

No. S-235026
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 AND STAY EXTENSION ORDER)**

BEFORE THE HONOURABLE)
MADAM JUSTICE FITZPATRICK) TUESDAY, THE 28TH DAY
) OF JANUARY, 2025

ON THE APPLICATION of MNP Ltd. ("**MNP**"), in its capacity as the court-appointed monitor (the "**Monitor**") of the Petitioners, coming on for hearing at Vancouver, British Columbia, on the 28th day of January, 2025; AND ON HEARING Ashley Bowron, counsel for the Petitioners, and ~~those other counsel listed on Schedule "B" hereto;~~ AND UPON READING the material filed, including the Fifth Monitor's Report, dated January 24, 2025 (the "**Fifth Monitor Report**"; 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:

SERVICE

1. The time for service of this Notice of Application and supporting materials is hereby abridged such that the Notice of Application is properly returnable today.

STAY EXTENSION

2. The Stay Period originally granted in the Amended and Restated Initial Order, pronounced July 27, 2024, and as recently extended to January 31, 2025 in the Order Made After Application (Re: Distribution and Stay Extension), pronounced December 2, 2024, is hereby extended up to and including March 31, 2025.

DISTRIBUTION


3. The Monitor is authorized to distribute the remaining proceeds received by the Monitor from the Real Estate Transaction (as defined in the Real Estate Approval and Vesting Order, pronounced December 2, 2024) up to and including \$6,530,000 to the Canadian Western Bank (the "**Distribution**").
4. The Monitor is authorized to take all necessary steps and actions to effect the Distribution in accordance with the provisions of this Order, and shall not incur any liability as result of making the Distribution.
5. Notwithstanding:
 - (a) the pendency of these CCAA proceedings;
 - (b) any application for a bankruptcy or receivership order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (the "**BIA**") or other applicable legislation in respect of the Petitioners and any bankruptcy or receivership order issued pursuant to any such applications;
 - (c) any assignment in bankruptcy made in respect of the Petitioners; and
 - (d) and any provisions of any federal or provincial legislation,

the Distribution shall be made free and clear of all encumbrances and shall be binding on any trustee in bankruptcy or receiver that may be appointed in respect of the Petitioners 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, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

6. The Monitor and/or any of the Petitioners shall be entitled to deduct and withhold from any Distribution such amounts as may be required to be deducted or withheld with respect to such Distribution under any applicable tax legislation and to remit such amounts to the appropriate governmental authority or other person entitled thereto. To the extent that amounts are so withheld or deducted and remitted to the appropriate governmental authority or other person, such withheld or deducted amounts shall be treated for all purposes as having been paid pursuant to this Order to such person as the remainder of the Distribution in respect of which such withholding or deduction was made.

7. Any payments, distributions and disbursements made under this Order shall not constitute a "distribution" by any person and the Monitor shall not constitute a "legal representative" or "representative" for the purposes of section 159 of the *Income Tax Act (Canada)*, section 270 of the *Excise Tax Act (Canada)*, section 23 of the *Canada Pension Plan Act (Canada)*, section 86 of the *Employment Insurance Act (Canada)*, and section 97.39 of the *Customs Act (Canada)*, or any other similar federal, provincial or territorial tax legislation (collectively, the "**Tax Statutes**"), and the Monitor, in making any such distributions, disbursements or payments, as applicable, is merely a disbursing agent under this Order, and is not exercising any discretion in making such distributions, disbursements, or payments under this Order and no person is "distributing", nor shall be considered to "distribute" nor have "distributed", such funds for the purpose of the Tax Statutes. Further, the Monitor shall not incur any liability under the Tax Statutes in respect of its making any payments, distributions or disbursements ordered or permitted under this Order, and are hereby forever released and discharged from any claims against it, him or her under or pursuant to the Tax Statutes or otherwise at law, arising in respect of any such payments, distributions or disbursements made under this Order and any claims of this nature are hereby forever barred.

GENERAL

8. ~~Endorsement of this Order by counsel appearing on this application, other than counsel for the Monitor, is hereby dispensed with.~~ 

THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Monitor and its 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

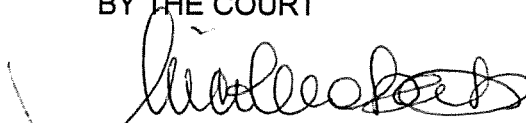
THE FOLLOWING PARTIES APPROVE OF THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Lawyer for MNP Ltd..
McCarthy Tétrault LLP
(H. Lance Williams and Ashley Bowron)



BY THE COURT



REGISTRAR



SCHEDULE "A"

LIST OF PETITIONERS

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