

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

THE HONOURABLE
JUSTICE CAVANAGH

TUESDAY, THE 10TH
DAY OF SEPTEMBER, 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

**THIRD SUPPLEMENTAL ORDER
(FOREIGN MAIN 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**") commenced on May 19, 2024 in the United States Bankruptcy Court for the Middle District of Florida (the "**US Court**") pursuant to Chapter 11 of Title 11 of the United State Bankruptcy Code (the "**Chapter 11 Cases**") for an Order substantially in the form enclosed in

the Third Supplemental Motion Record, was heard this day by videoconference in Toronto, Ontario.

ON READING the Notice of Motion, the affidavit of Nicholas Haughey sworn [\[●\]September 3](#), 2024, the Second Report of FTI Consulting Canada Inc. (“**FTI**”) in its capacity as information officer (the “**Information Officer**”) dated [\[●\]September 9](#), 2024, each filed,

AND UPON HEARING the submissions of counsel for the Foreign Representative, counsel for the 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 Certificate of Service of Caitlin McIntyre dated September [\[●\]4](#), 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. **THIS COURT ORDERS** that, except as otherwise stated, any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Joint Chapter 11 Plan of Red Lobster Management LLC and its Debtor Affiliates (as amended, restated or modified, the “**Plan**”).

RECOGNITION OF FOREIGN ORDER

3. **THIS COURT ORDERS** that the following orders entered by the US Court in the Chapter 11 Cases of the Debtors are hereby recognized and given full force and effect in all provinces and territories of Canada pursuant to section 49 of the CCAA:

- (a) Order (I) Finally Approving Disclosure Statement for the Joint Chapter 11 Plan of Red Lobster Management LLC and Its Debtor Affiliates, and (II) Confirming the Joint Chapter 11 Plan of Red Lobster Management LLC and Its Debtor Affiliates (the “**Confirmation Order**”), a copy of which is attached hereto as **Schedule “A”**;
- (b) Order Granting Debtors’ Emergency Motion for Approval of Form of Notice of Commencement and Proof of Claim (“**Bar Date Order**”), a copy of which is attached hereto as **Schedule “B”**; and
- (c) Order Granting Debtors’ Motion for Entry of an Order (I) Approving Claims Objection Procedures and (II) Authorizing Additional Claim Objection Categories for Omnibus Claim Objections (“**Claim Objection Order**”), a copy of which is attached hereto as **Schedule “C”**;

(collectively, the “**Foreign Orders**”);

provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Property (as defined in the Supplemental Order (Foreign Main Proceeding) made in these proceedings on May 28, 2024 (the “**Supplemental Order**”)).

IMPLEMENTATION OF THE PLAN

4. **THIS COURT ORDERS** that the Foreign Representative and the Canadian Debtors are authorized and directed to take all steps and actions and do all things necessary or appropriate to implement the Plan in accordance with its terms, and to enter into, implement and consummate all of the steps, transfers, transactions and agreements contemplated by the Plan.

5. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act* (Canada) and any similar legislation in any province or territory of Canada, the Canadian Debtors are authorized and permitted to disclose and transfer to the Purchaser all human resources, payroll and personal information in the records of the Canadian Debtors pertaining to Red Lobster Canada Inc.'s past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to them in a manner which is in all material respects identical to the prior use of such information by the Canadian Debtors.

RELEASES AND INJUNCTIONS

6. **THIS COURT ORDERS** that the compromises, arrangements, releases, discharges and injunctions contained and referenced in the Plan and as approved by the Confirmation Order are valid and that, effective on the Plan Effective Date, all such releases, discharges and injunctions are hereby recognized and given full force and effect in all provinces and territories of Canada in accordance with and subject to the terms of this Order, the Confirmation Order and the Plan.

7. **THIS COURT ORDERS** that upon delivery of an executed certificate to the Purchaser substantially in the form attached hereto as Schedule "D" (the "**Information Officer's Certificate**") certifying that, to the knowledge of the Information Officer, the Plan Effective Date has occurred:

- (a) the Plan, including (a) the treatment of Claims as provided for in the Plan, and (b) all compromises, arrangements, transfers, transactions, releases, discharges and injunctions provided for in the Plan and as approved in the Confirmation Order, as applicable, shall inure to the benefit of the Canadian Debtors with respect to their Property (as defined in the Supplemental Order) and shall be binding and

effective upon the Canadian creditors of the Debtors and all other persons affected thereby, and upon their respective heirs, administrators, executors, legal personal representatives, successors and assigns;

- (b) the DIP Charge and D&O Charge (as defined in the Supplemental Order) shall be automatically terminated, released, expunged and discharged without the need for further Order of this Court.
- (c) paragraphs 4, and 5 of the Initial Recognition Order (Foreign Main Proceedings) made in these proceedings on May 28, 2024 shall terminate and be of no further force or effect; and
- (d) paragraphs 6-10, [and 21](#) of the Supplemental Order shall terminate and be of no further force or effect.

8. **THIS COURT ORDERS** that the Information Officer is hereby directed to file the Information Officer's Certificate with the Court as soon as reasonably practicable following delivery thereof pursuant to paragraph 7 of this Order, to post a copy of same on its website and to provide a copy to the Service List.

9. **THIS COURT ORDERS** that the Information Officer may rely on written notice (which, for greater certainty, may be provided by way email) from the Foreign Representative or its US or Canadian counsel advising that the Plan Effective Date has occurred and the Information Officer shall incur no liability in connection ~~with~~[with](#) the Information Officer's Certificate, including with respect to the delivery or filing thereof, save and except for any gross negligence or wilful misconduct on its part.

[DISMISSAL OF ACTIONS](#)

10. THIS COURT ORDERS that as of the Plan Effective Date, all existing court actions and proceedings commenced against the Canadian Debtors in Canada, including but not limited to the actions set out in **Schedule “E”**, shall be permanently stayed and dismissed on a with prejudice and without costs basis as against the Canadian Debtors. The Foreign Representative, the Canadian Debtors, the Information Officer and each of their representatives are authorized and directed to take all steps and actions and to do all things, deemed necessary or appropriate to obtain or implement such stays or dismissals.

11. THIS COURT DIRECTS the registrar of the Ontario Superior Court of Justice in which the actions set out in Schedule “E” were commenced to dismiss the actions set out in Schedule “E” as against the Canadian Debtors upon presentment of a copy of this Order and a copy of the executed Information Officer’s Certificate.

GENERAL

12. ~~10.~~ **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 Debtors, the Foreign Representative, the Information Officer, the Purchaser, 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 Debtors, the Foreign Representative, the Information Officer and the Purchaser, as may be necessary or desirable to give effect to this Order, or to assist the Debtors, the Foreign Representative, the Information Officer, the Purchaser, and their respective counsel and agents in carrying out the terms of this Order.

13. ~~11.~~ **THIS COURT ORDERS** that each of the Debtors, the Foreign Representative, the Information Officer and the Purchaser 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.

14. ~~12.~~ **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 CAVANAGH

SCHEDULE "A"

CONFIRMATION ORDER

SCHEDULE "B"

BAR DATE ORDER

SCHEDULE "C"

CLAIM OBJECTION ORDER

SCHEDULE “D”

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

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

**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,
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**APPLICATION OF RED LOBSTER MANAGEMENT LLC UNDER
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R.S.C. 1985, C. C-36, AS AMENDED**

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 Cavanagh dated September 10, 2024 (the “**Third Supplemental Order**”), the Court recognized an Order (the “**Confirmation Order**”) of the United States Bankruptcy Court for the Middle District of Florida, among

other things, confirming the Joint Chapter 11 Plan of Red Lobster Management LLC and Its Debtor Affiliates (as amended, restated or modified, the “**Plan**”) pursuant to section 49 of the CCAA; and

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

THE INFORMATION OFFICER HEREBY CERTIFIES THAT:

- 1. In accordance with paragraph 7 of the Third Supplemental Order, the Information Officer has been advised by the Foreign Representative (or its US or Canadian legal counsel, as the case may be) that the Plan Effective Date has occurred.

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

Per: _____
Name:
Title:

|

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SCHEDULE "E"
LIST OF ACTIONS

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

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

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

Proceeding Commenced at Toronto

THIRD SUPPLEMENTAL ORDER

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Document comparison by Workshare Compare on Monday, September 9, 2024 12:42:31 PM

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Description	Third Supplemental Order
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Description	Third Supplemental Order
Rendering set	Standard

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
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Style change	
Format change	
Moved-deletion	
Inserted cell	
Deleted cell	
Moved cell	
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