



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

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

THE HONOURABLE
JUSTICE PENNY

TUESDAY, THE 5TH
DAY OF NOVEMBER, 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

**ORDER
(TERMINATION OF CCAA RECOGNITION PROCEEDING)**

THIS MOTION, 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 itself and Red Lobster Canada, Inc. and Red Lobster Hospitality LLC (the "**Canadian Debtors**") for an Order substantially in the form enclosed in the Motion Record of the Foreign Representative dated October 25, 2024, was heard this day by videoconference in Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Nancy Thompson sworn October 25, 2024, and the Third Report of FTI Consulting Canada Inc. ("**FTI**") in its capacity as

information officer (the “**Information Officer**”) dated October 25, 2024 (the “**Third Report**”), each filed,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the Information Officer 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 Certificate of Service of Caitlin McIntyre dated October 28, 2024, 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.
2. Capitalized terms not otherwise defined herein have the meanings given to them in the Third Report.

APPROVAL OF FEES & ACTIVITIES

3. **THIS COURT ORDERS** that the Information Officer’s activities, as set out in the Pre-Filing Report dated May 27, 2024, First Report dated June 17, 2024, Second Report dated September 9, 2024 and Third Report, be and are hereby approved; provided however that only the Information Officer, in its personal capacity and only with respect to its own respective personal liability, shall be entitled to rely upon or utilize in any way such approval.
4. **THIS COURT ORDERS** that the fees of the Information Officer and Fasken, as counsel to the Information Officer, as set out in the Third Report and the fee affidavits attached thereto, be and are hereby approved.

TERMINATION OF CCAA PROCEEDING

5. **THIS COURT ORDERS** that upon e-filing by the Information Officer of an executed certificate substantially in the form attached hereto as Schedule “A” (the “**Information Officer’s Termination Certificate**”) certifying that all matters to be attended to in connection with this CCAA proceeding have been completed, this CCAA proceeding shall be terminated without any other act or formality (the “**CCAA Termination Time**”); provided that nothing herein shall impact the validity of any Orders made in this CCAA proceeding or any actions or steps taken by any Person in connection therewith.

6. **THIS COURT ORDERS** that the Information Officer may rely on written notice (which for greater certainty, may be provided by way of email) from the Foreign Representative or its counsel advising that all matters related to the CCAA proceeding have been completed and the Information Officer shall incur no liability with respect to the delivery or filing of the Information Officer’s Termination Certificate, save and except for any gross negligence or wilful misconduct on its part.

7. **THIS COURT ORDERS** that the Administration Charge (as defined in the Supplemental Recognition Order dated May 28, 2024) shall be terminated, released and discharged at the CCAA Termination Time without any other act or formality.

8. **THIS COURT ORDERS** that effective at the CCAA Termination Time, FTI shall be and is discharged as the Information Officer in this proceeding; provided that the Information Officer shall continue to have the benefit of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of the Information Officer.

9. **THIS COURT ORDERS AND DECLARES** that effective at the CCAA Termination Time, FTI and Fasken shall be: (i) deemed to have satisfied all their duties and obligations

pursuant to all Orders made in this proceeding, and (ii) released and discharged from any and all liability that FTI or Fasken (each a “**Released Party**”) now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of FTI while acting in its capacity as Information Officer or Fasken while acting in its capacity as counsel to the Information Officer (the “**Released Claims**”), save and except for any gross negligence or wilful misconduct on such applicable Released Party’s part (the “**Unreleased Claims**”). Without limiting the generality of the foregoing, upon the e-filing of the Information Officer’s Termination Certificate, FTI and Fasken shall be forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within CCAA proceeding, save and except for any gross negligence or wilful misconduct on such applicable Released Party’s part.

10. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Information Officer, FTI or Fasken in any way arising from or related to the Unreleased Claims except with prior leave of this Court and on prior written notice to the applicable Released Party.

GENERAL

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States of America or any other foreign jurisdiction, to give effect to this Order and to assist the Foreign Representative, and the Information Officer, and their respective counsel and 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 Foreign Representative, and the Information Officer as may be necessary or desirable to give effect to

this Order, or to assist the Foreign Representative and the Information Officer and their respective counsel and agents in carrying out the terms of this Order.

12. **THIS COURT ORDERS** that each of the Foreign Representative and the Information Officer be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

13. **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 and are enforceable without any need for entry and filing.



JUSTICE PENNY

SCHEDULE “A”

FORM OF INFORMATION OFFICER’S TERMINATION CERTIFICATE

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

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

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INFORMATION OFFICER’S CERTIFICATE

- A. Pursuant to an Order of the Honourable Justice Penny of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated May 28, 2024, FTI Consulting Canada Inc. was appointed as information officer (in such capacity, the “**Information Officer**”) in respect of these proceeding (the “**CCAA Recognition Proceeding**”) commenced by Red Lobster Management LLC in its capacity as the foreign representative of itself, Red Lobster Canada, Inc. and Red Lobster Hospitality LLC (in such capacity, the “**Foreign Representative**”) pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”).
- B. Pursuant to an Order of the Honourable Justice Penny dated November 5, 2024 (the “**CCAA Termination Order**”), the Court provided for the termination of this CCAA

Recognition Proceeding upon the filing of this certificate (the “**Information Officer’s Termination Certificate**”) with the Court.

C. Except as otherwise stated, any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the CCAA Termination Order.

THE INFORMATION OFFICER HEREBY CERTIFIES THAT:

1. The Information Officer has been advised by the Foreign Representative (or its counsel) that all matters related to the CCAA Proceeding have been completed.
2. To the knowledge of the Information Officer, all matters to be attended to in connection with the CCAA Proceeding (Court File No. CV-24-00720567-00CL) have been completed.

ACCORDINGLY, the CCAA Termination Time has occurred.

**FTI CONSULTING CANADA INC.
solely in its capacity as Information Officer
and not in its personal or corporate capacity**

Per: _____
Name:
Title:

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

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

Proceeding Commenced at Toronto

CCAA TERMINATION ORDER

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