

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

THE HONOURABLE ) THURSDAY, THE 27<sup>TH</sup>  
 )  
JUSTICE McEWEN ) DAY OF JANUARY, 2022

2655396 ONTARIO INC.

Applicant

**IN THE MATTER OF SECTION 182 AND 186 OF THE BUSINESS CORPORATIONS ACT, R.S.O. 1990 C. B.16, AS AMENDED, AND IN THE MATTER OF A PROPOSED ARRANGEMENT OF 2655396 ONTARIO INC. AND INVOLVING 1776690 ONTARIO INC. COB THE COUNTRY WAY HEALTH FOOD STORE**

**INTERIM ORDER**

**THIS MOTION**, made by 2655396 Ontario Inc. (“**NumCo**”), was heard remotely.

**ON READING** the Motion Record, including the Affidavit of Shonna Lynn Saari sworn 26 April 2021 (the “**Saari Affidavit**”), the First Report of MNP Ltd. (the “**Trustee**”), in its capacity as trustee named in the Proposal, the Affidavit of Jennifer Clay sworn 4 June 2021, and Affidavits of Laurel Saunders sworn 3 June 2021 and 21 January 2022, and on hearing that the parties have consented to this Order:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and is hereby abridged and that this Motion is properly returnable today and further service thereof upon any other parties is hereby dispensed with.
2. **THIS COURT ORDERS** that notice of the arrangement (the “**Arrangement**”) proposed by NumCo and involving 1776690 Ontario Inc. cob Country Way Health Food Store (“**Country Way**”) and included in the proposal to be filed by Country Way pursuant to Part III of the *Bankruptcy and Insolvency Act*, RSC 1985, c. B-3 (the “**BIA**”) substantially in the form attached as **Exhibit “A”** to the Saari Affidavit (the “**Proposal**”) shall be provided to the creditors of Country Way only and by the Trustee providing the creditors of Country Way with a copy of the Proposal

as required by the BIA.

3. **THIS COURT ORDERS** that the style of cause for the Proposal shall be amended to include:

**AND IN THE MATTER OF SECTION 182 AND 186 OF THE BUSINESS CORPORATIONS ACT, R.S.O. 1990 C. B.16, AS AMENDED, AND IN THE MATTER OF A PROPOSED ARRANGEMENT OF 2655396 ONTARIO INC. AND INVOLVING 1776690 ONTARIO INC. COB THE COUNTRY WAY HEALTH FOOD STORE**

4. **THIS COURT ORDERS** that the Arrangement shall be deemed to be approved only if the: (a) Proposal is approved by the unsecured creditors of Country Way as required by the BIA; and (b) the Court makes an Order pursuant to paragraph 182(5) (f) of the *Business Corporations Act*, RSO, 1990, c. B.16 (the "OBCA") approving the Arrangement, and the Arrangement shall not be implemented or given effect in any way without the approval of the Court first being obtained pursuant to paragraph 182(5)(f) of the OBCA.

4A. **THIS COURT ORDERS** that nothing in this Order impacts or otherwise affects the right of Tammy Watts and Brenda Frey ("**Watts/Frey**") to: (a) oppose the approval of the Arrangement by the Court pursuant to paragraph 182(5)(f) of the OBCA; (b) argue that Country Way ought to be bankrupted; or (c) enforce the Judgment of the Superior Court made in File No C-28567-21 (Sault Ste. Marie) and dated 22 December 2021 in accordance with its terms.

5. **THIS COURT ORDERS** that any Motion by NumCo pursuant to s. 182(5) of the *Business Corporations Act*, RSO 1990, c. B.16 to obtain an Order approving the Arrangement shall be heard by this Court in this proceeding together with any Motion brought by the Trustee seeking an Order approving the Proposal.

6. **THIS COURT ORDERS** that the Motion of Watts/Frey is adjourned and shall be heard at the same time as the Motion seeking an Order approving the Arrangement pursuant to paragraph 182(5)(f) of the OBCA.



Court No.: CV-21-00661436-00CL

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