

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

BETWEEN:

**RIOCAN REAL ESTATE INVESTMENT TRUST, RIOCAN HOLDINGS INC.,
RIOCAN HOLDINGS (OAKVILLE PLACE) INC., RIOCAN PROPERTY
SERVICES TRUST, RC HOLDINGS II LP, RC NA GP 2 TRUST and RIOCAN
FINANCIAL SERVICES LIMITED**

Applicants

-and-

**2455034 ONTARIO LIMITED PARTNERSHIP, 2455034 ONTARIO INC.,
2491815 ONTARIO LIMITED PARTNERSHIP, 2491815 ONTARIO INC.,
2491816 ONTARIO LIMITED PARTNERSHIP, 2491816 ONTARIO INC.,
2681842 ONTARIO LIMITED PARTNERSHIP, 2681845 ONTARIO INC.,
2681842 ONTARIO INC.**

Respondents

**IN THE MATTER OF AN APPLICATION UNDER SECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED;
and SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43,
AS AMENDED**

AIDE MEMOIRE OF THE RECEIVER

October 9, 2025

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Inc.

1. As previously reported in the Receiver's Second Report, dated August 18, 2025, FTI Consulting Canada Inc. (the "**Receiver**"), as receiver and manager of the assets, properties and undertakings of 2491815 Ontario Limited Partnership ("**YSS 1**"), has secured a proposed subtenant to occupy HBC's former premises at Yorkdale Shopping Centre.
2. The sublease would result in the head landlord, an affiliate of Oxford Properties Group, receiving all the rent to which it is entitled under their head lease with YSS 1 for the Yorkdale premises. The arrangement would also ensure the continuity of the head lease, which is a significant asset of YSS 1, with extensions available until the year 2142 with favourable financial terms. A copy of the sublease agreement was delivered to counsel for Oxford on August 19, 2025.
3. The proposed subtenant, Fairweather Ltd., is a well-known and established Canadian retailer. Fairweather has been in business for decades and operates over 100 retail stores across the country, including at properties owned by Oxford. One notable example is Edmonton's Kingsway Mall, owned by Oxford, in which Fairweather's Designer Depot department store business recently leased the space formerly occupied by HBC. Fairweather intends to operate a department store at Yorkdale under the "Ailes" brand, a spin off of Fairweather's former "Les Ailes de la Mode" department store brand, consistent with the operation of a modern department store, including sale of apparel, footwear, accessories, housewares, and home décor.
4. In the current market, locating an experienced retailer interested in taking over premises the size of HBC's Yorkdale location is a significant success. Unfortunately, Oxford has refused to consent to the Fairweather sublease. As a result, the Receiver must schedule a contested motion.

5. The Fairweather sublease contains a condition requiring the Receiver to either obtain Oxford's consent or this Court's approval of the sublease by November 11, 2025. If that date is missed, there is a risk that Fairweather walks away from the deal. This would be a material loss to creditors of YSS 1, including Royal Bank of Canada, as secured lender for approximately \$75 million and RioCan Real Estate Investment Trust ("**RioCan**"), as guarantor of that loan.
6. The motion can be properly briefed and argued within this time. It turns on whether Oxford's refusal to consent to the sublease is unreasonable, taking into account the terms of the head lease and these receivership proceedings.
7. Given the importance of the matter, the Receiver requests that the Court order a schedule that will permit the matter to be heard in advance of the November 11 deadline. Oxford ought to be able to properly respond in time to achieve that goal. Oxford has had a copy of the proposed sublease since August 19. It is very familiar with Fairweather. If it is fixed on objecting to the sublease, it ought to have no difficulty explaining the basis for its refusal in short order.
8. The Receiver proposes the following schedule:
 - (a) Receiver's motion record and any supporting third-party affidavits: No later than October 14, 2025;
 - (b) Oxford's responding record: October 21, 2025;
 - (c) Receiver's reply record, if any: October 27, 2025;
 - (d) Receiver's and Oxford's factum: October 31, 2025;
 - (e) Receiver's and Oxford's reply factum, if any: November 4, 2025;

(f) Hearing: November 5, 6 or 7, 2025.

9. Any necessary examinations can be accommodated between October 28th and October 30th.
10. This Court often deals with assignment restrictions and counterparty consent matters at either the time of Court approval of a transaction or within 7 to 10 days after Court approval has been obtained. These are real time commercial matters, which must be advanced (and are advanced) in a timely, cost-efficient and summary manner.
11. In the Receiver's view, the proposed transaction with Fairweather is no different and the Receiver's motion for approval should be heard on the proposed expedited schedule to avoid any delay that could jeopardize the transaction. There must be a fair balancing of interests. The Receiver, as a Court officer, believes that it has proposed a fair and balanced schedule in the circumstances.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 9th day of October, 2025.



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2455034 ONTARIO LIMITED
PARTNERSHIP, ET AL.
Respondents

Court File No.: CV-25-00744295-00CL

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SUPERIOR COURT OF JUSTICE
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Proceeding commenced at TORONTO

AIDE MEMOIRE OF THE RECEIVER

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