



**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

ENDORSEMENT

COURT CV-23-00700581-00CL **DATE:** April 9, 2024
FILE NO.: _____

NO. ON LIST: 2

TITLE OF PROCEEDING: In the Matter of the CCAA
and
in the Matter of a Plan of Arrangement of 15315441 Canada Inc.

BEFORE: Justice Osborne

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Konyukhova, Maria Yong, Philip	15315441 Canada Inc. (Residual Co.)	mkonyukhova@stikeman.com pyang@stikeman.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
Patrick Corney Gavin Finlayson	2795904 Ontario Inc. (FIKA)	pcorney@millerthomson.com

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
Jeffrey Rosenberg	FTI Consulting Canada, Monitor	jeffrey.rosenberg@fticonsulting.com

Rebecca Kennedy	Counsel to the Monitor	rkennedy@tgf.ca
Matthew Anderson	General Counsel for FIKA (Observing)	manderson@fireandflower.com

ENDORSEMENT OF JUSTICE OSBORNE:

1. 15315441 Canada Inc. (the “Applicant” or “Residual Co.”) seeks an order extending the Stay Period until and including July 15, 2024.
2. The proposed stay extension is unopposed. The Service List has been served.
3. Defined terms in this Endorsement have the meaning given to them in my previous Endorsements made in this proceeding.
4. The Applicant relies upon the Sixth Report of the Monitor dated April 3, 2024 and the Affidavit of Avininer Grewal sworn April 3, 2024, together with exhibits thereto.
5. Following completion of the SISP, I granted an Approval and Reverse Vesting Order on August 29, 2023. The Transactions closed on September 15, 2023 as a result of which the Excluded Assets, Excluded Contracts, Excluded Leases and Excluded Liabilities were assumed by and vested in Residual Co., which became an Applicant in these CCAA Proceedings. As a result, the F&F Entities continue to operate, with the majority of employees retaining their employment.
6. I am satisfied that the proposed stay extension to and including July 15, 2024 is necessary and appropriate to allow the Applicants and the Monitor sufficient time to complete the Claims Process and make a distribution to the creditors of the Applicant.
7. Counsel advised that, as described in the affidavit of Stephane Trudel sworn June 5, 2023 in support of the Initial Order, none of the F&F Entities are subject to a collective-bargaining agreement, but in October, 2022, United Food and Commercial Workers, Local 400 (“UCFW”) filed an application for bargaining rights with respect to certain retail employees in Saskatoon, Saskatchewan.
8. On October 26, 2022, the Saskatchewan Labour Relations Board (“SLRB”) directed that a secret ballot vote be conducted among all eligible employees for certification.
9. On November 8, 2022, UCFW filed an application with the SLRB with respect to alleged unfair labour practices in relation to the certification vote and on November 16, 2022, FFI filed an application with the SLRB with respect to alleged unfair labour practices by UCFW with respect to the same certification vote. Both of those proceedings were stayed by the Initial Order.
10. The Applicant was made aware in January, 2024 of a dispute at the SLRB as to whether those labour claims remained with the F&F Entities, or were transferred to Residual Co.
11. The position of the Applicant is that the claims are not capable of being transferred under the CCAA and the Approval and Reverse Vesting order did not transfer those claims from FFI to Residual Co. On the other hand, FIKA takes the position that the claims were in fact transferred to Residual Co., pursuant to a Subscription Agreement entered into between FFHC and FIKA.
12. I am advised that the parties appeared before the SLRB for a case management conference on February 26, 2024 at which time the SLRB apparently determined that it would not interpret the Approval and

Reverse Vesting Order and that a determination should be made by this Court as to whether the labour claims were transferred to Residual Co. Accordingly, it is anticipated today that either UFCW or FIKA will bring a motion before this Court for that determination.

13. That is for another day. For today's purposes, I am satisfied that the requested stay extension should be granted. Pursuant to section 11.02 of the CCAA, the court may grant an extension where circumstances exist that make the order appropriate and the debtor company satisfies the court that it has acted, and is acting, in good faith and with due diligence. I am so satisfied here. No creditors are expected to suffer material prejudice as a result of the extension. The Applicant is not carrying on active operations and is expected to maintain liquidity through the proposed stay extension as reflected in the cash flow projections.
14. With respect to the anticipated motion or motions for the determination referred to above, it is surprising that the UFCW did not appear in Court today, although aware of this motion. In my view, it is important to the progress of these proceedings, and is therefore in the best interests of the stakeholders that this issue, (if live), be determined as soon as possible. Moreover, I am advised that the hearing before the SLRB is pending in May.
15. Accordingly, I am fixing a case management timetable and a date for the hearing of that motion or those motions as follows:
 - a. moving party or parties motion materials to be served no later than April 19, 2024;
 - b. responding party or parties motion materials to be served no later than April 29, 2024;
 - c. Monitor's Report (which I have requested include a recommendation on the issue) to be delivered no later than May 3, 2024; and
 - d. **the motion will be heard on May 6, 2024 commencing at 10:30 AM and continuing as necessary for 90 minutes.**
16. Counsel present today will ensure that this Endorsement and in particular the above-noted schedule is brought to the attention of the UFCW and its counsel, if any, as soon as possible. The schedule for the motion or motions, if necessary, applies to all parties, including for greater certainty, the UFCW. Given the non-attendance of the UFCW today, it is not clear to me whether it intends to pursue the matter or not. In the event that the matter is resolved on consent, counsel will advise the Commercial List office so that the hearing date of May 6 can be freed up for other matters.
17. Order to go in the form signed by me today which is effective immediately and without the necessity of issuing and entering.

Owen, J.