stikeman.com)>

**Cc:** D. J. Miller <[DJMiller@tgf.ca](mailto:DJMiller@tgf.ca)>; Ashley Taylor <[ATAYLOR@stikeman.com](mailto:ATAYLOR@stikeman.com)>; Nicholas Avis <[NAvis@stikeman.com](mailto:NAvis@stikeman.com)>; 1143\_044\_Regus\_E\_Mail <[{F135757}.Client@dms.tgf.ca](mailto:{F135757}.Client@dms.tgf.ca)>

**Subject:** RE: CCAA proceedings of Guardian Financial Corp. et al

Hi Lee,

We have a few questions that we were hoping to have answered in advance of tomorrow's hearing.

1. Has anyone on the Service List taken a position on the comeback motion? If so, who, and what position(s)? **No party has indicated they are opposing (or taking any other position) on the relief tomorrow.**
2. Will the Monitor be delivering a Report on the cash flow forecast or any other issues? At paragraph 64 of the Affidavit of James Feldman, sworn on August 30, 2020, Mr. Feldman states that the Applicants will refine the cash flow forecast in advance of the comeback motion. We do not, however, see any updated cash flow forecast in the Applicants' Motion Record. **The Monitor will not be filing another Report. After further review and discussion, it was determined no update to the cash flow forecast was necessary.**
3. Can you confirm that the Applicants intend on complying with the terms of their leases throughout the period of the stay? **Subject to the Applicants'/CCAA Debtors' rights under the CCAA, they intend to continue to perform under their Leases.**
4. What do the Applicants intend with respect to their cash management system? We note that Mr. Feldman's affidavit of September 8, 2020, provides that the applicants intend on maintaining the same consolidated cash management system, but there is no provision for that in the draft order (paragraph 5 of the Model Order was struck). **We will add this paragraph back into the draft Order.**
5. Was Justice Dietrich advised of the motion that was heard by Justice Hainey in the recognition proceeding when the Initial Order was sought? **Yes. Her Honour was advised of the Part IV motion and decision of Justice Hainey at the initial application. It was also set out in our materials and the endorsement of Justice Hainey was attached as an Exhibit to the affidavit in support of the Initial Order.**

Thanks,  
Alex



Alexander Soutter | | ASoutter@tgf.ca | Direct Line +1 416-304-0595 | www.tgf.ca

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**From:** Lee Nicholson [<mailto:leenicholson@stikeman.com>]

**Sent:** Tuesday, September 8, 2020 4:37 PM

**To:** Alexander Soutter <[ASoutter@tgf.ca](mailto:ASoutter@tgf.ca)>

**Cc:** D. J. Miller <[DJMiller@tgf.ca](mailto:DJMiller@tgf.ca)>; Ashley Taylor <[ATAYLOR@stikeman.com](mailto:ATAYLOR@stikeman.com)>; Nicholas Avis <[NAvis@stikeman.com](mailto:NAvis@stikeman.com)>

**Subject:** RE: CCAA proceedings of Guardian Financial Corp. et al

Hi Alex,

We are planning to seek an extension of the stay on September 10, 2020 and the matter is scheduled for 10:30 a.m. We have not served our materials yet but are trying to serve them today.

Regards,

Lee

**Lee Nicholson**

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Mobile: +1 647 821 1931

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**From:** Alexander Soutter <[ASoutter@tgf.ca](mailto:ASoutter@tgf.ca)>

**Sent:** Tuesday, September 8, 2020 4:34 PM

**To:** Lee Nicholson <[leenicholson@stikeman.com](mailto:leenicholson@stikeman.com)>

**Cc:** D. J. Miller <[DJMiller@tgf.ca](mailto:DJMiller@tgf.ca)>; 1143\_044\_Regus\_E\_Mail <[F135757}.Client@dms.tgf.ca](mailto:{F135757}.Client@dms.tgf.ca)>

**Subject:** FW: CCAA proceedings of Guardian Financial Corp. et al

Hi Lee,

Are the Applicants in this matter seeking any relief at the September 10, 2020 return date? We haven't received any draft orders, Reports, or other motion materials, and don't see such materials on the Monitor's website. If motion materials have been served, please send those to us. If not, do the Applicants intend on serving motion materials?

Thanks,

Alex



**Thornton Grout Finnigan LLP**  
RESTRUCTURING + LITIGATION

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**From:** Mitch Vininsky [<mailto:mvininsky@ksvadvisory.com>]

**Sent:** Thursday, September 3, 2020 7:53 PM

**To:** [ataylor@stikeman.com](mailto:ataylor@stikeman.com); [leenicholson@stikeman.com](mailto:leenicholson@stikeman.com); [navis@stikeman.com](mailto:navis@stikeman.com); [james.conlan@faegredrinker.com](mailto:james.conlan@faegredrinker.com); [mike.gustafson@faegredrinker.com](mailto:mike.gustafson@faegredrinker.com); [patrick.jackson@faegredrinker.com](mailto:patrick.jackson@faegredrinker.com); [ian.bambrick@faegredrinker.com](mailto:ian.bambrick@faegredrinker.com); [jay.jaffe@faegredrinker.com](mailto:jay.jaffe@faegredrinker.com); [raphaela.cotoulas@faegredrinker.com](mailto:raphaela.cotoulas@faegredrinker.com); [fosterj@bennettjones.com](mailto:fosterj@bennettjones.com); [diane.winters@justice.gc.ca](mailto:diane.winters@justice.gc.ca); [rakhee.bhandari@justice.gc.ca](mailto:rakhee.bhandari@justice.gc.ca); [scott.caverley@fengate.com](mailto:scott.caverley@fengate.com); [andrew.denuzzo@fengate.com](mailto:andrew.denuzzo@fengate.com); D. J. Miller <[DJMiller@tgf.ca](mailto:DJMiller@tgf.ca)>; Alexander Soutter <[ASoutter@tgf.ca](mailto:ASoutter@tgf.ca)>; [dpeat@dv-law.com](mailto:dpeat@dv-law.com); [mflorez@dv-law.com](mailto:mflorez@dv-law.com); [mspence@airdberlis.com](mailto:mspence@airdberlis.com); [jnemers@airdberlis.com](mailto:jnemers@airdberlis.com); [francois.viau@gowlingwlg.com](mailto:francois.viau@gowlingwlg.com); [alexandre.forest@gowlingwlg.com](mailto:alexandre.forest@gowlingwlg.com); [tbatty@fieldlaw.com](mailto:tbatty@fieldlaw.com); [albert.tai@quadreal.com](mailto:albert.tai@quadreal.com); [afshan.naveed@dentons.com](mailto:afshan.naveed@dentons.com); [michael.davies@dentons.com](mailto:michael.davies@dentons.com); [andrisoia@bennettjones.com](mailto:andrisoia@bennettjones.com); [lewismv@bennettjones.com](mailto:lewismv@bennettjones.com); [michael.beeforth@dentons.com](mailto:michael.beeforth@dentons.com); [todd.davidson@dentons.com](mailto:todd.davidson@dentons.com)

**Cc:** Bobby Kofman <[bkofman@ksvadvisory.com](mailto:bkofman@ksvadvisory.com)>; [zweigs@bennettjones.com](mailto:zweigs@bennettjones.com)

**Subject:** CCAA proceedings of Guardian Financial Corp. et al

All,

Pursuant to an order of the Ontario Superior Court of Justice (Commercial List) made on August 31, 2020 (the "CCAA Order"), KSV Restructuring Inc. was appointed as monitor (the "Monitor") of Guardian Financial Corp. and other entities listed on Schedule "A" (attached).

Pursuant to Paragraph 27 of the CCAA Order, the Court ordered, among other things, that the E-Service Protocol of the Commercial List shall be approved and adopted in these proceedings. Pursuant to the E-Service Protocol, the Monitor is sending this email to identify itself as the "E-Service List Keeper" and to advise that: (i) you have been placed on the E-Service List; (ii) court documents will be validly served upon proposed stakeholders by email; and (iii) any stakeholder on the E-Service List may serve court documents on any other stakeholder on the E-Service List in accordance with the E-Service Protocol.

Please see the following link for more information on the E-Service Protocol:

<http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial/>

Please see the following link for the Court materials posted on the Monitor's website:

<https://www.ksvadvisory.com/insolvency-cases/case/rgn-national-business-centers>

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Mitch Vininsky  
Managing Director

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

Proceeding commenced at Toronto

**AFFIDAVIT OF ROXANA G. MANEA  
(sworn September 22, 2020)**

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**Alexander Soutter** (LSO #72043T)  
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Lawyers for CT Tower Investments Inc.