

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-060613-227

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE PLAN OF
ARRANGEMENT AND COMPROMISE OF:

RISING PHOENIX INTERNATIONAL INC.

- and -

10864285 CANADA INC. doing business under
the trade name **M COLLEGE OF CANADA**

- and -

11753436 CANADA INC.

- and -

CDSQ IMMOBILIER INC.

- and -

COLLÈGE DE L'ESTRIE INC.

- and -

**ÉCOLE D'ADMINISTRATION ET DE
SECRÉTARIAT DE LA RIVE SUD INC.**

- and -

9437-6845 QUÉBEC INC.

- and -

9437-6852 QUÉBEC INC.

-and-

9392-9073 QUÉBEC INC., a legal person
incorporated under the *Business Corporations
Act*, having its registered office at 2140 rue de la
Montagne, 3rd Floor, City and District of Montréal,
Province of Québec, H3G1Z7

Applicants

- and -

RICHTER INC.

Monitor

**APPLICATION FOR THE ISSUANCE OF
(i) AN AMENDED AND RESTATED INITIAL ORDER ADDING AN ADDITIONAL
APPLICANT AND (ii) AN ORDER EXTENDING THE STAY PERIOD
(Sections 9, 11, 11.02(2), 11.51, 11.52 and 23 of the *Companies' Creditors
Arrangement Act*)**

**TO THE HONOURABLE DAVID R. COLLIER OF THE SUPERIOR COURT, SITTING IN
COMMERCIAL DIVISION, IN AND FOR THE JUDICIAL DISTRICT OF MONTREAL,
THE APPLICANTS RESPECTFULLY SUBMIT THE FOLLOWING:**

I. ORDER SOUGHT

1. By way of the present *Application for the issuance of (i) an amended and restated initial order adding an additional applicant and (ii) for an order extending the stay period* (the "**Application**"):
 - (a) 9392-9073 Québec inc. (the "**Applicant**") seeks an order essentially:
 - i. declaring that it is a corporation to which the CCAA applies;
 - ii. staying all proceedings and remedies taken or that might be taken in respect of or against it or any of its property, and extending the stay of proceedings applicable to the Directors to any of their family trusts, in respect to any claim against it which arose prior to the Effective Time and which relates to any obligation of 9392-9073 Québec inc
 - iii. ordering the procedural consolidation of this CCAA proceeding with the CCAA proceedings of each of the other Applicants, for administrative purposes only;
 - iv. appointing Richter Inc. ("Richter" or the "Proposed Monitor") as the monitor of the Applicant in these proceedings with certain extended powers; and
 - (b) Rising Phoenix International Inc., 10864285 Canada Inc., 11753436 Canada Inc., CDSQ Immobilier Inc., Collège de l'Estrie Inc., École d'Administration et de Secrétariat de la Rive-Sud Inc., 9437-6845 Québec Inc., 9437-6852 Québec Inc. and 9392-9073 Québec inc. (collectively, the "**Applicants**") seek the issuance of an order substantially in the form of the draft order communicated herewith as **Exhibit R-1** extending the Stay Period (as defined below) until February 17th, 2023.

II. PROCEDURAL BACKGROUND

2. On January 5, 2022, the Applicants filed an application pursuant to the *Companies Creditors Arrangement Act*, R.S.C., 1985, c. C-36, as amended, (the "**CCAA**") entitled *Application for the Issuance of a First Day Initial Order and an Amended and Restated Initial Order* (the "**Initial Application**").
3. On January 6, 2022, the Superior Court of Quebec (Commercial Division) (the "**Court**") partially granted the Initial Application and rendered a First-Day Initial Order (the "**First Day Order**"), which, *inter alia*, stayed all proceedings and remedies taken or that might be taken in respect of the Applicants, or any of their property, and their Directors and Officers, until January 14, 2022, which has since been extended on several occasions, and most recently, until November 30, 2022 (the "**Stay Period**").
4. On January 13, 2022, Firm Capital Mortgage Fund Inc. ("**Firm Capital**") filed a Contestation (the "**FC Contestation**") to the Applicants' request for the issuance of an Amended and Restated Initial Order (as defined hereinafter) which was sought pursuant to the Initial Application.
5. Firm Capital did not proceed with the FC Contestation in view of the settlement that preceded the hearing on January 17, 2022, and ultimately provided financing to the Applicants on the terms and conditions set forth in the interim financing facility term sheet approved by the Court which provided for a credit facility in the principal amount of \$1,750,000 plus Lender's Costs, which amounts have since been paid back.
6. On January 16, 2022, the Applicants filed an *Amended Application for the Issuance of a First Day Initial Order and an Amended and Restated Initial Order* (the "**Amended Initial Application**").
7. On January 17, 2022, the Court granted the Amended Initial Application and rendered an order (the "**Amended and Restated Initial Order**") and extended the Stay Period until February 28, 2022.
8. On February 9, 2022, Anish Sachdeva, Manjot Singh, Sukhrajpreet Singh, Sukhmanpreet Singh and Jaspreet Singh (the "**Proposed Student Representatives**") filed an *Application for the Issuance of a Student Representation Order* (the "**Representation Application**").
9. On February 15, 2022, the Court granted in part the Representation Application and issued an order (the "**Student Representation Order**") pursuant to which, McCarthy Tétrault LLP was appointed as representative counsel (the "**Students' Representative Counsel**") in these proceedings (the "**CCAA Proceedings**") to represent the interests of all persons who are creditors of the Applicants as a result of their status as a currently enrolled student at the Colleges (as defined hereinafter), pipeline student of the Colleges or in light of tuition fees paid to the Applicants (collectively, the "**Students**").

10. On March 14th, 2022, pursuant to the *Applicants' Application for (I) The Issuance of an Approval and Vesting Order (II) The Approval of a Junior Interim Financing Agreement and (III) A Re-Amended and Restated Initial Order* dated March 10th, 2022, the Court rendered two orders, namely:
 - (a) a Re-Amended and Restated Initial Order (the "**Re-Amended and Restated Initial Order**") which restated the conclusions of the Amended and Restated Initial Order and, in addition thereto, *inter alia*:
 - i. confirmed the extension of the Stay Period until April 29, 2022; and
 - ii. approved a Junior Interim Financing Agreement of \$2.5 million;
 - (b) an Approval and Vesting Order (the "**Approval and Vesting Order**") which approved the sale as a going concern of the Colleges and other identified assets of the Applicants to a third party purchaser, 6815464 Canada Ltd., (the "**Purchaser**").
11. On March 15, 2022, Les Consultants 3 L M Inc. (hereafter "**ISI**"), filed a « *Demande de Bene Esse en Déclaration d'Inapplicabilité de la Suspension des Procédures et, Subsidairement, pour Lever la Suspension des Procédures en faveur des Administrateurs et Dirigeants* » (the "**ISI Application**").
12. On, April 8, 2022, the Applicants filed an application for the continuance of the ISI Application, filed on April 8, 2022 (the "**Stay Application Continuance**").
13. On April 8, 2022, the Student Representative Counsel filed an *Application for an Order Extending the CAQ and/or Study Permit of Certain Students and Implementing a Streamlined Process for the Reconsideration of Refused Study Permit Applications* (the "**Immigration Application**"), which was dismissed by the Court on April 22, 2022.
14. On May 9th, 2022, the Court partially granted both the ISI Application and the Stay Application Continuance by, *inter alia*, (i) suspending ISI's homologation of the February 17, 2002 arbitral award until a plan of arrangement has been presented to creditors and voted upon; (ii) ordering Caroline, Christina and Joseph Mastantuono to declare, under oath, all of the assets they own, directly or indirectly control, or are beneficially entitled to receive; and (ii) Ordering Caroline, Christina and Joseph Mastantuono not to dispose of or transfer any of these assets.
15. On May 23, 2022, Caroline, Christina and Joseph Mastantuono each declared under oath the assets they own, directly or indirectly control, or are beneficially entitled to receive.
16. On June 23, 2022, Caroline, Christina and Joseph Mastantuono were each examined by ISI on their affidavit. The objections raised during the course of the examinations are scheduled to be debated before this Court on September 15, 2022.
17. On June 29, 2022, the Monitor filed a motion for an order expanding its powers in order to be able to insure the immoveable property of the Applicants (the "**Monitor's Power Application**").

18. On June 30, 2022, the Court granted the Monitor's Power Application.
19. On July 13, 2022, the Purchaser filed a motion to be authorized to retrieve and remove from the Court record the Asset Purchase Agreement previously filed under seal or to have it kept confidential until further order of this Court ("**Cestar's Withdrawal Application**").
20. On July 25, 2022, the Court dismissed Cestar's Withdrawal Application.
21. On November 11, 2022, the Monitor filed an *Application for the issuance of an order forcing the communication of information to the Monitor* (the "**ISI Information Application**"), which has not yet been heard.
22. On November 24, 2022, the Students' Representative Counsel filed an *Application for the issuance of an order forcing the communication of information to the Students' Representative Counsel* (the "**CESTAR Information Application**"), which has not yet been heard.

III. **RESTRUCTURING EFFORTS SINCE THE COMMENCEMENT OF THE CCAA PROCEEDINGS**

A. **The Sale Transaction**

23. Following the commencement of these CCAA Proceedings, the Monitor launched an accelerated sale process, in consultation with the Applicants and Firm Capital, which culminated in the signing of an asset purchase agreement (the "**APA**") with the Purchaser, for a going concern sale of the Colleges (the "**Transaction**").
24. The APA was approved by this Court with the issuance of the Approval and Vesting Order, on March 14, 2022.
25. The closing of the Transaction was conditional on the following conditions precedent:
 - (a) The transfer of the education permits granted by the *Ministère de l'éducation* and the *Ministère de l'enseignement supérieur* (the "**Education Ministries**" or "**MEES**") to the Purchaser; and
 - (b) The execution of a *Transition Services Agreement* ("**TSA**") between the Purchaser and the Debtors, to cover the interim period until the closing of the Transaction as well as transition services required following the closing.
26. On June 29, 2022, the Education Ministries authorized the transfer of all required education permits.
27. On June 30, 2022, the Applicants and the Purchaser proceeded to the closing of the Transaction.

28. Since the closing, the Applicants and their Directors and Officers have continued to assist the Purchaser in the transition of the Colleges, the whole to ensure a smooth transition for all Registered Students who are now able to complete their educational program.
29. The Applicants and their Directors have also been working, with the Monitor, to finalise with Cestar the last remaining post-closing adjustments and tax election issues.
30. The Transaction with Cestar has permitted the reimbursement in full of the DIP lenders and of Firm Capital, the Applicant's secured lender, and has ensured that all Registered Students would be provided with the educational program they had paid for and that all of the Applicant's Pipeline Students would either be educated or reimbursed by Cestar.
31. The assumption by Cestar of such liabilities towards the Students will have a significant effect on their claims and the claims process, and the eventual distribution to the remaining creditors of the Applicants, including the students.
32. The Applicants understand that the CESTAR Information Application is specifically intended to ensure that Cestar honors the commitments it has made with respect to each of the student groups, which again, will have an important impact on an eventual plan and distribution.

B. The proposed Plan of arrangement

33. As announced to this Court, the Applicants with the financial contribution of the Directors, intend to put forward a plan of arrangement, the principal terms of which would, subject to negotiations, include the following:
 - (a) The Directors would pledge a significant portion of the real estate assets under their control towards the funding of a plan. More specifically, the Directors are proposing to contribute assets that are evaluated at \$2.1 million (net of hypothecs) (the "**Director-pledged assets**").
 - (b) The Directors would retain certain limited personal assets, including notably, minimal amounts in personal RRSPs and a portion of the equity in their personal homes and furniture, as well as funds to be set aside, estimated at \$500,000, to pay for the fees and costs of criminal defence attorneys retained by two of the Directors, namely Caroline Mastantuono and Christina Mastantuono;
 - (c) The Monitor would be tasked with the sale of the Director-pledged assets and with the distribution of net proceeds to creditors through the CCAA plan of arrangement;
 - (d) The plan would create a litigation trust to finance the pursuit of the Students' Litigation Claims. This litigation trust fund, currently evaluated at \$100,000 (subject to negotiations), would be insufficient to finance the entire litigation process, however the attorneys representing the students in the litigation would be expected to finance a portion of their fees and costs on a contingency basis;

- (e) In consideration for their contribution to the plan of arrangement, the Directors would be released of all personal claims of a civil nature arising from their operation of the Debtors and their business; and
 - (f) The creditors with proven claims against the Directors would benefit from a special distribution from the Director-pledged assets under the plan. All students with claims against RPI, including all students recruited by RPI to attend ISI's college (the "**ISI Students**"), would be included as part of this group.
- 34. Other than the limited personal assets mentioned above, the Directors would be pledging the entirety of the assets under their control to the funding of a plan.
 - 35. A CCAA plan of arrangement is the only means by which the largest class of creditors of the Applicants (the students) will obtain any meaningful recovery from the Applicants' estates.
 - 36. On October 10, 2022, the outline of a potential plan of arrangement containing a significant contribution from the Directors was discussed and communicated to the two parties that have asserted claims against the Directors, namely Students' Representative Counsel and ISI.
 - 37. The Students' Representative Counsel has expressed interest in pursuing a plan of arrangement.
 - 38. ISI, whose claim is substantially based on tuition fees remitted by ISI students to RPI, had initially indicated that it was not willing to pursue any further discussions.
 - 39. The Applicants understand that the ISI Information Application filed by the Monitor was specifically intended to ensure that the claims of the ISI Students are properly addressed in a proposed plan of arrangement and that their claims, and that of ISI, are not double counted.
 - 40. Since the filing of the ISI Information Application, ISI's counsel and the Monitor have been in discussions relating to the information requests contained in the ISI Information Application, as well a potential plan of arrangement.
 - 41. To the Applicants' knowledge, these discussions are ongoing and the parties will continue to work towards the presentation and implementation of a plan of arrangement.

ADDITION OF 9392-9073 QUÉBEC INC. AS AN APPLICANT

- 42. The Director-pledged assets are comprised of the following real estate properties:
 - (a) An immovable, owned by the Carole Bonneville Trust, located at 41, 1re rue, Saint-Adolphe-d'Howard (Québec) J0T 2B0, initially purchased by Caroline Mastantuono on June 11, 2020 and later donated, on March 26, 2021 to the Caroline Bonneville Trust;

- (b) An immovable, owned by 11707686 Canada Inc., located at 168, avenue Milton, Lachine (Québec) H8R 0A1, purchased on March 13, 2020;
 - (c) An immovable, owned by 11707686 Canada Inc., located at 2245, rue des Épinettes, Sherbrooke (Québec) J1G 0E9, purchased on December 2, 2019;
43. The Saint-Adolphe-d'Howard property (the "**Country House**") was initially purchased following the receipt, by the Caroline Bonneville Mastantuono Family Trust, of a dividend from the Applicant 9392-9073 Québec Inc.
44. The Mastantuono's family trusts are the sole participating shareholders of 11707686 Canada Inc.
45. The Milton and des Épinettes properties were acquired by 11707686 Canada Inc. for the purpose of housing students of the Applicants' colleges (the "**Housing properties**").
46. The Applicant 9392-9073 Québec inc. ("9073") was, with Collège Supérieur de Montréal (C.S.M.) Inc. ("**CSM**"), one of the two limited partners of Société en commandite 205 rue Viger ("**SEC 205 Viger**"), the general partner being 9392-8687 Québec Inc.
47. SEC 205 Viger owned a building located at 205 Viger Street West, in Montreal purchased on March 1, 2019 for \$8,600,000.
48. RPI advanced \$7,250,000 to finance the purchase of 205 Viger, \$4,670,000 being advanced to 9073 and \$2,580,000 being advanced to CSM.
49. 9073's only asset was its 60 units of SEC 205 Viger, representing 60% of the total units.
50. On April 20, 2020, 9073 sold its 60 units to CSM for \$8,400,000, making a capital gain of \$3,240,050.
51. The \$8,400,000 was distributed as follows:
- | | |
|--|------------------|
| (a) On April 21, 2020, repayment of advances made by RPI to 9073: | \$5,191,178 |
| (b) On April 24, 2020, dividend payments to the three shareholders, the Mastantuono's family trusts: | \$2,404,442 |
| (c) On May 27, 2020, advance to RPI: | <u>\$800,000</u> |
| | \$8,395,620 |
52. The Country House was purchased by the Caroline Bonneville Mastantuono Family Trust with a portion of the 2,4 million dollar dividend.
53. Caroline Mastantuono later caused her family trust to advance approximately 1,7 million dollars to the Applicants.

54. The sole asset of 9073 was its receivable of \$800,000 from RPI, which is now of no value.
55. 9073 owes corporate taxes, estimated at \$488,827, as a result of the gain on the sale of the shares in the Property.
56. Given that RPI is insolvent, it is unable to repay 9073 and consequently 9073 is unable to pay its outstanding taxes.
57. Revenu Quebec has advised that it would shortly be issuing notices of assessment against the recipient of the dividends issued by 9073, namely the Mastantuonos' family trusts, or the Mastantuonos themselves, in connection with the tax liability of 9073.
58. The Applicants believe that 9073 should be part of the CCAA proceedings, as 9073 does not have the ability to pay the taxes owing, and that the stay provisions of the *Re-Amended and Restated Initial Order* should be extended to the Mastantuono's family trusts in order to avoid a *race to their assets* by Revenu Québec and the Canada Revenue Agency which would adversely impact their ability to fund a plan.
59. 9073 was always a part of the RPI group, however was excluded from the original CCAA filing as only operating entities and the Company owned properties directly related to the colleges were included in the filing.
60. The tax authorities have been notified of the pending application to include 9073 in the present proceedings.

IV. RELIEF SOUGHT

On the adjunction of a new Applicant

61. 9073 is a company owned and controlled by the Mastantuono family and should be considered as a company within the RPI group of companies.
62. 9073 sole asset is an advance to RPI, which is unable to repay the amount.
63. 9073 is unable to repay any potential obligations owing to its creditors and is therefore insolvent.
64. The exclusion of 9073 from the CCAA proceedings will likely jeopardize the ability to submit a Plan to the stakeholders, which will imperil any recovery by the stakeholders and in particular, the students.

On the Extension of the Stay Period

65. Since the commencement of these CCAA Proceedings, the Applicants have acted in good faith, with due diligence and have worked with the Monitor and other stakeholders to resume their educational operations, implement an expedited sale process, negotiate an APA, facilitate a smooth transition to the Purchaser and participate in analyzing, assessing and preparing a draft Plan for consideration by its stakeholders.

66. The Directors have offered assets of a substantial value to fund the plan of arrangement, and continue to engage in meaningful discussions and work towards the presentation and implementation of such a plan.
67. The Applicants believe and respectfully submit that an extension of the Stay Period until February 17, 2023 is reasonable in the circumstances, as it will allow additional time to evaluate the actual quantum of ISI's claim as against RPI and its Directors, the feasibility of filing a Plan to the creditors along with the development of a claims process, the whole to enable an ultimate distribution to the creditors.
68. The alternative, a bankruptcy liquidation of the Applicants, would lead to the following chain reaction:
 - (a) The stay against individual Directors would be lifted, which would lead to a "race" against their personal assets by creditors;
 - (b) The Directors would have no choice but to file personal insolvency proceedings; and
 - (c) Protracted and costly litigation would likely to take place within these personal insolvency proceedings over the realization of assets held in trust or by third parties.
69. A bankruptcy liquidation would only reward a small number of creditors with liquidated claims against the Directors and the resources required to hire lawyers to pursue these claims.
70. On the other hand, a bankruptcy liquidation would unlikely be the best possible outcome for other creditors, in particular the students, who may hold claims or contingent claims, but who do not have the means to pursue them. In addition, a bankruptcy liquidation would not provide any avenue for recovery on the Students' Litigation Claims.
71. The requested extension of the Stay Period will not cause any prejudice to the various stakeholders, but rather will allow for the implementation of the above-mentioned steps, which are to the benefit of the Applicants various stakeholders and creditors, including in particular, the students.
72. The Applicants understand that the Monitor and the Student Representative Counsels are supportive of their request to extend the Stay Period.
73. In light of the foregoing, the Applicants respectfully submit that the present Application should be granted in accordance with its conclusions.

WHEREFORE, MAY THIS COURT:

GRANT this *Application for the Issuance of (i) an Amended and Restated Initial Order adding an additional Applicant and (ii) an Order extending the Stay Period* (the "**Application**").

ISSUE orders substantially in the form of the amended draft order communicated as **Exhibit R-1**;

WITHOUT COSTS, save and except in case of contestation.

MONTREAL, November 28, 2022

Kaufman s.e.n.c.r.l.

KAUFMAN LAWYERS LLP

Att. Me Martin P. Jutras

800 René-Lévesque boulevard West

Suite 2220

Montreal, Quebec H3B 1X9

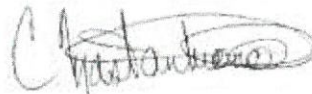
Attorneys for the Applicants

SWORN STATEMENT

I, the undersigned, **Caroline Bonneville (Mastantuono)**, having my principal place of business at 2140 rue de la Montagne, 3rd Floor, in the city of Montreal, Province of Quebec, solemnly declare the following:

1. I am the president of Rising Phoenix International Inc. and of 9392-9073 Québec inc.;
2. All the facts alleged in the *Application for the Issuance of (i) an Amended and Restated Initial Order adding an additional Applicant and (ii) an Order extending the Stay Period* are, to the best of my knowledge, true.

AND I HAVE SIGNED



Caroline Bonneville

Solemnly declared before me at Montreal,
on the 28th day of November, 2022



Commissioner of oath for the Quebec

NOTICE OF PRESENTATION

TO: the Service List

TAKE NOTICE that the *Application for the Issuance of (i) an Amended and Restated Initial Order adding an additional Applicant and (ii) an Order extending the Stay Period* will be presented for adjudication before the honourable Justice R. Collier of the Superior Court of Quebec, Commercial Division, at the Montréal Courthouse located at 1 Notre-Dame Street East, at a time and date to be determined by the Court and to be communicated to the Service List.

The Teams link, to participate in the virtual hearing, is available on the site <http://www.tribunaux.qc.ca>

DO GOVERN YOURSELVES ACCORDINGLY.

MONTREAL, November 28, 2022

Kaufman s.e.n.c.r.l.

KAUFMAN LAWYERS LLP

Att. Me Martin P. Jutras

800 René-Lévesque boulevard West

Suite 2220

Montreal, Quebec H3B 1X9

Attorneys for the Applicants

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
Commercial Division

No.: 500-11-060613-227

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-and-

9392-9073 QUÉBEC INC.

Applicants

- and -

RICHTER INC.

Monitor

INVENTORY OF EXHIBITS

Exhibit R-1: Draft Order;

MONTREAL, November 28, 2022

Kaufman s.e.n.c.r.l.

KAUFMAN LAWYERS LLP
Attorneys for the Applicants

SUPERIOR COURT
(Commercial Division)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL

No: **500-11-060613-227**

DATE: **November 9, 2022**

PRESIDING: THE HONOURABLE DAVID R. COLLIER

**IN THE MATTER OF THE ARRANGEMENT OR COMPROMISE OF:
RISING PHOENIX INTERNATIONAL INC.**

- and -

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- and -

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9437-6852 QUÉBEC INC.

Applicants

- and -

RICHTER INC.

Monitor

ORDER EXTENDING THE STAY PERIOD

CONSIDERING the *Application for the Issuance of (i) an Amended and Restated Initial Order adding an additional Applicant and (ii) an Order extending the Stay Period* (the "**Application**") made by the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, C-36 (as amended the "**CCAA**") and the affidavit filed in support thereof;

SEEING the service of the Application;

SEEING the submissions of the Applicant's counsel and other counsel present at the hearing on the Application;

GIVEN the First Day Initial Order rendered by this Court on January 6, 2022 (the "**First Day Order**"), which, inter alia, stayed all proceedings and remedies taken or that might be taken in respect of the Applicants, or any of their property, and their Directors and Officers, until January 14, 2022, which has since been amended and restated (the "**Initial Order**"), and extended on several occasions, and most recently, until November 30, 2022 (the "**Stay Period**");

SEEING that it is appropriate to add 9392-9073 Québec inc. as an Applicant under the present proceedings;

SEEING that it is appropriate to extend the Stay Period until February 17th, 2023;

GIVEN the provisions of the CCAA;

THE COURT:

- [1] **GRANTS** the Application;
- [2] **DECLARES** that 9392-9073 Québec inc is a corporation to which the CCAA applies;
- [3] **STAYS** all proceedings and remedies taken or that might be taken in respect of or against 9392-9073 Québec inc., or any of its property, and **EXTENDS** the stay of proceedings applicable to the Directors to any of their family trusts, in respect to any claim against it which arose prior to the Effective Time and which relates to any obligation of 9392-9073 Québec inc.;
- [4] **ORDERS** that all other provisions of the Initial Order shall apply to 9392-9073 Québec inc. as if it were an initial Applicant;
- [5] **ORDERS** the procedural consolidation of the CCAA proceeding of 9392-9073 Québec inc. with the CCAA proceedings of each of the other Applicants, for administrative purposes only;
- [6] **APPOINTS** Richter Inc. as the monitor of the Applicant in these proceedings;
- [7] **EXTENDS** the Stay Period until February 17th, 2023;
- [8] **ORDERS** the provisional execution of the Order notwithstanding appeal, and without requirement to provide any security or provision for costs whatsoever;
- [9] **THE WHOLE** without costs.

Montreal, November ●, 2022

THE HONOURABLE DAVID R. COLLIER, J.S.C.

N^o: 500-11-060613-227

**SUPERIOR COURT
(Commercial Division)
DISTRICT OF MONTREAL
PROVINCE OF QUÉBEC**

**IN THE MATTER OF THE PLAN OF ARRANGEMENT AND
COMPROMISE OF:**

**RISING PHOENIX INTERNATIONAL INC.
10864285 CANADA INC. (M College of Canada)
11753436 CANADA INC.
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ÉCOLE D'ADMINISTRATION ET DE SECRÉTARIAT DE LA
RIVE SUD INC.
9437-6845 QUÉBEC INC.
9437-6852 QUÉBEC INC.
9392-9073 QUÉBEC INC.
Applicants
and
RICHTER INC.
Monitor**

Exhibit R-1

ORIGINAL

Me Martin Jutras
mjutras@klcanada.com
1 514 871 5320
Our file: 15480-1

KAUFMAN
LAWYERS

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**SUPERIOR COURT
(Commercial Division)
DISTRICT OF MONTREAL
PROVINCE OF QUÉBEC**

**IN THE MATTER OF THE PLAN OF ARRANGEMENT AND
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ÉCOLE D'ADMINISTRATION ET DE SECRÉTARIAT DE LA
RIVE SUD INC.
9437-6845 QUÉBEC INC.
9437-6852 QUÉBEC INC.
9392-9073 QUÉBEC INC.
Applicants
and
RICHTER INC.
Monitor**

**APPLICATION FOR THE ISSUANCE OF
(I) AN AMENDED AND RESTATED INITIAL
ORDER ADDING AN ADDITIONAL APPLICANT AND
(II) AN ORDER EXTENDING THE STAY PERIOD
(Sections 9, 11, 11.02(2), 11.51, 11.52 and
23 of the Companies' Creditors Arrangement Act), Exhibit R-1**

ORIGINAL

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