



S-235026

No. _____
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

PETITION TO THE COURT

This proceeding is brought by the Petitioners for the relief set out in Part 1 below.

If you intend to respond to this petition, you or your lawyer must

- (a) file a response to petition in Form 67 in the above-named registry of this court within the time for response to petition described below, and
- (b) serve on the petitioners
 - (i) 2 copies of the filed response to petition, and
 - (ii) 2 copies of each filed affidavit on which you intend to rely at the hearing.

Orders, including orders granting the relief claimed, may be made against you, without any further notice to you, if you fail to file the response to petition within the time for response.

Time for response to petition

A response to petition must be filed and served on the petitioners,

- (a) if you were served with the petition anywhere in Canada, within 21 days after that service,
- (b) if you were served with the petition anywhere in the United States of America, within 35 days after that service,
- (c) if you were served with the petition anywhere else, within 49 days after that service, or
- (d) if the time for response has been set by order of the court, within that time.

(1) The address of the registry is:	800 Smithe Street, Vancouver
(2) The ADDRESS FOR SERVICE of the petitioners is:	c/o Farris LLP
Fax number address for service (if any) of the petitioners	N/A
E-mail address for service (if any) of the petitioners:	rmorse@farris.com, tjeffries@farris.com, slun@farris.com
(3) The name and office address of the petitioners' lawyer is:	Farris LLP Barristers & Solicitors 2500 - 700 West Georgia Street Vancouver, British Columbia V7Y 1B3 Attention: Rebecca Morse, Tevia Jeffries, Sandy Lun
Fax number address for service of the petitioners' lawyer is:	None
E-mail address for service (if any) of the petitioners:	rmorse@farris.com, tjeffries@farris.com, slun@farris.com

CLAIM OF THE PETITIONERS

Part 1: ORDERS SOUGHT

1. The Petitioners seek an order in the form attached hereto as Schedule "B" (the "Initial Order") for certain relief pursuant to the *Companies' Creditors Arrangement Act* R.S.C. 1985, c. C-36, as amended (the "CCAA"), including, *inter alia*:
 - (a) abridging the time for service of this Petition and the Petition Record and dispensing with further service thereof other than in accordance with the Initial Order;
 - (b) a declaration that the CCAA applies to the Petitioners;
 - (c) an order that the CCAA proceedings be consolidated for administrative purposes
 - (d) appointing Ernst & Young Inc. ("EY") as an officer of this Court to monitor the assets, business, and affairs of the Petitioners (in such capacity, the "Monitor");

- (e) staying all proceedings, enforcement processes, and remedies taken, or that might be taken in respect of the Petitioners or any of their property, except as otherwise set out in the Initial Order;
- (f) authorizing and permitting the Petitioners to file with this Court a formal plan or plans (the “**Plan**” and “**Plans**”, respectively) of compromise and arrangement between the Petitioners and one or more classes of their creditors pursuant to the provisions of the CCAA;
- (g) authorizing the Petitioners to carry on business in a manner consistent with the preservation of their property and business and to make payments in respect of certain pre-filing obligations and to certain critical supplies and service providers;
- (h) authorizing the Petitioners to continue to utilize the central cash management system currently in place as described in the Affidavit #1 of André Joseph Bourque or replace it with another substantially similar central cash management system (the “**Cash Management System**”);
- (i) granting the following charges over the assets, property, and undertakings of the Petitioners in priority to all other creditors of the Petitioners and which shall have the relative priority as set out below, as security for the obligations of the Petitioners to the beneficiaries of the following charges:
 - (i) firstly, an administrative charge in favour of the Petitioners’ counsel, the Monitor, and the Monitor’s counsel;
 - (ii) second, a directors’ and officers charge; and
 - (iii) third, an interim financing charge in favour of an interim lender, if necessary.
- (j) defining the classes of creditors of the Petitioners for the purposes of a meeting or meetings with respect to, and voting on, any Plan or Plans that may be filed;

- (k) that, upon filing a Plan, the Petitioners may call a meeting or meetings of the affected classes of its creditors to vote upon such a plan;
- (l) such directions as may be required from time to time respecting the presentation of a Plan to the Petitioners' creditors, proofs of claim, conduct of meetings, and related matters;
- (m) sanctioning and approving any Plan with such amendments as may be proposed by the creditors of the Petitioners and approved by the Petitioners or as may be proposed by the Petitioners;
- (n) that the orders in this proceeding shall have full force and effect in all provinces and territories of Canada and any other foreign country where creditors of the Petitioners are domiciled;
- (o) that the Petitioners shall be authorized and empowered, but not required to:
 - (i) apply as they may consider necessary or desirable, with or without notice, to any other court, tribunal, regulatory, administrative or other body, wherever located, for orders to recognize the Initial Order and/or to assist in carrying out the terms of the Initial Order and any subsequent orders of this Court; and
 - (ii) act as a foreign representative in respect of these proceedings for the purpose of having these proceedings recognized and/or aided in a jurisdiction outside Canada;
- (p) requesting the aid and recognition of other Canadian and foreign courts, tribunals, regulatory, administrative and other bodies, including, without limitation, 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 the Initial Order where required;
- (q) an order that the Petitioners be at liberty to serve all orders and materials (including a Plan) in this proceeding on any of their creditors by forwarding true copies thereof

by prepaid ordinary mail, courier, personal delivery, fax, or email to the Petitioners' creditors at their respective addresses as last shown on the records of the Petitioners, and any such service or notice by courier, personal delivery, fax, or email shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing;

- (r) scheduling a comeback hearing (the "**Comeback Hearing**") for July 26, 2023, or some other date and time to be set by this Court; and
- (s) such further and other relief as the Petitioners may request and this Honourable Court may deem just.

Part 2: FACTUAL BASIS

Overview

2. The Petitioners operate a series of restaurants, pubs, liquor stores, events and hospitality businesses, and wineries in the Lower Mainland. They are known collectively as "the Joseph Richard Group".
3. While the Petitioners' financial difficulties were driven by a variety of factors, their current need for protection under the CCAA largely stems from the impact of COVID-19 on their hospitality businesses over the past three and a half years. The impact of COVID-19 on the hospitality sector, including government-mandated shutdowns and decreased operating capacity, coupled with the debt taken on to support the hospitality businesses over that time and increasing interest rates, amongst other factors, have all contributed to a debt load that these businesses cannot sustain.
4. While the other areas of the Petitioners' businesses have not seen the same difficulties as the restaurants, pubs, and events businesses, many of the Petitioners are borrowers or guarantors on the debt incurred to keep those hospitality businesses in operation.
5. While the other areas of the Petitioners' businesses have not seen the same difficulties as the restaurants, pubs, and events businesses, many of the Petitioners are borrowers or guarantors on the debt incurred to keep those hospitality businesses in operation.

6. André Joseph Bourque and Ryan Richard Moreno are the founders of the Joseph Richard Group. Mr. Bourque is the sole shareholder and sole director of his holding company, Joseph Bourque Investments Ltd. ("**Bourque Investments**"). Mr. Moreno is the majority shareholder and sole director of his holding company, Ad Prolem Capital Investments Ltd. ("**Ad Prolem**").
7. Personally, and indirectly through their respective holding companies, Mr. Bourque and Mr. Moreno own controlling shares in Joseph Richard Investments Ltd., Joseph Richard Management Ltd., Joseph Richard IP Holdings Ltd., and Joseph Richard Hospitality Group Ltd. (collectively with Bourque Investments and Ad Prolem, the "**Holding Companies**").
8. George Tachejian owns a minority interest in Joseph Richard Hospitality Group Ltd.

The Joseph Richard Hospitality Group Ltd.

9. Directly and indirectly, Mr. Bourque, Mr. Moreno, Mr. Tachejian, and the Holding Companies own controlling shares in the following companies:
 - (a) JRG Cloverdale Holdings Ltd., which owns a building in Surrey, British Columbia (the "**Clover Building**"), that houses the current head office of the Joseph Richard Group;
 - (b) 1164312 B.C. Ltd., which owns a strata development (the "**Rooster Building**") in Pitt Meadows, British Columbia;(together (a) through (b), the "**Real Estate Entities**"); and
 - (c) JRG Cloverdale Ventures Ltd., which operates The Henry, a bar in Surrey located in the Clover Building;
 - (d) S & L Kitchen & Bar Holdings Abbotsford Ltd., which operates S+L Kitchen & Bar Abbotsford, a restaurant in Abbotsford, British Columbia;

- (e) S & L Kitchen & Bar Holdings Langley Ltd., which operates S+L Kitchen & Bar Langley, a restaurant in Langley, British Columbia;
- (f) S & L Kitchen & Bar Holdings South Surrey Ltd. , which operates S+L Kitchen & Bar South Surrey, a restaurant in Surrey;
- (g) Livelyhood Public House Ltd., which operates Livelyhood, a pub restaurant in Port Moody, British Columbia;
- (h) Oak & Thorne Public House Ltd. which operates Oak & Thorne, a bar in Langley;
- (i) Whiskey Charlie Holdings Ltd., which operates Whiskey Charlie, a café at the Pitt Meadows Airport in Pitt Meadows;
- (j) Blank Canvas Catering Ltd., which operates Blank Canvas Catering, a private dining and catering company in the Lower Mainland, British Columbia;
- (k) JRG Ledgeview Holdings Ltd., which operates Tavern on the Green, a pub restaurant, and Hillside Event Space, a private event space, both at the Ledgeview golf course in Abbotsford;
- (l) The Italian Osteria and Cheese Bar Ltd., which operates The Italian Osteria & Cheesebar, a restaurant in Langley;
- (m) Steveston Hospitality Services Ltd., which operates:
 - (i) the Steveston Café and Hotel, a hotel in Richmond, British Columbia;
 - (ii) the Steveston Hotel Liquor Store, a liquor store in Richmond; and
 - (iii) the Buck & Ear, a bar in Richmond;
- (n) Townhall Holdings (Abbotsford) Ltd., which operates Townhall Abbotsford, a pub restaurant in Abbotsford;
- (o) Townhall Holdings (Chilliwack) Ltd., which operates Townhall Chilliwack, a pub restaurant in Chilliwack, British Columbia;

(p) Townhall Holdings (Maple Ridge) Ltd., which operates Townhall Maple Ridge, a pub restaurant in Maple Ridge, British Columbia;

(q) Townhall Holdings Ltd., which operates Townhall Langley, a pub restaurant in Langley;

(collectively (c) through (q), the “**Hospitality Entities**”); and

(r) Edith & Arthur Public House Ltd. which used to operate Edith & Arthur Neighbourhood Public House, a bar in Surrey that has now closed;

(s) The Study Public House Ltd., which used to operate Study Public House, a pub restaurant at Simon Fraser University in Burnaby, that has now closed;

(t) Oceanside Yacht Club and Public House Ltd., which used to operate Oceanside Public House, a bar in White Rock, British Columbia, that has now closed;

(u) Sudo Asian Kitchen Holdings (Langley) Ltd. (“**Sudo**”), which used to operate Sudo Asian Kitchen, a restaurant in Langley that was planned to open prior to the pandemic;

(collectively (r) through (u), the “**Former Hospitality Entities**”); and

(v) Clover 67 Private Dining Room Ltd., which is planning to open and operate a private dining room in the Clover Building;

(w) The Phat Bird Public House Ltd., which is developing a pub restaurant in the Rooster Building;

(x) Monkey See Tiki Bar Ltd., which is developing a tiki bar in the Clover Building;

(y) JRG Foodhall (Vancouver) Ventures Ltd. (“**Foodhall**”), which is developing a food hall in the Post redevelopment in downtown Vancouver;

(collectively (v) through (y), the “**Future Hospitality Entities**”); and

(z) JRG Clover Station LRS Ltd., which operates a liquor store in Surrey;

- (aa) JRG Glass House Estates Winery Ltd., which operates a winery in Langley;
 - (bb) JRG Queens LRS Ventures Ltd., which operates a liquor store in New Westminster, British Columbia;

(collectively (z) through (bb), the “**Beverage Entities**”); and
 - (cc) 1138279 B.C. Ltd., a holding company with no current projects;
 - (dd) JRG Whip Holdings Ltd., a holding company with no current projects;
 - (ee) JRG Whiskey Charlie Cafe, Pitt Meadows Ltd., a holding company with no current projects;
 - (ff) JRG Published Holdings Ltd., a holding company with no current projects;
 - (gg) JRG Systems Ltd., a holding company with no current projects;
 - (hh) JRG Chilliwack Holdings Ltd., a holding company with no current projects;
 - (ii) JRG Canteen Virtual Kitchen Ltd., a holding company with no current projects;
 - (jj) Lowercase Capital Consulting Ltd., a holding company with no current projects;
 - (kk) JRG Growth Ventures Ltd., a holding company with no current projects;
 - (ll) JRG Steveston Hotels Ltd., a holding company with no current projects; and

(collectively (cc) through (ll), the “**Inactive Entities**”)
10. JRG Systems Ltd. is a corporation organized pursuant to the laws of the Country of Canada and is registered extraprovincially in the Province of British Columbia, with an address for service in these proceedings at 2500-700 West Georgia Street, Vancouver, BC, V7Y 1B3.
11. Joseph Richard Hospitality Group Ltd. and the remaining Petitioners listed at Schedule “A” are corporations organized pursuant to the laws of the Province of British

Columbia, with an address for service in these proceedings at 2500-700 West Georgia Street, Vancouver, BC, V7Y 1B3.

Assets and Operations

12. Each of the Hospitality Entities (save for JRG Cloverdale Ventures Ltd.) and the Beverage Entities operates on a leased premises, pursuant to a lease agreement with their respective third-party landlords, discussed below. JRG Cloverdale Ventures Ltd. operates the Henry pursuant to a lease with JRG Cloverdale Holdings Ltd.
13. In addition, Sudo remains party to a lease that has not yet expired. The Study Public House Ltd. entered into a settlement agreement with Simon Fraser University with respect to the remainder of the term of its lease, and the amounts owing under this agreement are still being paid. The other Former Hospitality Entities are parties to leases that have expired by their own terms.
14. Foodhall is also party to a lease that provides for certain tenant improvements and other terms regarding the development and future operation of the food hall business.
15. The Hospitality Entities' primary asset is its goodwill in the hospitality industry. The Joseph Richard Group is known throughout the lower mainland for their style of upscale-casual pub restaurants. The Joseph Richard Group was the Western Canada Hospitality group of the year in 2019 and was listed as one of the 100 fastest-growing companies in British Columbia by Business in Vancouver in 2017 and 2018. This goodwill ensures that the Petitioners can hire and retain quality staff, which is critical to the smooth operation of the Petitioners' businesses. The Petitioners have positive relationships with suppliers and trades.
16. The Hospitality Entities' tangible assets include modest cash balances from time to time as well as inventory, and fixtures and furnishings. Inventory, apart from alcohol, is not realizable, as it is largely food product.
17. The Real Estate Entities are the only Petitioners with significant realizable assets in the form of the Rooster Building and the Clover Building (the "**Lands**"). The Rooster

Building is currently worth approximately \$4.7 million and will likely be worth approximately \$6.1 million once the development is complete. The Clover Building is currently worth approximately \$16.4 million.

18. The Former Hospitality Entities, the Future Hospitality Entities, and the Inactive Entities have few if any realizable assets.
19. The Petitioners have approximately 830 employees. Of these 830 employees, 84 are salaried management positions, and the remaining employees are in non-management positions and are paid based on hourly rates.
20. Prior to the COVID-19 pandemic, the Joseph Richard Group had nearly 1000 employees across its various entities.

Cash Management

21. The Petitioners currently manage their cash on a consolidated and pooled basis.
22. While the Petitioners maintain separate bank accounts with separate balances for each of the Petitioner entities, cash is transferred between entities in the ordinary course of business to smooth out the cash flows of each individual Petitioner entity. There is one bookkeeper and fractional financial accountant who review the accounts of each Petitioner entity and ensure that intercompany transfers are completed as needed. Where one Petitioner entity has a shortfall, funds are transferred from another Petitioner entity. These intercompany transfers are then documented as intercompany loans.

Liabilities

Loan Agreements – Canadian Western Bank

23. The Petitioners' primary secured lender is Canadian Western Bank ("CWB").
24. Joseph Richard Investments Ltd. is the primary borrower on one term loan and two project loans from CWB (the "2018 Facilities"), with a current aggregate outstanding amount of approximately \$13.6 million.

25. The following Petitioners are guarantors to the 2018 Facilities:

- (a) Ad Prolem Capital Investments Ltd.;
- (b) Joseph Bourque Investments Ltd.;
- (c) Joseph Richard IP Holdings Ltd.;
- (d) Joseph Richard Hospitality Group Ltd.;
- (e) Townhall Holdings (Abbotsford) Ltd.;
- (f) Joseph Richard Management Ltd.;
- (g) Steveston Hospitality Services Ltd.;
- (h) Sudo Asian Kitchen Holdings (Langley) Ltd.;
- (i) The William Public House Ltd. (now The Phat Bird Public House Ltd.);
- (j) JRG Cloverdale Ventures Ltd.;
- (k) Edith & Arthur Public House Ltd.;
- (l) Oceanside Yacht Club and Public House Ltd.;
- (m) Oak & Thorne Public House Ltd.;
- (n) The Italian Osteria and Cheese Bar Ltd.;
- (o) Townhall Holdings (Chilliwack) Ltd.;
- (p) Townhall Holdings (Maple Ridge) Ltd.;
- (q) Townhall Holdings Ltd.;
- (r) S & L Kitchen & Bar Holdings Langley Ltd.;
- (s) S & L Kitchen & Bar Holdings South Surrey Ltd.;

- (t) S & L Kitchen & Bar Holdings Abbotsford Ltd.; and
 - (u) JRG Cloverdale Holdings Ltd.
26. JRG Cloverdale Holdings Ltd. and 1164312 B.C. Ltd. are the primary borrowers on two term loans from CWB (the “**2022 Facilities**”), with a current aggregate outstanding amount of approximately \$15.2 million.
27. The following Petitioners are guarantors to the 2022 Facilities:
- (a) Joseph Richard Investments Ltd.;
 - (b) Ad Prolem Capital Investments Ltd.;
 - (c) Joseph Bourque Investments Ltd.;
 - (d) Joseph Richard IP Holdings Ltd.;
 - (e) Joseph Richard Management Ltd.;
 - (f) Joseph Richard Hospitality Group Ltd.;
 - (g) Townhall Holdings (Abbotsford) Ltd.;
 - (h) Townhall Holdings (Maple Ridge) Ltd.;
 - (i) Townhall Holdings Ltd.;
 - (j) JRG Cloverdale Ventures Ltd.;
 - (k) Edith & Arthur Public House Ltd.;
 - (l) Townhall Holdings (Chilliwack) Ltd.;
 - (m) The Italian Osteria and Cheese Bar Ltd.;
 - (n) Oak & Thorne Public House Ltd.;
 - (o) S & L Kitchen & Bar Holdings Langley Ltd.;

- (p) S & L Kitchen & Bar Holdings Abbotsford Ltd.;
 - (q) S & L Kitchen & Bar Holdings South Surrey Ltd.;
 - (r) Steveston Hospitality Services Ltd.;
 - (s) Sudo Asian Kitchen Holdings (Langley) Ltd.;
 - (t) The Study Public House Ltd.;
 - (u) The Phat Bird Public House Ltd.;
 - (v) Livelyhood Public House Ltd.; and
 - (w) JRG Foodhall (Vancouver) Ventures Ltd.
28. Mr. Bourque and Mr. Moreno are guarantors to both the 2018 Facilities and the 2022 Facilities.
29. In addition, in connection with the COVID-19 pandemic, the Petitioners entered into a further loan agreement with CWB pursuant to the Business Credit Availability Program (“BCAP”), in the amount of \$5.6 million (the “BCAP Facility” collectively, with the 2018 Facilities and the 2022 Facilities the “CWB Facilities”).
30. As security for the CWB Facilities, JRG Cloverdale Holdings Ltd. and 1164312 B.C. Ltd. executed mortgages and assignments of rents in respect of the Lands and in the amount of \$21.6 million.
31. The Petitioners’ obligations to CWB are further secured by first position personal property security registered in British Columbia in favour of CWB, and assignments of book debts and subordination, postponement, and assignment agreements in favour of CWB.
32. At present, the obligation of the Petitioners to CWB total approximately \$34.4 million.
33. Taken together, the Petitioners’ monthly debt servicing payments to CWB are approximately \$330,000/month.

34. The Petitioners will be seeking to re-structure their CWB debt to reduce the principal amount owing and lengthen the amortization period to reduce the monthly carrying costs of their CWB Facilities.

Loan Facilities – Bank of Montreal

35. The Petitioners have the following loan facilities with the Bank of Montreal (collectively, the “**BMO Facilities**”):
- (a) Monkey See Tiki Bar has a term facility;
 - (b) JRG Queens LRS Ventures has a term facility; and
 - (c) JRG Ledgeview has a term facility.
36. The BMO Facilities are guaranteed and cross-collateralized among the following Petitioners:
- (a) JRG Glass House Estate Winery Ltd.;
 - (b) Monkey See Tiki Bar Ltd.;
 - (c) JRG Ledgeview Holdings Ltd.;
 - (d) JRG Queens LRS Ventures Ltd.; and
 - (e) Blank Canvas Catering Ltd.
37. The BMO Facilities are also guaranteed by Mr. Bourque and Mr. Moreno.
38. The Petitioners’ obligations to BMO are secured by first position personal property security registered in British Columbia in favour of BMO.
39. At present, the total obligation of the Petitioners to BMO is approximately \$2.3 million.

Loan Facilities –CEBA

40. In addition to the above, the Joseph Richard Group also received Canadian Emergency Business Assistance (“CEBA”) loans during the pandemic. I have not been able to locate the documents relating to these loans; however, I believe that the balance owing in respect of the CEBA loans is approximately \$600,000.

Taxes and Source Deductions

41. The Petitioners also have significant liabilities to Canada Revenue Agency (“CRA”) relating to source deductions, income tax, and goods and services tax (“GST”) remittances. The Petitioners are also indebted to the Province of British Columbia in respect of provincial sales tax (“PST”) remittances.
42. The following Petitioners owe source deductions in the aggregate amount of approximately \$4.7 million:
- (a) JRG Cloverdale Ventures Ltd.;
 - (b) JRG Ledgeview Holdings Ltd.;
 - (c) Oak & Thorne Public House Ltd.;
 - (d) The Study Public House Ltd.;
 - (e) Townhall Holdings Maple Ridge Ltd.;
 - (f) S & L Kitchen & Bar Holdings Abbotsford Ltd.;
 - (g) S & L Kitchen & Bar Holdings Langley Ltd.;
 - (h) S & L Kitchen & Bar Holdings South Surrey Ltd.;
 - (i) The Italian Osteria and Cheese Bar Ltd.;
 - (j) JRG Clover Station LRS Ltd.; and

- (k) Joseph Richard Management Ltd.
43. Oak & Thorne Public House Ltd. owes corporate income tax arrears to CRA in the aggregate amount of approximately \$24,700.
44. The following Petitioners owe GST in an aggregate amount of approximately \$440,000:
- (a) JRG Cloverdale Ventures Ltd.;
 - (b) Oak & Thorne Public House Ltd.;
 - (c) Townhall Holdings Chilliwack Ltd.;
 - (d) Townhall Holdings Ltd.;
 - (e) Townhall Holdings Maple Ridge Ltd.;
 - (f) S & L Kitchen & Bar Holdings Abbotsford Ltd.;
 - (g) S & L Kitchen & Bar Holdings Langley Ltd.;
 - (h) S & L Kitchen & Bar Holdings South Surrey Ltd.;
 - (i) The Italian Osteria and Cheese Bar Ltd.;
 - (j) Blank Canvas Catering Ltd.; and
 - (k) JRG Cloverdale Holdings Ltd.
45. The following Petitioners owe PST in an aggregate amount of approximately \$912,000:
- (a) JRG Cloverdale Ventures Ltd.;
 - (b) Oak & Thorne Public House Ltd.;
 - (c) Steveston Hospitality Services Ltd.,
 - (d) Townhall Holdings Chilliwack Ltd.;
 - (e) Townhall Holdings Ltd.;

- (f) Townhall Holdings Maple Ridge Ltd.;
- (g) S & L Kitchen & Bar Holdings Abbotsford Ltd.
- (h) S & L Kitchen & Bar Holdings Langley Ltd.
- (i) S & L Kitchen & Bar Holdings South Surrey Ltd.
- (j) The Italian Osteria and Cheese Bar Ltd.;
- (k) JRG Clover Station LRS;
- (l) JRG Queens LRS Ventures Ltd; and
- (m) Oceanside Public House Ltd.

Leases & Other Obligations

- 46. After CRA, CWB and BMO, the primary obligations of the Petitioners are to their respective landlords. As outlined above, each of the Beverage Entities and most of the Hospitality Entities has a separate landlord or landlords, with a separate lease or leases.
- 47. In addition, Sudo Asian Kitchen has a separate landlord and a separate lease, despite never opening. Foodhall also has a lease, however no payments are currently due under this lease.
- 48. In order to maintain operations, the Petitioners have prioritized payments to their employees and critical suppliers, and they are in arrears with CRA, some of their landlords, and trade creditors.
- 49. The monthly lease payments owing by the Hospitality Entities total in the aggregate approximately \$367,000.
- 50. Sudo Asian Kitchen is behind on its lease payments (as its business has never opened). The Study Public House also terminated its lease at Simon Fraser University and is making payments under a settlement agreement in respect of that obligation.

51. In July, the following of the Hospitality Entities were unable to pay their rent and they owe an aggregate of approximately \$160,000 to their respective landlord:

- (a) S & L Kitchen & Bar Holdings South Surrey Ltd. did not pay rent in July;
- (b) JRG Queens LRS Ventures Ltd. did not pay rent in July;
- (c) Townhall Holdings Ltd. did not pay rent in July
- (d) Townhall Holdings (Maple Ridge) Ltd. did not pay rent in July;
- (e) Oak & Thorne Public House Ltd. did not pay rent in July;
- (f) Livelyhood Public House Ltd. did not pay rent in July; and
- (g) JRG Clover Station LRS Ltd. did pay rent in July.

52. In addition to the above, Steveston Hospitality Services did not pay rent in June or July and owes its landlord approximately \$60,760.

Recent Financial Difficulties

53. The Petitioners collectively ran a successful business enterprise prior to the COVID-19 pandemic; however, the Petitioners' businesses were all closed in March 2020 as a result of the COVID-19 pandemic, and re-opened gradually and intermittently throughout 2020, 2021, and 2022.

54. The Petitioners did their best to adapt their businesses to the pandemic, including by:

- (a) starting liquor delivery services from their liquor stores;
- (b) working with Wine Vikings to start a wine subscription service;
- (c) preparing and selling meal kits;
- (d) providing a grocery delivery service for a short period;

- (e) providing healthcare workers with meals and a discount program for their families; and
 - (f) finding creative ways to generate income on the sites of leased properties that were closed due to the pandemic, including holding plant sales in the parking lots of their businesses.
55. Due to the effects of the pandemic, the following businesses closed permanently and did not reopen after the shutdowns:
- (a) Edith & Arthur Public House; and
 - (b) Study Public House at Simon Fraser University.
56. Further, due to the pandemic, the Petitioners did not finish construction and open the following planned businesses:
- (a) Monkey See Tiki Bar; and
 - (b) Sudo Asian Kitchen.
57. Monkey See Tiki Bar only requires a limited investment to allow the bar to open for business. Similarly, the pub planned at the Rooster Building requires limited investment to be able to open. Clover 67 is awaiting business licensing to allow it to open for operation.
58. The Petitioners took on debt in order to survive the shutdowns and the pandemic. Taking out additional loans resulted in encumbering the Lands and pledging assets of certain businesses that were previously not guarantors on their bank facilities.
59. Notwithstanding the shutdowns and the pandemic, the Petitioners maintained payments on their debts until the end of June 2023 (and they were current with their lenders up until that time).
60. While operations improved in the Spring of 2022 with the help of subsidies, the hospitality sector has not fully recovered from the COVID-19 pandemic. To make

matters worse, once the Hospitality Entities were able to reopen to the public, the Petitioners faced further economic challenges including:

- (a) increases to minimum wage and additional paid sick days for all employees;
 - (b) labour shortages making it difficult to hire and retain staff;
 - (c) implementation of a higher employer health tax in BC;
 - (d) implementation of additional five paid sick days and an additional statutory holiday;
 - (e) supply chain issues, higher food and supply costs, higher lease rates, and increased property tax costs;
 - (f) increases in federal tax on liquor;
 - (g) increases in insurance rates; and
 - (h) increasing interest rates.
61. Recently, Restaurants Canada put out a statement saying that bankruptcy filings in foodservice have increased 116% since 2022 and half of Canadian foodservice companies are operating at a loss or just breaking even.
62. Business appears to be returning to close to 2019 revenue levels, but there has been margin compression due to increased labour and operational costs resulting in much less profitable businesses. Further, the businesses have experienced significant losses over the last 3 years and have had to service these expenses in addition to the additional bank debt.
63. All of these factors have resulted in a circumstance in which the Petitioners, who could service their lease and debt load largely prior to COVID, can no longer do so.
64. At present, the Petitioners:
- (a) collectively, cannot service their debts to CWB as they come due;

- (b) are in arrears with source deductions, and value added taxes;
 - (c) are in arrears with certain landlords, and in respect of government payables; and
 - (d) are facing various lawsuits and enforcement measures from landlords and other creditors.
65. Finally, the Petitioners have largely kept major suppliers current, but are unable to pay down supplier arrears at the same time as servicing bank debt and tax arrears.

Proposed Restructuring Plan

66. The liquidation value of the Petitioners who are obligors on the CWB Facilities and BMO Facilities is likely to be significantly less than the value of the amount owing to CWB. Accordingly, in a liquidation, CWB and BMO would recover less than the full value of their indebtedness, and other secured and unsecured creditors would recover nothing. In the event of a liquidation, the Petitioners would suffer a significant loss in goodwill and key staff. A receivership would entail either closing or operating businesses, the former of which would result in a loss of goodwill, and the latter would be difficult and costly for a receiver to operate without the involvement of present management.
67. The Petitioners need breathing room to develop a plan of compromise and arrangement to propose to their creditors. A plan of compromise and arrangement is expected to include:
- (a) A compromise of the Petitioners' obligations to CWB, BMO, trade and unsecured creditors;
 - (b) A sale process in respect of certain or all of the Petitioners' businesses and assets; and
 - (c) A sales process for certain projects that have not been completed due to the Petitioners' financial circumstances.

68. As part of the Petitioners' restructuring, the Petitioners also plan to:
- (a) Seek interim financing to support operations during the stay period and to finish the development of the pub restaurant planned in the Rooster Building and the tiki bar in the Clover Building, which will add to the Petitioners' cash flow and revenue; and
 - (b) Bring Clover 67 into operation after permits have been obtained.

Cash Flow

69. A copy of the Petitioners' projected cash flow is attached to the Affidavit #1 of André Joseph Bourque filed in this proceeding.
70. As demonstrated by this projected cash flow, the Petitioners expect to be able to sustain their operations over the next 13 weeks while restructuring their businesses (and while relieved from their heavy pre-filing debt burden). The cash flow assumes, among other things, that the Petitioners do not have to pay debt servicing payments to CWB or arrears in respect of lease payments and tax payments.
71. Those payments above total approximately \$500,000/ month. The Petitioners' cash flow projections project cash over expenses, excluding the above, demonstrate that if they make the payments the Petitioners will be, in the aggregate, cash flow negative.
72. While the Petitioners expect to be cash flow positive as a whole throughout the period of the proposed restructuring, some entities within the group may not be, and will require the support of others. In particular, the Petitioners anticipate that Lively Public House Ltd. will be cash flow negative, and will require payments from the other entities to protect and preserve the value of their assets during the restructuring period.
73. Also, limited investment is required to finish construction in relation to the businesses to be opened by The Phat Bird Public House Ltd., which is developing a pub restaurant in the Rooster Building, and Monkey See Tiki Bar Ltd., which is developing a tiki bar in the Clover Building. Clover 67 is awaiting its business license to be able to open, at which time there will be some initial start-up costs to get that business into operation.

Urgency

74. The Petitioners have missed loan payments and are facing increasing pressure from the government in respect to overdue PST and GST payments (and face the risk that they will garnish the Petitioners' accounts which only increases the strain on their cash resources).
75. In or about mid-June, the Joseph Richard Group had a discussion with BC Ministry of Finance, and they were told that they had to make installment arrear payments starting on July 17, 2023, the government would initiate enforcement steps.
76. The Petitioners urgently need the breathing space afforded by a stay of proceedings to ensure that they have cash to cover upcoming payroll and other critical operating expenses.

Relief Requested

77. The Petitioners are seeking a 10-day stay of proceedings.
78. At the comeback hearing, the Petitioners intend to seek:
 - (a) An extension of the stay of proceedings;
 - (b) An order extending the administration charge to have priority over secured creditors not given notice of the Initial Order, who will be given notice of the comeback hearing; and
 - (c) A claims process order.
79. Depending on consultations in the coming days with stakeholders (in particular CWB and BMO), the Petitioners may also seek:
 - (a) A sales and investment solicitation process order; and
 - (b) Interim financing.

Monitor

80. The Petitioners intend to appoint EY as Monitor. EY has consented to act as CCAA monitor.
81. Mike Bell with EY is a Licensed Insolvency Trustee, and neither of Mr. Bell nor EY has acted as director, officer, or employee of any of the Petitioners, neither is related (as defined in the *Bankruptcy and Insolvency Act*) to any of the Petitioners or any director or officer thereof, and neither has been the auditor, accountant, or legal counsel for any of the Petitioners.

Administration Charge

82. The Petitioners are seeking an administration charge over their assets, properties and undertakings up to a maximum amount of \$200,000 to secure payment of the fees and disbursements of the Petitioners' legal counsel, the Monitor, and the Monitor's legal counsel. The Administration Charge would rank in priority to all other encumbrances, including all other court-ordered charges, except for those secured creditors who did not receive notice of the CCAA filing.
83. At the comeback hearing, the Petitioners intend to seek an increase in the amount, and elevation of the priority, of the Administration Charge to a maximum amount of \$750,000, in priority to all other encumbrances, including all other court-ordered charges and those secured creditors who will initially be carved out of the charge.
84. The Administration Charge will ensure that the Petitioners retain access to the professionals whose expertise and knowledge is required to pursue a restructuring under the CCAA.

Directors Charge

85. The Petitioners are seeking a charge (the "**Directors Charge**") in favour of its directors and officers over the Petitioners' assets, properties and undertakings to indemnify the directors and officers in respect of liabilities they may incur as directors and officers of the Petitioners during these proceedings, up to a maximum amount of \$300,000. The

Directors Charge would rank in priority to all other encumbrances, including all other encumbrances, except for the Administration Charge and those secured creditors who did not receive notice of the CCAA filing.

86. The Petitioners do not have insurance policies in respect of its directors and officers' potential liabilities. Accordingly, the Petitioners believe the quantum of the Directors Charge is fair and reasonable in the circumstances, based on the Petitioners' payroll cycle as detailed in the cash flow statement. The quantum of the Directors Charge is supported by the proposed Monitor.
87. At the comeback hearing, the Petitioners intend to seek an elevation of the priority of the Directors' Charge in priority to all other encumbrances, including all other court-ordered charges and those secured creditors who will initially be carved out of the charge.

Part 3: LEGAL BASIS

88. The Petitioners rely on:
- (a) the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. C-36 ("CCAA");
 - (b) the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3 ("BIA");
 - (c) the *Supreme Court Civil Rules*, B.C. Reg 168/2009 ("Rules");
 - (d) the *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57 ("BCBCA");
 - (e) the *Canada Business Corporations Act*, R.S.C. 1985 C. C-44 ("CBCA");
 - (f) the inherent and equitable jurisdiction of this Court; and
 - (g) such further and other legal basis as counsel may advise and this Court may allow.

The CCAA Applies to the Petitioners

89. The CCAA applies in respect of a “debtor company” or “affiliated debtor companies” when the total amount of claims against the debtor or its affiliates exceeds five million dollars (\$5,000,000).

CCAA, ss. 2 and 3

90. A “debtor company” includes any company that is bankrupt or insolvent. Insolvency is defined in the BIA, which provides that an insolvent person (i) is for any reason unable to meet their obligations as they generally become due; or (ii) has ceased paying their current obligations in the ordinary course of business as they become due; or (iii) the aggregate of whose property is not, at fair valuation, sufficient, or, if disposed of at a fairly conducted sale under legal process, would not be sufficient to enable payment of all their obligations, due and accruing due.

CCAA s. 2, BIA, s. 2

91. Each of the Petitioners is a “company” incorporated under either the BC BCA or the CBCA. The definition of “company” includes a company incorporated under an Act of Parliament or of the legislature of a province.

CCAA s. 2

92. Under the CCAA, companies are affiliated companies if:

- (a) one of them is the subsidiary of the other;
- (b) both are subsidiaries of the same company; or
- (c) each of them is controlled by the same person; and

two companies affiliated with the same company at the same time are deemed to be affiliated with each other.

CCAA, s. 3(2)

93. Each and all of the Petitioners is owned, directly or indirectly, in whole, or in part, by Mr. Bourque, Mr. Moreno, Mr. Tachejian, and the Holding Companies.

94. In the context of the CCAA, the definition of “insolvent person” includes a company that is “reasonably expected to run out of liquidity within a reasonable proximity of time as compared with the time reasonably required to implement a restructuring.”

Re Stelco Inc., 2004 CarswellOnt 1211 (Sup. Ct. J. (Commercial List)) at para. 26, leave to appeal to C.A. ref'd 2004 CarswellOnt 2936, leave to appeal to S.C.C. ref'd, CarswellOnt 5200

95. The Petitioners are not all affiliated companies pursuant to the CCAA, as some of them are owned by a combination of Mr. Moreno, Mr. Bourque, and Mr. Tachejian. However, the Petitioners operate as one group and procedural consolidation is warranted in this matter.

96. While the definition of “person” 3(2)(c) does not include a partnership, CCAA Courts have found it warranted in the circumstances to order consolidation for administrative purposes of multiple companies to whom the CCAA applies, that are owned by the same partnership.

Arrangement relatif à Cirque du Soleil Canada inc., 2020 QCCS 2123

97. While Mr. Moreno, Mr. Bourque, and Mr. Tachejian are not parties to a formal partnership, they run the entities in the Joseph Richard Group together and treat all the businesses as part of a single corporate group.

98. While the companies may not satisfy the definition of “affiliated” pursuant to the CCAA because they trace ownership and control back to three individuals, each of these entities individually satisfies the test for a debtor company under the CCAA.

99. Procedural consolidation will allow for the costs of one proceeding to be borne between all of the Petitioners, increasing the possible recovery for stakeholders. As procedural consolidation will not effect a consolidation of the assets and property of each of the Petitioners, there will be no prejudice to creditors by allowing procedural consolidation.

100. The Petitioners are affiliated companies, or companies subject to consolidation, and collectively owe at least \$40 million, including CRA, CWB, and BMO debt, source deduction and tax arrears, landlord arrears and vendor payables. The Petitioners are also insolvent as they cannot pay their debts as they become due and are vulnerable to demand by CWB and BMO.
101. Procedural consolidation is also permitted by BC Supreme Court Rule 22-5(8) by order of the court.
102. The Petitioners have substantially complied with their obligations under s. 10(2) of the CCAA which requires the following documentation:
 - (a) a statement indicating, on a weekly basis, the projected cash flow of the debtor company;
 - (b) a report containing the prescribed representations of the debtor company regarding the preparation of the cash-flow statement; and
 - (c) copies of all financial statements, audited or unaudited, prepared during the year before the application or, if no such statements were prepared in that year, a copy of the most recent such statement.

The Relief Sought is Urgent

103. The Petitioners will give short notice of this application to CWB and BMO, but no notice to secured creditors with personal property security and unsecured creditors or other parties. The Petitioners' primary secured lender is CWB, which supports this application and the Petitioners' proposed restructuring.
104. Section 11 of the CCAA provides that the Court may make orders thereunder on notice or without notice, as the Court may see fit.
105. Rule 8-5(6) of the Rules provides that "[t]he court may make an order without notice in the case of urgency."

106. The Petitioners require urgent relief to address their liquidity challenges and to prevent enforcement steps from being taken in respect judgments, to prevent a rush to judgment by unsecured creditors, to prevent action by landlord or employees, and to preserve the opportunity to restructure their business, in order to preserve enterprise value.
107. The Petitioners are of importance to their stakeholders, and all stakeholders benefit from their continued operation as a going concern, particularly since in the event of a realization all stakeholders will suffer:
- (a) goodwill, essential for enterprise value, will be lost;
 - (b) employees will likely be terminated in a receivership or shutdown;
 - (c) BMO will suffer a shortfall on its security, with no prospect of recovery; and
 - (d) unsecured creditors will likely recover nothing.
108. It is not required at the stage of an initial order that there be a fully formed plan or arrangement. However, there is more than a “germ” of a plan at this point, given BMO’s support.

This Court is the Appropriate Forum

109. This Court is the appropriate forum in which to initiate proceedings.

CCAA, s. 9(1)

110. In particular, the Petitioners are managed on a consolidated basis out of head offices in British Columbia. On an individual entity level, the head offices of most Petitioners are in British Columbia, as are most of the businesses. Only three Petitioners have any presence outside British Columbia.

A Stay is Appropriate

111. Section 11.02 of the CCAA authorizes the court to order a temporary stay of proceedings against the debtor. The purpose of the stay is to assist the debtor in maintaining the status

quo while working to stabilize its affairs and negotiate a plan of arrangement with creditors, thus benefitting both the debtor and its creditors.

Re: Ted Leroy Trucking [Century Services] Ltd., 2010 SCC 60 (“Century Services”) at paras. 60–62.

112. The power to grant a stay of proceedings should be construed broadly to facilitate the CCAA’s legislative purpose. A stay, the primary policy instrument available under the CCAA, helps to facilitate compromises and arrangements between companies and their creditors. The CCAA stay provides a necessary reprieve from litigation, allowing a debtor company to instead focus on negotiating with creditors.

Campeau v. Olympia & York Developments Ltd., 1992 CarswellOnt 185 (Ct. J. (Gen. Div.)) at para. 17

113. The stay facilitates the ongoing operations of the debtor’s business, preserves the value of the operations, and provides the debtor with the necessary time, flexibility, and “breathing room” to carry out a court-supervised restructuring or sales process.

Re Lehndorff General Partners Ltd., 1993 CarswellOnt 183 (Ct. J. (Gen. Div.)) at paras.

5–7

114. Further, any stay of proceedings in an Initial Order under the CCAA is restricted to ten days, albeit subject to extension at the first comeback application and subsequently thereafter. This short initial stay period is meant to minimize prejudice to creditors who may have received short or no notice of the initial petition. Any creditor with concerns about the adequacy of service is only required to wait ten days to make its case in opposition to the debtor company’s filing or the resulting stay of proceedings.

CCAA, s. 11.02(1)

115. On the hearing of an application for an initial order, the Court may make an initial order with the accompanying stay when it is appropriate and necessary to preserve the Petitioners’ assets, having regard to the purpose of the CCAA, which is to facilitate the

making of a compromise or arrangement between an insolvent debtor company and its creditors so as to enable the company to continue to exist.

Re: Purcell Basin, 2018 BCSC 949

116. In this proceeding, without a stay of proceedings:

- (a) CWB will be in a position to enforce its security;
- (b) BC Ministry of Finance may take enforcement steps, including garnishment, which could impair the Petitioners' ability to make payroll or other payments when due;
- (c) landlords may be in a position to distrain, potentially in priority to CWB's security;
and
- (d) there may be a rush to judgment by unsecured creditors.

117. Therefore, the Petitioners submit that a ten-day stay of proceedings until the scheduled Stay Extension Hearing is appropriate in these circumstances.

EY Should be Appointed as Monitor

118. Section 11.7 of the CCAA provides that the court shall appoint a person to monitor the business and affairs of a debtor company granted relief under the CCAA.

119. The Petitioners seek to have EY appointed as Monitor in these proceedings.

120. EY is not restricted from acting as Monitor by section 11.7(2) of the CCAA, as at no time in the preceding two years have any members of EY been:

- (a) a director, officer, or employee of the Petitioners;
- (b) related to the company or to any director or officer of the Petitioners; or
- (c) the auditor, accountant or legal counsel, or a partner or an employee of the auditor, accountant or legal counsel, of the Petitioners.

121. Further EY is not under a trust indenture or power of attorney related to the Petitioners, nor is it related to a holder of any such indenture or power of attorney.

The Charges Are Necessary and Appropriate

Administration Charge

122. The Petitioners seek an Administration Charge in the amount of \$200,000 to secure the collective fees and disbursements incurred by legal counsel to the Petitioners, the Monitor and legal counsel to the Monitor.

123. Section 11.52 of the CCAA provides that the court may grant a priority charge in respect of certain professional fees and expenses in proceedings under the CCAA. The factors to consider in determining whether to approve an administration charge include:

- (a) the size and complexity of the businesses being restructured;
- (b) the proposed role of the beneficiaries of the charge;
- (c) whether there is an unwarranted duplication of roles;
- (d) whether the quantum of the proposed charge appears to be fair and reasonable;
- (e) the position of the secured creditors likely to be affected by the charge; and
- (f) the position of the Monitor.

CCAA, s. 11.52;

Re Canwest Publishing Inc. / Publications Canwest Inc., 2010 ONSC 222 at
para. 54

124. Without this priority afforded to professional advisor fees, the objectives of the CCAA would be frustrated because professionals would be unlikely to risk offering their services without any assurance of ultimately being paid. Specifically, a failure to provide protection for professional fees will “result in the overwhelming likelihood that

the CCAA proceedings would come to an abrupt halt, followed, in all likelihood, by bankruptcy proceedings.”

Re Timminco Ltd., 2012 ONSC 506 at para. 66

125. Factors the court will consider in granting a charge under s. 11.52 include: the size and complexity of the business being restructured, the proposed role of the beneficiaries of the charge, whether there is unwarranted duplication of roles, whether the quantum of the proposed charge appears to be fair and reasonable, the position of secured creditors likely to be affected by the charge, and the views of the monitor.

Re Carwest Publishing Inc., 2010 ONSC 222 at para. 64

126. The Petitioners’ business requires the expertise, knowledge, and continuing participation of the proposed beneficiaries of the administration charge in order to carry out a restructuring. The Administration Charge is necessary to ensure their continued assistance and participation in these proceedings.
127. The quantum of the proposed Administration Charge was determined in consultation with the Monitor and is fair and reasonable in light of the significant size and complexity of the business and the scope of the proposed restructuring. It is not expected that there will be duplication of the role of the beneficiaries of the administrative charge.
128. The Petitioners are not seeking to prime any secured creditor who did not have notice of the initial order hearing. Although the Petitioners will provide notice upon making of the initial order and intends to seek to prime secured creditors at the comeback hearing.

Directors’ Charge

129. The Petitioners seek the Directors Charge in the amount of \$300,000 to secure the indemnity of the Directors.
130. The Court has jurisdiction to grant a 'charge relating to directors' and officers' indemnification on a priority basis pursuant to s. 11.51 of the CCAA, provided that notice has been given to affected secured creditors and the Court is satisfied with the

amount of the charge and that the charge will not provide coverage for wilful misconduct or gross negligence.

CCAA, s. 11.51

Re Carwest Global Communications Corp., 2009 CarswellOnt 6184,
[2009] O.J. No. 4286 (Sup. Ct.), at para. 46
Carwest Publishing, supra, at paras. 56-57

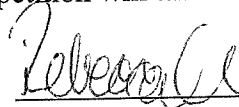
131. The Directors Charge sought is consistent with the British Columbia Model CCAA Initial Order and appropriate in light of section 11.51 of the CCAA. The Petitioners are not seeking to prime any secured creditor who did not have notice of the initial order hearing. Although the Petitioners will provide notice upon making of the initial order, and intends to seek to prime secured creditors at the comeback hearing.
132. The continued participation of the directors in the management of the Petitioners is essential to continuing operations and preserving enterprise value while the Petitioners work to implement and carry out a plan of compromise or arrangement. The Directors' Charge is not intended to duplicate coverage already in place under the Petitioners' existing insurance policies.
133. The proposed Monitor supports the proposed quantum of the Directors Charge as reasonable in the circumstances.

Part 4: MATERIAL TO BE RELIED ON

134. Affidavit #1 of André Bourque, made July 16, 2023;
135. Such further and other material as counsel may advise and this Honourable Court may allow.

The petitioners estimate that the hearing of the petition will take 60 minutes.

Dated: July 14, 2023



Signature

Lawyer for petitioners

Rebecca Morse & Tevia Jeffries

To be completed by the court only:

Order made

in the terms requested in paragraphs _____ of Part 1 of this notice of application

with the following variations and additional terms:

Date: _____

Signature of

Judge Master

SCHEDULE "A" - LIST OF PETITIONERS

1138279 B.C. Ltd.
1164312 B.C. Ltd.
Ad Prolem Capital Investments Ltd.
Blank Canvas Catering 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 Chilliwack Holdings 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 Growth Ventures Ltd.
JRG Ledgeview Holdings Ltd.
JRG Published Holdings Ltd.
JRG Queens LRS Ventures Ltd.
JRG Steveston Hotels Ltd.
JRG Systems Ltd.
JRG Whip Holdings Ltd.
JRG Whiskey Charlie Cafe, Pitt Meadows Ltd.
Livelyhood Public House Ltd.
Lowercase Capital Consulting 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 (Maple Ridge) Ltd.
Townhall Holdings Ltd.
Whiskey Charlie Holdings Ltd.

SCHEDULE "B"
DRAFT INITIAL ORDER