

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

THE HONOURABLE MR. )

MONDAY, THE 29<sup>TH</sup>

JUSTICE HAINEY )

DAY OF MARCH, 2021

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
KING STREET COMPANY INC., THE KING STREET HOSPITALITY GROUP INC., BONTA  
TRADING CO. INC., 2268218 ONTARIO INC., 1733667 ONTARIO LIMITED, THE KING STREET  
FOOD COMPANY INC., THE KING STREET RESTAURANT COMPANY INC., 2112047 ONTARIO  
LTD., JI YORKDALE INC., JI SQUARE ONE INC., 1771669 ONTARIO INC., CXBO INC., 2608765  
ONTARIO INC., 2272224 ONTARIO INC., 2327729 ONTARIO INC., 2577053 ONTARIO INC.,  
2584858 ONTARIO INC., 2621298 ONTARIO INC., 2641784 ONTARIO INC., and 2656966  
ONTARIO INC.

**Applicants**

**TERMINATION ORDER**

**THIS MOTION**, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), for an Order, among other things, terminating the within proceedings upon the filing of the Monitor's Certificate (as defined below) by MNP Ltd. ("MNP") in its capacity as Monitor of the Applicants (the "**Monitor**") and granting the other relief set out herein, was heard this day by judicial videoconference via Zoom in Toronto, Ontario due to the COVID-19 pandemic.

**ON READING** the Motion Record of the Applicants filed in respect of this motion, including the Affidavit of Peter Tsebelis sworn March 23, 2021 (the "**Tsebelis March 23 Affidavit**") and the Exhibits attached thereto, the Third Report of the Monitor dated March 24, 2021 (the "**Third Report**"), the fee affidavit of Tamie Dolny sworn March 23, 2021 (the "**Miller Thomson Affidavit**") and the fee affidavit of Sheldon Title sworn March 23, 2021 (the "**MNP Affidavit**"), and on being advised that those parties disclosed on the Service List attached to the Motion Record were given notice, and on hearing the



submissions of counsel for the Applicants, counsel for the Monitor and the other parties appearing on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Katherine Yurkovich sworn March 23, 2021, filed:

### **SERVICE**

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record in support of this motion be and are hereby abridged and validated, such that this motion is properly returnable today and hereby dispenses with further service thereof.

### **DEFINED TERMS**

2. **THIS COURT ORDERS** that capitalized terms used and not defined herein shall have the meanings given to them in the Initial Order dated November 6, 2020, as amended and restated by the Order of the Court dated November 13, 2020, and as further amended by the Order of the Court dated February 12, 2021 in the these proceedings (collectively, the "**Initial Order**").

### **TERMINATION OF CCAA PROCEEDINGS AND RELATED PROVISIONS**

3. **THIS COURT ORDERS** that effective at the date and time (the "**CCAA Termination Time**") on which the Monitor files the certificate, substantially in the form attached hereto as Schedule "A" (the "**Monitor's Certificate**"), certifying that it has been advised in writing by the Applicants that all matters to be attended to in connection with these proceedings have been completed, the within proceedings shall be automatically terminated without any further act or formality and, except as otherwise expressly set out herein, the Initial Order shall have no further force or effect.

4. **THIS COURT ORDERS** that the Stay Period shall expire on the earlier of the CCAA Termination Time and May 31, 2021 (the "**Extended Stay Period**").

5. **THIS COURT ORDERS** that the Monitor shall, at least seven (7) days prior to the proposed CCAA Termination Time, post on the Monitor's website and serve on the service list for these CCAA proceedings notice of the Monitor's intention to file the Monitor's Certificate.

6. **THIS COURT ORDERS** that, effective as at the CCAA Termination Time, subject to the payment in full of all amounts owing to the beneficiaries thereunder, the Directors' Charge and, the Administration Charge, shall be terminated, released and discharged.

### **THIRD DIP AMENDMENT**

7. **THIS COURT ORDERS** that the execution by the Applicants of the Third Amendment to DIP Loan Agreement substantially in the form attached to the Tsebelis March 23 Affidavit (the "**Third DIP Amendment**") is hereby authorized and approved, and the Applicants are hereby authorized and empowered to borrow up to an additional \$775,000 (\$2,700,000 in the aggregate) pursuant to the DIP Loan Agreement as amended by the Third DIP Amendment.

8. **THIS COURT ORDERS** that:

- (a) paragraphs 31 to 39 of the Initial Order shall apply to the DIP Loan Agreement as amended by the Third DIP Amendment and all references to the DIP Loan Agreement contained in the Initial Order shall be deemed to be references to the DIP Loan Agreement as amended by the Third DIP Amendment;
- (b) the DIP Lenders' Charge shall secure all amounts owing by the Applicants to the DIP Lenders under the DIP Loan Agreement and the Definitive Documents as amended by the Third DIP Amendment; and
- (c) for greater certainty, paragraph 31 of the Initial Order is hereby amended to replace the references to "\$1,925,000" with "\$2,700,000".

#### **APPROVAL OF MONITOR'S FEES AND DISBURSEMENTS**

9. **THIS COURT ORDERS** that the fees and disbursements of the Monitor up to and including March 12, 2021, all as set out in the Third Report and the MNP Affidavit, are hereby approved.

10. **THIS COURT ORDERS** that the fees and disbursements of the Monitor's counsel up to and including March 10, 2021, all as set out in the Miller Thomson Affidavit, are hereby approved.

11. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and the Monitor's counsel in connection with the completion by the Monitor of its remaining duties and the administration of these proceedings shall be paid in accordance with the revised cash flow forecast attached to the Third Report or such other amounts as approved by the DIP Lenders and the Applicants or the Court, if necessary.

#### **APPROVAL OF MONITOR'S ACTIVITIES**

12. **THIS COURT ORDERS** that the second report of the Monitor dated February 9, 2021 and the Third Report are each hereby approved and the activities and conduct of the Monitor referred to therein are each hereby ratified and approved; provided, however, that only the Monitor in its personal and/or corporate

capacity and only with respect to its personal and/or corporate liability, shall be entitled to rely upon or utilize in any way such approvals.

13. **THIS COURT ORDERS AND DECLARES** that the Monitor has duly and properly satisfied, discharged and performed all of its obligations, liabilities, responsibilities and duties in respect of the Applicants in compliance and in accordance with the CCAA, the Initial Order and any other Orders of this Court made in the within proceedings.

#### **DISCHARGE OF MONITOR**

14. **THIS COURT ORDERS AND DECLARES** that, effective as at the CCAA Termination Time, MNP shall be discharged as Monitor of the Applicants and shall have no further duties, obligations or responsibilities as Monitor in these proceedings.

15. **THIS COURT ORDERS** that, notwithstanding any provision of this Order and the termination of these proceedings, nothing herein shall affect, vary, derogate from, limit or amend any of the protections in favour of the Monitor at law or pursuant to the CCAA, the Initial Order or any other Order of this Court in these proceedings, all of which are expressly continued and confirmed.

#### **BANKRUPTCY**

16. **THIS COURT ORDERS** that: (i) the Applicants are authorized to make assignments in bankruptcy pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”) on or after the CCAA Termination Time; (ii) MNP is authorized to act as trustee in bankruptcy of each of the Applicants.

17. **THIS COURT ORDERS** that, upon MNP’s appointment as licensed insolvency trustee for each of the Applicants (“**Trustee**”), the Trustee may administer the bankruptcy estates of the Applicants as follows:

- (a) a single court file number and title of proceeding of “In the Matter of the Bankruptcy of King Street Company Inc., The King Street Hospitality Group Inc., Bonta Trading Co. Inc., 2268218 Ontario Inc., 1733667 Ontario Limited, The King Street Food Company Inc., The King Street Restaurant Company Inc., 2112047 Ontario Ltd., JI Yorkdale Inc., JI Square One Inc., 1771669 Ontario Inc., CXBO Inc., 2608765 Ontario Inc., 2272224 Ontario Inc., 2327729 Ontario Inc., 2577053 Ontario Inc., 2584858 Ontario Inc., 2621298 Ontario Inc., 2641784 Ontario Inc., and 2656966 Ontario Inc.” shall be assigned to the proceedings in the bankrupt estates of the Applicants;

- (b) the Trustee is authorized to administer the bankrupt estates of the Applicants as if such estates were a single bankrupt estate for the purpose of carrying out its administrative duties and responsibilities as trustee under the BIA with respect to the administration of bankrupt estates generally, including without limitation as follows:
- (i) the Trustee is authorized to send notice of the first meeting of creditors (the "**Notice**") in the manner prescribed by section 102 of the BIA by sending the Notice together with directions to download documents to accompany the notice set out in section 102(2) of the BIA (the "**Forms**");
  - (ii) meetings of creditors and inspectors in the bankrupt estates of the Applicants may be convened through one combined advertisement and conducted jointly provided that the results of any creditors' vote shall be separately tabulated for each such bankrupt estate;
  - (iii) the Trustee is authorized to use a consolidated form of proof of claim that directs creditors to identify the bankrupt estate in which a claim is made for voting and for distribution purposes;
  - (iv) the Trustee is authorized to maintain a consolidated bank account with respect to the Applicants' respective bankruptcy estates;
  - (v) the Trustee is authorized to issue consolidated reports in respect of the bankruptcy estates of the Applicants;
  - (vi) the Trustee is authorized to perform a consolidated making, filing, advertising and distribution of all filings and notices in the bankrupt estates of the Applicants required under the BIA; and
  - (vii) a single group of inspectors shall be the inspectors for the consolidated bankruptcy estates of the Applicants.

18. **THIS COURT ORDERS** that this procedural consolidation is not intended to be a substantive consolidation of the bankruptcy estates of the Applicants and will automatically terminate if the Trustee is replaced as trustee of any, but not all, of the estates.

#### **WIND DOWN AMOUNT**

19. **THIS COURT ORDERS** that the Monitor is authorized and directed to hold the Wind Down Amount, to be held in trust for the benefit of the Administrative Professionals entitled to be paid costs pursuant to and in accordance with the Wind Down Budget, to be paid to the Monitor pursuant to the terms of the Sale Agreement (as those terms are defined in the Approval and Vesting Order) approved pursuant to the Order of Mr. Justice Hainey dated March 29, 2021 (the "**Approval and Vesting Order**"), and to make payments from that amount to discharge obligations secured by the Administration Charge or the Directors' Charge, and for the purposes of undertaking and completing an orderly wind-down of the Applicants and the CCAA Proceedings and all ancillary activities in connection therewith, including any assignments in bankruptcy in respect of the Applicants and the administration of the bankruptcy estates of the Applicants pursuant to the BIA.

20. **THIS COURT ORDERS** that the Monitor is authorized and directed to distribute any excess funds from the Wind Down Amount to the Purchasers pursuant to the terms of the Sale Agreement (as those terms are defined in the Approval and Vesting Order).

#### **RELEASES**

21. **THIS COURT ORDERS** that the Monitor and its counsel and each of their respective affiliates, officers, directors, partners, employees and agents (collectively, the "**Released Persons**") shall be and are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Persons, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to, arising out of or in respect of the within proceedings or with respect to their conduct in the within proceedings (collectively, the "**Released Claims**"), and any such Released Claims are hereby released, stayed, extinguished and forever barred, and the Released Persons shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or wilful misconduct on the part of the Released Persons.

22. **THIS COURT ORDERS** that, at the CCAA Termination Time, and subject to paragraph 23 hereof, the Released Persons shall be released and discharged from any and all claims that any person may have or be entitled to assert against the Released Persons, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or thereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place following the date of this Order in any way relating to, arising out of or in respect of the within proceedings or with respect to their respective conduct in the within proceedings (collectively, the "**Subsequent Released Claims**"), and any such

Subsequent Released Claims shall be released, stayed, extinguished and forever barred and the Released Persons shall have no liability in respect thereof, provided that the Subsequent Released Claims shall not include any claim or liability arising out of any gross negligence or wilful misconduct on the part of the Released Persons.

23. **THIS COURT ORDERS** that in the event that any person objects to the release and discharge of the Subsequent Released Claims, that person must send a written notice of objection (each a "**Notice of Objection**") and the grounds therefor to the Monitor such that the Notice of Objection is received by the Monitor prior to the proposed CCAA Termination Time. If no Notice of Objection is received by the Monitor prior to the CCAA Termination Time, the release and discharge of Subsequent Released Claims pursuant to paragraph 22 hereof shall be automatically deemed effective upon the CCAA Termination Time, without further Order of the Court.

24. **THIS COURT ORDERS** that if Notice of Objection is received by the Monitor pursuant to paragraph 23 hereof, the release and discharge of the Subsequent Released Claims pursuant to paragraph 22 hereof shall not become effective pending further Order of the Court. For greater certainty, no Notice of Objection received in accordance with paragraph 23 hereof shall affect the release and discharge of the Released Claims pursuant to paragraph 21 hereof, which shall be effective as of the date of this Order.

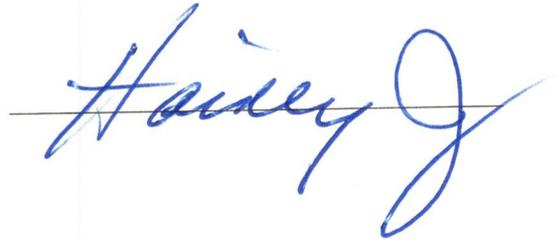
25. **THIS COURT ORDERS** that from and after the CCAA Termination Time no action or other proceeding shall be commenced against any of the Released Persons in any way arising from or related to the within proceedings, except with prior leave of this Court on at least seven (7) days' prior written notice to the applicable Released Person, and provided that any such Order granting leave includes a term granting the applicable Released Person security for its costs and the costs of its counsel in connection with any proposed action or proceeding, such security to be on terms this Court deems just and appropriate.

#### **GENERAL**

26. **THIS COURT ORDERS** that notwithstanding the discharge of the Monitor and the termination of the within proceedings, this Court shall remain seized of any matter arising from these proceedings, and each of the Applicants, the Monitor and any other interested party shall have the authority from and after the date of this Order to apply to this Court to address matters ancillary or incidental to these proceedings notwithstanding the termination thereof. The Monitor is authorized to take such steps and actions as the Monitor determines are necessary to give effect to this Order following the date of this Order until the CCAA Termination Time.

27. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory

or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and the Monitor as may be necessary or desirable to give effect to this Order or to assist the Applicants, the Monitor and their agents in carrying out the terms of this Order.

A handwritten signature in blue ink, appearing to read "Hayley J", is written over a horizontal line. The signature is fluid and cursive.

**SCHEDULE A  
FORM OF MONITOR'S CERTIFICATE**

Court File No. CV-20-00650945-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
KING STREET COMPANY INC., THE KING STREET HOSPITALITY GROUP INC., BONTA  
TRADING CO. INC., 2268218 ONTARIO INC., 1733667 ONTARIO LIMITED, THE KING STREET  
FOOD COMPANY INC., THE KING STREET RESTAURANT COMPANY INC., 2112047 ONTARIO  
LTD., JI YORKDALE INC., JI SQUARE ONE INC., 1771669 ONTARIO INC., CXBO INC., 2608765  
ONTARIO INC., 2272224 ONTARIO INC., 2327729 ONTARIO INC., 2577053 ONTARIO INC., 2584858  
ONTARIO INC., 2621298 ONTARIO INC., 2641784 ONTARIO INC., and 2656966 ONTARIO INC.**

Applicants

**MONITOR'S CERTIFICATE**

**RECITALS**

- A.** The Applicants obtained protection under the *Companies' Creditors Arrangement Act* (the "**CCAA**") pursuant to an Initial Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated November 6, 2020, as amended and restated by the Order of the Court dated November 13, 2020, and as further amended by the Order of the Court dated February 12, 2021 (collectively, the "**Initial Order**").
- B.** MNP Ltd. (in such capacity, the "**Monitor**") was appointed as the Monitor of the Applicants in the within CCAA proceedings pursuant to the Initial Order.
- C.** Pursuant to the CCAA Termination Order granted March 29, 2021, the Court approved, among other things, the termination of the within CCAA proceedings effective at the date and time (the "**CCAA Termination Time**") on which the Monitor files this Monitor's certificate with the Court.

**THE MONITOR CONFIRMS** the following:

1. The Monitor has been informed by the Applicants that all matters to be attended to in connection with these proceedings have been completed.
2. Accordingly, the CCAA Termination Time has occurred at the date and time set forth below.

DATED at Toronto, Ontario this \_\_\_\_ day of \_\_\_\_\_, 2021.

**MNP LTD., solely in its capacity as Monitor of the  
Applicants and not in its personal capacity**

Per: \_\_\_\_\_

Name:

Title:

IN THE MATTER OF the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF KING STREET COMPANY  
INC., ET AL.

Court File No: CV-20-00650945-00CL

Applicants

*ONTARIO*  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
Proceeding commenced at: TORONTO

**TERMINATION ORDER**  
**(Returnable March 29, 2021)**

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