



Court File No. CV-24-00720567-00CL

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

THE HONOURABLE

TUESDAY, THE 28TH

JUSTICE PENNY

DAY OF MAY, 2024

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

**AND IN THE MATTER OF RED LOBSTER MANAGEMENT LLC,  
RED LOBSTER HOSPITALITY LLC and RED LOBSTER CANADA, INC.**

APPLICATION OF RED LOBSTER MANAGEMENT LLC UNDER  
SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, C. C-36, AS AMENDED

**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

**THIS APPLICATION**, made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") by Red Lobster Management LLC ("**RL Management**") in its capacity as the foreign representative (the "**Foreign Representative**"), in respect of proceedings commenced on May 19, 2024 in the United States Bankruptcy Court for the Middle District of Florida (the "**US Bankruptcy Court**") pursuant to Chapter 11 of Title 11 of the United State Bankruptcy Code (the "**Foreign Proceeding**") for an Order substantially in the form enclosed in the Supplementary Application Record, was heard this day by videoconference in Toronto, Ontario.

**ON READING** the Fresh As Amended Notice of Application, the affidavit of Jonathan Tibus sworn May 24, 2024, the affidavit of Nancy Thompson sworn May 26, 2024, the preliminary report of FTI Consulting Canada, Inc., (“**FTI**”) in its capacity as proposed information officer (the “**Information Officer**”) dated May 27, 2024, each filed and upon being provided with copies of the documents required by s.46 of the CCAA.

**AND UPON BEING ADVISED** by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) (the “**Supplemental Order**”) is being sought,

**AND UPON HEARING** the submissions of counsel for the Foreign Representative, counsel for the Proposed Information Officer, counsel to Fortress Credit Corp. and counsel for such other parties as were present and wish to be heard, no one else appearing although duly served as appears from the Lawyer’s Certificates of Service of Caitlin McIntyre dated May 21 and 27, 2024, filed:

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Fresh As Amended Notice of Application, the Supplementary Application Record and the Second Supplementary Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

**FOREIGN REPRESENTATIVE**

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the "foreign representative" of RL Management, Red Lobster Hospitality LLC and Red Lobster Canada, Inc. (collectively, the “**Canadian Debtors**” and each a “**Canadian Debtor**”) as defined in section 45 of the CCAA in respect of the Foreign Proceeding.

3. **THIS COURT DECLARES** that the centre of main interests for each of the Canadian Debtors is the United States of America, and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding" as defined in section 45 of the CCAA in respect of the Canadian Debtors.

#### **STAY OF PROCEEDINGS**

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any Canadian Debtor under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 or the *Winding-up and Restructuring Act*, R.S.C. 1985, c. W-11 are stayed;
- (b) further proceedings in any action, suit or proceeding against any Canadian Debtor are restrained; and
- (c) the commencement of any action, suit or proceeding against any Canadian Debtor is prohibited.

#### **NO SALE OF PROPERTY**

5. **THIS COURT ORDERS** that, except with leave of this Court, each of the Canadian Debtors are prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

6. **THIS COURT ORDERS** that within 5 business days from the date of this Order, or as soon as practicable thereafter, the Information Officer shall cause to be published a notice substantially in the form attached to this Order as Schedule A, once a week for two consecutive weeks in *Globe and Mail*, National Edition.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Canadian Debtors and the Foreign Representative, the Information Officer and their respective counsel and agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS AND DECLARES** that the Interim Stay Order (Foreign Proceeding made on May 21, 2024 (the “**Interim Stay Order**”) shall be of no further force and effect once this Order and the Supplemental Order become effective, and that this Order shall be effective as of 12:01 am on the date of this Order, provided that nothing herein shall invalidate any action taken in compliance with the Interim Stay Order prior to the effectiveness of this Order and the Supplemental Order.

9. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Canadian Debtors, the Foreign Representative, the Information Officer and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

  
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**JUSTICE MICHAEL A. PENNY**

**SCHEDULE “A”**

Court File No.: CV-24-00720567-00CL

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**NOTICE OF RECOGNITION ORDERS  
(FOREIGN MAIN PROCEEDING)**

**PLEASE BE ADVISED** that this Notice is being published pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the “**Canadian Court**”) granted on May 28, 2024 (the “**Supplemental Recognition Order**”).

**TAKE NOTICE** that on May 19, 2024, **Red Lobster Management LLC, Red Lobster Hospitality LLC, and Red Lobster Canada, Inc.** (together, the “**Canadian Debtors**”) and certain of their affiliates filed voluntary petitions for relief (collectively, the “**Chapter 11 Cases**”) pursuant to chapter 11 of title 11 of the United States Code (the “**U.S. Bankruptcy Code**”) with the United States Bankruptcy Court for the Middle District of Florida, Orlando Division (the “**U.S. Bankruptcy Court**”). In connection with the Canadian Debtors’ Chapter 11 Cases, Red Lobster Management LLC was appointed to act as foreign representative of the Canadian Debtors and others (in such capacity, the “**Foreign Representative**”). The Foreign Representative’s address is 450 S Orange Ave, Orlando, FL 32801, USA.

**AND TAKE NOTICE** that the Supplemental Recognition Order and the initial recognition order granted by the Canadian Court on May 28, 2024 (the “**Initial Recognition Order**”, and together with the Supplemental Recognition Order, the “**Recognition Orders**”) have been issued by the Canadian Court under Part IV of the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the “**CCAA Recognition Proceedings**”) and, among other things: (i) recognized each of the Chapter 11 Cases of the Canadian Debtors as a foreign main proceeding; (ii) granted a stay of proceedings against the Canadian Debtors; (iii) recognized certain orders granted by the U.S. Bankruptcy Court in the Chapter 11 Cases; and (iv) appointed FTI Consulting Canada Inc.

as the Information Officer with respect to the CCAA Recognition Proceedings (in such capacity, the “**Information Officer**”).

**AND TAKE NOTICE** that motions, orders and notices filed with the U.S. Bankruptcy Court in the Chapter 11 Cases are available at <https://dm.epiq11.com/case/redlobster/info>, and that the Recognition Orders and any other orders that may be granted by the Canadian Court have (or will be, upon becoming available) posted at <http://cfcanada.fticonsulting.com/redlobster/>.

**AND TAKE NOTICE** that Canadian legal counsel for the Foreign Representative is:

Blake, Cassels & Graydon LLP  
Barristers and Solicitors  
199 Bay Street, Suite 4000  
Commerce Court West  
Toronto, Ontario M5L 1A9

Attention: Linc Rogers / Caitlin McIntyre  
Email: [linc.rogers@blakes.com](mailto:linc.rogers@blakes.com) / [caitlin.mcintyre@blakes.com](mailto:caitlin.mcintyre@blakes.com)

**AND PLEASE FINALLY TAKE NOTICE** that if you wish to receive copies of the Recognition Orders or obtain further information in respect of the matters set forth in this Notice, you may contact the Information Officer at:

Address: FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

Tel: +1 416-649-8141  
Toll-free: +1 833-840-2742  
Email: [redlobster@fticonsulting.com](mailto:redlobster@fticonsulting.com)

DATED AT TORONTO, ONTARIO this [ ] day of May, 2024.

**FTI Consulting Canada Inc.,**  
*solely in its capacity as Information  
Officer in these CCAA Recognition  
Proceedings, and not in its personal or  
corporate capacity*

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SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceeding Commenced at Toronto

**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

**BLAKE, CASSELS & GRAYDON LLP**

Barristers and Solicitors

199 Bay Street

Suite 4000, Commerce Court West

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