

**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-

**RIOCAN-HBC LIMITED PARTNERSHIP, RIOCAN-HBC GENERAL PARTNER
INC., HBC YSS 1 LIMITED PARTNERSHIP, HBC YSS 1 LP INC., HBC YSS 2
LIMITED PARTNERSHIP, HBC YSS 2 LP INC., RIOCAN-HBC OTTAWA
LIMITED PARTNERSHIP, RIOCAN-HBC (OTTAWA) HOLDINGS INC., and
RIOCAN-HBC (OTTAWA) GP, 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**

**MOTION RECORD
(Re Legal and Business Names of JV Entities)
(returnable June 23, 2025)**

June 22, 2025

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Receiver

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Applicants

-and-

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**MOTION RECORD
(Re Legal and Business Names of JV Entities)
(returnable June 23, 2025)**

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2	Draft Order re. Corporate Name Change

TAB 1

**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-

**RIOCAN-HBC LIMITED PARTNERSHIP, RIOCAN-HBC GENERAL PARTNER
INC., HBC YSS 1 LIMITED PARTNERSHIP, HBC YSS 1 LP INC., HBC YSS 2
LIMITED PARTNERSHIP, HBC YSS 2 LP INC., RIOCAN-HBC OTTAWA
LIMITED PARTNERSHIP, RIOCAN-HBC (OTTAWA) HOLDINGS INC., and
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and SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43,
AS AMENDED**

**NOTICE OF MOTION
(Re Legal and Business Names of JV Entities)
(Returnable June 23, 2025)**

FTI Consulting Canada Inc., as receiver and manager (in such capacity, the “**Receiver**”) of the assets, undertakings and properties of RioCan-HBC Limited Partnership, RioCan-HBC General Partner Inc., HBC YSS 1 Limited Partnership, HBC YSS 1 LP Inc., HBC YSS 2 Limited Partnership, HBC YSS 2 LP Inc., RioCan-HBC Ottawa Limited Partnership, RioCan-HBC (Ottawa) Holdings Inc., and RioCan-HBC (Ottawa) GP, Inc. (collectively, the “**JV Entities**” and each individually, a “**JV Entity**”) will make a Motion before the Honourable Justice Osborne of the Ontario Superior Court of Justice (Commercial List) on June 23, 2025, at 11:00 a.m., or as soon after that time as the Motion can be heard.

PROPOSED METHOD OF HEARING: The motion is to be heard:

- ☐ In writing under subrule 37.12.1(1);
- ☐ In writing as an opposed motion under subrule 37.12.1(4);
- ☒ In person;
- ☐ By telephone conference;
- ☒ By video conference.

at the following location: 330 University Avenue, Toronto, Ontario and via Zoom.

THE MOTION IS FOR:

1. An order authorizing the Receiver, to execute and file articles of amendment or such other documents as may be required to change the respective legal and business names of the JV Entities and revising the style of cause in these proceedings.
2. Such further relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

3. In the *Companies' Creditors Arrangement Act* (Canada) proceedings (the "**CCAA Proceedings**") of Hudson's Bay Company ULC and certain affiliated entities, the Court granted an Order on June 3, 2025 approving an Asset Purchase Agreement entered into between The Bay Limited Partnership and Canadian Tire Corporation, Limited (the "**APA**"), and the transactions contemplated therein.
4. Pursuant to the APA, within forty-five (45) days following closing, the Applicants in the CCAA Proceedings and associated corporations, including the JV Entities, are to execute the necessary documents to effect name changes which are dissimilar to, and cannot be confused with "Hudson's Bay Company", "Hudson's Bay", or "HBC" (along with all variations thereof).
5. Accordingly, to assist with closing the transactions contemplated in the APA, the Receiver is seeking authorization to execute and file articles of amendment or such other documents as may be required to change the JV Entities' legal names and an order revising the style of cause in these proceedings to reflect those changed names of the JV Entities.

Other Grounds

6. The inherent and equitable jurisdiction of this Court;
7. Rules 1.04, 2.03, 3.02, 16, and 37 of the Ontario *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
8. Such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

1. The Motion Record of the Applicants in the CCAA Proceedings, dated June 16, 2025;
2. The Fifth Report of the Monitor, dated June 19, 2025, and filed in the CCAA Proceedings;
and
3. Such further and other evidence as counsel may advise and this Court may permit.

June 22, 2025

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Counsel for FTI Consulting Canada Inc., as Receiver

TO: THE SERVICE LIST

Applicants

Respondents

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

Proceeding commenced at Toronto

**NOTICE OF MOTION
(Returnable June 23, 2025)**

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Counsel for FTI Consulting Canada Inc., as Receiver

TAB 2

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.

)

MONDAY, THE 23RD

JUSTICE OSBORNE

)

DAY OF JUNE, 2025

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
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-and-

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and SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43,
AS AMENDED**

**ORDER
(Re Legal and Business Names of JV Entities)**

THIS MOTION, made by FTI Consulting Canada Inc., as receiver and manager (in such capacity, the “**Receiver**”) of the assets, undertakings and properties of RioCan-HBC Limited Partnership, RioCan-HBC General Partner Inc., HBC YSS 1 Limited Partnership, HBC YSS 1 LP Inc., HBC YSS 2 Limited Partnership, HBC YSS 2 LP Inc., RioCan-HBC Ottawa Limited Partnership, RioCan-HBC (Ottawa) Holdings Inc., and RioCan-HBC (Ottawa) GP, Inc. (collectively, the “**JV Entities**” and each individually, a “**JV Entity**”) for an order authorizing certain modifications to the legal and business names of the JV Entities was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Receiver, dated June 22, 2025, the Motion Record of the Applicants dated June 16, 2025 and filed in the *Companies' Creditors Arrangement Act* (Canada) proceedings of Hudson's Bay Company ULC, and certain affiliated entities (the "**CCAA Proceedings**"), the Fifth Report of Alvarez & Marsal Canada Inc., in its capacity as the Court-appointed monitor in the CCAA Proceedings, dated June 19, 2025, and on hearing the submissions of counsel for the Receiver, and such other counsel as were present, no one else appearing and making submissions for any other person on the service list, although properly served as appears from the affidavit of Evan Cobb sworn June 23, 2025, as filed,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

CHANGE OF NAME AND STYLE OF CAUSE

2. **THIS COURT ORDERS** that (a) the Receiver is hereby authorized to execute and file articles of amendment or such other documents or instruments as may be required to change the respective legal and business names of each of the JV Entities and such articles, documents or other instruments shall be deemed to be duly authorized, valid and effective without any requirement to obtain director, manager, shareholder, member or partner consent; and (b) upon the change to the legal names of the JV Entities, the names of the JV Entities within the title of proceedings shall be deleted and replaced with the new legal names of the JV Entities, and any document filed thereafter in these proceedings shall be filed using such revised title of proceedings.

GENERAL

3. **THIS COURT ORDERS AND DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere to give effect to this Order and to assist the Receiver and any of 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 Receiver as may be necessary or desirable to give effect to this Order or to assist in the carrying out the terms of this Order.

5. **THIS COURT ORDERS** that this Order and all its provisions are effective as of 12:01 a.m. (Toronto time) on the date of this Order without any need for filing or entry.

Applicants

Respondents

ONTARIO
 SUPERIOR COURT OF JUSTICE
 (COMMERCIAL LIST)

Proceeding commenced at Toronto

ORDER
 (Re Legal and Business Names of JV Entities)

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Counsel for FTI Consulting Canada Inc., as Receiver

RIOCAN REAL ESTATE
INVESTMENT TRUST, et al,

AND

RIOCAN-HBC
PARTNERSHIP, et al.

LIMITED

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

Applicants

Respondents

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

Proceeding commenced at TORONTO

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