



No. S235026  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36**

**AND**

**IN THE MATTER OF THE CANADA BUSINESS CORPORATIONS ACT, R.S.C. 1985 c. C-44 and THE BUSINESS CORPORATIONS ACT, S.B.C. 2002, c. 57**

**AND**

**IN THE MATTER OF THE JOSEPH RICHARD HOSPITALITY GROUP LTD. AND THOSE PARTIES LISTED ON SCHEDULE "A"**

**PETITIONERS**

**ORDER MADE AFTER APPLICATION**

**(DISTRIBUTION)**

)	)	
)	)	
)	)	
BEFORE )	THE HONOURABLE JUSTICE )	MAY 9, 2024
)	FITZPATRICK )	
)	)	
)	)	

THE APPLICATION of the Petitioners coming on for hearing at Vancouver, British Columbia, on the 9<sup>th</sup> day of May, 2024; AND ON HEARING Tevia Jeffries, counsel for the Petitioners, and those other counsel listed on Schedule "B" hereto; AND UPON READING the material filed, including the Third Affidavit of Ryan Richard Moreno, made April 29, 2024, and the Seventh Report of Ernst & Young Inc. ("EY"), in its capacity as Monitor of the Petitioners; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the "CCAA"), the *British Columbia Supreme Court Civil Rules*, and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service and filing of the Notice of Application is hereby abridged and validated such that this Notice of Application is properly returnable today and hereby dispenses with further service thereof.

2. The Petitioners and EY are hereby authorized to distribute the net sale proceeds of sale of the Purchased Assets (as defined in the Approval and Vesting Order granted by this Court on March 8, 2024) as follows:

- (a) first, to EY in trust for distribution to Farris LLP, EY, and Bennett Jones LLP (collectively, the “**Administration Charge Beneficiaries**”):
  - (i) \$250,000 on account of amounts owed by the Petitioners to the Administration Charge Beneficiaries for fees and costs incurred prior to May 1, 2024, in final satisfaction of all amounts secured by the Administration Charge (as defined in the Amended and Restated Initial Order granted by this Court on July 27, 2023 (the “**ARIO**”));
  - (ii) \$75,000 in final satisfaction of amounts owed by the Petitioners to the Administration Charge Beneficiaries for fees and costs incurred prior to May 1, 2024, except as may be paid in respect of subparagraph (iii) below; and
  - (iii) the amount required to pay the fees and expenses of the Administration Charge Beneficiaries incurred in relation to the applications for this order and the orders of even date substituting the Monitor and approving a sale process;
- (b) second, the remaining funds to Canadian Western Bank (“**CWB**”) on account of the secured pre-filing indebtedness of 1164312 B.C. Ltd. to CWB

(collectively, the “**Distributions**”), provided however that nothing in this Order shall detract from the obligation of EY and its legal counsel to pass their accounts pursuant to paragraph 36 of the ARIO.

3. Notwithstanding:

- (a) the pendency of these proceedings;
- (b) any assignment in bankruptcy or any petition for a bankruptcy order now or hereafter issued pursuant to the Bankruptcy and Insolvency Act (the “**BIA**”) and any order issued pursuant to any such petition;
- (c) any application for a receivership order; or
- (d) any provisions of any federal or provincial legislation;

the Distributions contemplated by this Order shall be made free and clear of any Claims and Encumbrances, shall be binding on any trustee in bankruptcy or receiver that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, as against the Petitioners, EY, and any party receiving payments, distributions, and disbursements pursuant to this Order, and shall not constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

4. Without limiting the protections afforded to EY pursuant to orders made in these proceedings, under the CCAA or at law, EY shall not incur any liability nor obligation as a result of authorizing or making the Distributions pursuant to this Order.

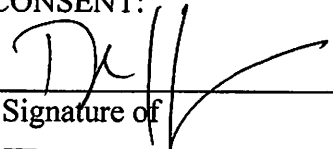
**GENERAL**

5. THIS COURT REQUESTS the aid and recognition of other Canadian and foreign Courts, tribunal, regulatory or administrative bodies, including any Court or administrative tribunal of any federal or State Court or administrative body in the United States of America, to act in aid of and

to be complementary to this Court in carrying out the terms of this Order where required. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Petitioners 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 Monitor in any foreign proceeding, or to assist the Petitioners and the Monitor and their respective agents in carrying out the terms of this Order.



6. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
\_\_\_\_\_  
Signature of

Lawyer for Petitioners

**Tevia Jeffries**

By the Court   
  
\_\_\_\_\_  
Registrar



**SCHEDULE "A" - LIST OF PETITIONERS**

1138279 B.C. Ltd.
1164312 B.C. Ltd.
Ad Prolem Capital Investments Ltd.
Clover 67 Private Dining Room Ltd.
Edith & Arthur Public House Ltd.
Joseph Bourque Investments Ltd.
Joseph Richard Hospitality Group Ltd.
Joseph Richard Investments Ltd
Joseph Richard IP Holdings Ltd.
Joseph Richard Management Ltd.
JRG Canteen Virtual Kitchen Ltd.
JRG Clover Station LRS Ltd.
JRG Cloverdale Holdings Ltd.
JRG Cloverdale Ventures Ltd.
JRG Foodhall (Vancouver) Ventures Ltd.
JRG Glass House Estates Winery Ltd.
JRG Ledgeview Holdings Ltd.
JRG Steveston Hotels Ltd.
JRG Systems Ltd.
JRG Whiskey Charlie Cafe, Pitt Meadows Ltd.
Livelyhood Public House Ltd.
Micky's Investments (Coquitlam) Ltd.
Monkey See Tiki Bar Ltd.
Oak & Thorne Public House Ltd.
Oceanside Yacht Club And Public House Ltd.
S & L Kitchen & Bar Holdings Abbotsford Ltd.
S & L Kitchen & Bar Holdings Langley Ltd.
S & L Kitchen & Bar Holdings South Surrey Ltd.
Steveston Hospitality Services Ltd.
Sudo Asian Kitchen Holdings (Langley) Ltd.
The Italian Osteria and Cheese Bar Ltd.
The Phat Bird Public House Ltd.
The Study Public House Ltd.
Townhall Holdings (Abbotsford) Ltd.
Townhall Holdings (Chilliwack) Ltd.
Townhall Holdings (Coquitlam) Ltd.

Townhall Holdings (Maple Ridge) Ltd.
Townhall Holdings (South Surrey) Ltd.
Townhall Holdings Ltd.
Whiskey Charlie Holdings Ltd.

**Non-Petitioner Entities:**

Blank Canvas Catering Ltd.  
JRG Queens LRS Ventures Ltd.  
JRG Chilliwack Holdings Ltd.  
JRG Growth Ventures Ltd.  
JRG Published Holdings Ltd.  
JRG Whip Holdings Ltd.

**Schedule "B"**

(List of Counsel)

<b>Counsel</b>	<b>Party</b>
Tevia Jeffries	Petitioners
<del>David Gruber</del>	<del>Monitor – Ernst &amp; Young</del>
William Roberts	Bank of Montreal
Kibben Jackson, Lisa Hiebert, Mishaal Gill	Canadian Western Bank
Aaron Welch	Ministry of Attorney General
Lance Williams & Ashley Bowron	MNP