

SUPERIOR COURT
(Commercial division)

Canada
Province of Québec
District of Montréal
N°: 500-11-060613-227

IN THE MATTER OF THE PLAN OF ARRANGEMENT OF :

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
9437-6852 QUÉBEC INC.
Debtors

and

THE STUDENTS' REPRESENTATIVE COUNSEL
Applicant

and

RICHTER INC.
Monitor

BOOK OF EXHIBITS
(Application for the Issuance of an Amended and Restated
Student Representation Order)

Pièce	Description
A-1	Draft Amended and Restated Student Representation Order
A-2	Student Representation Order
A-3	Letter to the Québec attorney general dated September 15, 2022
A-4	Letter from the Québec attorney general dated September 16, 2022

Montréal, February 21, 2023

McCarthy Tétrault, s.e.n.c.r.l., s.r.l.

McCarthy Tétrault LLP
Students' Representative Counsel

**SUPERIOR COURT
(COMMERCIAL DIVISION)**

Canada
Province of Québec
District of Montréal
No: 500-11-060613-227
Date: February 24, 2023

Presiding: The Honourable David R. Collier, J.S.C.

In the matter of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 of:

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.

Applicants

and

Anish Sachdeva

Manjot Singh

Sukhrajpreet Singh

Sukhmanpreet Singh

Jaspreet Singh

Student Applicants

and

Richter Advisory Group Inc.

Monitor

Amended and Restated Student Representation Order

HAVING READ the *Application for the Issuance of an Amended and Restated Student Representation Order* (the "**Application**") of the Students' Representative Counsel pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**") and the exhibits filed in support thereof;

GIVEN the notification of the Application;

GIVEN the Initial Order rendered on January 6, 2022 (as amended, restated and otherwise modified from time to time, including on January 17, 2022, the “**Initial Order**”) in respect of Rising Phoenix International Inc., 10864285 Canada Inc. (“**108 Canada Inc.**”), 11753436 Canada Inc., CDSQ Immobilier Inc., Collège de l’Estrie Inc. (“**CDE Inc.**”), École d’Administration et de Secrétariat de la Rive-Sud Inc. (“**CCSQ Inc.**”), 9437-6845 Québec Inc. and 9437-6852 Québec Inc. (collectively, the “**Applicants**”);

GIVEN the Student Representation Order rendered on February 15, 2022;

GIVEN the submissions of counsel;

GIVEN the support of the Monitor;

GIVEN the provisions of the CCAA;

THE COURT:

[1] **GRANTS** the Application.

[2] **DECLARES** that all capitalized terms used but not otherwise defined in the present Order (this “**Order**”) shall have the meanings ascribed to them in the Initial Order.

Notification

[3] **ORDERS** that any prior delay for the presentation of the Application is hereby abridged and validated so that the Application is properly returnable today and hereby dispenses with any further notification thereof.

[4] **PERMITS** notification of this Order at any time and place and by any means whatsoever, including by email.

Appointment of the Students’ Representative Counsel

[5] **ORDERS** that McCarthy Tétrault LLP is hereby appointed as representative counsel (the “**Students’ Representative Counsel**”) in the CCAA proceedings of the Applicants (the “**CCAA Proceedings**”) to represent the interest of all persons who are creditors of the Applicants as a result of their status as a currently enrolled student at *M College of Canada*, operated by 108 Canada Inc. (“**M College**”), *Collège de comptabilité et de secrétariat du Québec*, operated by CCSQ Inc. (“**CCSQ**”) or *Collège de l’Estrie*, operated by CDE Inc. (“**CDE**” and, collectively with M College and CCSQ, the “**Colleges**”), pipeline student of the Colleges or in light of tuition fees paid to the Applicants (collectively, the “**Students**”).

[6] **AUTHORIZES** the Students’ Representative Counsel to act in the name of the Students, namely in the context of the CCAA Proceedings, the exchanges with the Applicants, the Monitor or any other party.

Student Recourse

- [7] **AUTHORIZES** the Students' Representative Counsel to initiate an action in damages, for and on behalf of the Students, against the Government of Québec (*Ministère de l'Enseignement supérieur, de la Recherche, de la Science et de la Technologie* (the "**MES**")) and the Government of Canada (Immigration, Refugees and Citizenship Canada ("**IRCC**")) (the "**Student Recourse**").
- [8] **DECLARES** that the Student Recourse shall be filed in the Québec Superior Court file number 500-11-060613-227 so that the Student Recourse may be heard and adjudicated upon by this Court as part of the CCAA Proceedings.

Student Recourse Fund

- [9] **DECLARES** that the Students' Representative Counsel shall be entitled to file with the Minister of Higher Education, Research, Science and Technology (the "**Minister**"), for and on behalf of the Students, the claim referred to in section 15 of the *Regulation respecting the application of the Act respecting private education*¹ (the "**Regulation**").
- [10] **AUTHORIZES and DIRECTS** the Minister to remit the amounts owed to the Students in accordance with section 14 of the Regulation to the Students' Representative Counsel *in trust*.
- [11] **DECLARES** that, for the purposes of determining the validity of the claim of the Students in accordance with the Regulation, the Students shall be deemed to collectively have a claim in the amount of \$ 100,000.00 and that such claim shall be deemed to be an amount that will not be reimbursed to the Student.
- [12] **ORDERS** that the funds remitted to the Students' Representative Counsel pursuant to paragraph [10] hereof shall be used to create a fund which will be used to finance the Student Recourse (the "**Student Recourse Fund**").
- [13] **AUTHORIZES** the Students' Representative Counsel, with the written consent of the Monitor, to use the Student Recourse Fund to pay its professional fees and disbursements incurred in connection with the Student Recourse, whether incurred before or after the date of this Order.

Fees and Disbursements of the Students' Representative Counsel

- [14] **ORDERS** that the Monitor, acting for and on behalf of the Applicants, shall pay, concurrently and on a *pro rata* basis to any payment of the fees and disbursements of the Monitor, the Monitor's legal counsel and the Applicants' legal counsel, the reasonable fees and disbursements of the Students' Representative Counsel, whether incurred before or after the date of this Order.
- [15] **ORDERS** that the reasonable fees and disbursements of the Students' Representative Counsel shall be established in accordance with the standards applicable in Montréal for the type of work and expertise required and as agreed upon in a budget and in accordance with a list of tasks approved and/or to be approved by the Monitor.

¹ [CQLR c E-9.1, r 1](#)

[16] **ORDERS** that paragraph 48 of the Initial Order shall be amended as follows:

DECLARES that, as security for the professional fees and disbursements incurred both before and after the making of the First Day Order and directly related to these proceedings, the Student Representation Order dated February 15, 2022, the Plan, the Restructuring or the Liquidation:

[...]

- The Applicants' legal counsel and the Students' Representative Counsel be entitled to the benefit of and are hereby granted a charge and security in the Property to the extent of the aggregate amount of \$600,000 (the "**Junior Administration Charge**"), in which the beneficiaries of the Senior Administration Charge shall share, on a *pro rata* basis, to the extent of any residual fees and disbursements (if any).

[...]

[17] **DECLARES** that save for the amendment to paragraph 48 and, more specifically, the definition of "Junior Administration Charge", all other terms of the Initial Order shall remain unchanged.

Confidential Information and Under Seal Exhibits

[18] **ORDERS** that the Applicants shall provide the Students' Representative Counsel in machine-readable format, the names, last known addresses and last known email addresses, if any, of all Students (the "**Student Information**"). The Student Information shall be kept confidential by the Students' Representative Counsel and shall not be disclosed to any other person, unless ordered otherwise by the Court.

[19] **ORDERS** that the Applicants shall provide the Students' Representative Counsel a copy of the exhibits filed, and to be filed, under seal in the CCAA Proceedings, subject to the Students' Representative Counsel undertaking by email to preserve the confidentiality of such exhibits.

General Provisions

[20] **DECLARES** that the Students' Representative Counsel may, from time to time, apply to this Court for directions concerning the exercise of its powers, duties and rights hereunder or in respect of the proper execution of this Order.

[21] **ORDERS** that neither the Students' Representative Counsel, nor any officer, director, partner, employee, or agent of the Students' Representative Counsel, shall incur any liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any liability or obligation incurred as a result of gross negligence or wilful misconduct on its or their part.

[22] **ORDERS** that no Person shall commence, proceed with or enforce any Proceedings against the Students' Representative Counsel in respect of the performance of their duties under this Order, without first obtaining leave of this Court, upon ten (10) days' written notice to the Students' Representative Counsel, the Applicants, the Monitor and the Interim Lender.

- [23] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.
- [24] **ORDERS** the provisional execution of this Order notwithstanding appeal, and without requirement to provide any security or provision for costs whatsoever.
- [25] **THE WHOLE** without legal costs.

The Honourable David R. Collier, J.S.C.

**SUPERIOR COURT
(COMMERCIAL DIVISION)**

Canada
Province of Québec
District of Montréal
No: 500-11-060613-227
Date: February 15, 2022

Presiding: The Honourable David R. Collier, J.S.C.

In the matter of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 of:

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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.

Applicants

and

Anish Sachdeva

Manjot Singh

Sukhrajpreet Singh

Sukhmanpreet Singh

Jaspreet Singh

Student Applicants

and

Richter Advisory Group Inc.

Monitor

Student Representation Order

HAVING READ the *Application for the Issuance of a Student Representation Order* (the "**Application**") of the Student Applicants Anish Sachdeva, Manjot Singh, Sukhrajpreet Singh, Sukhmanpreet Singh and Jaspreet Singh pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**"), the exhibits and the affidavits filed in support thereof;

GIVEN the notification of the Application;

GIVEN the Initial Order rendered on January 6, 2022 (as amended, restated and otherwise modified from time to time, including on January 17, 2022, the “**Initial Order**”) in respect of Rising Phoenix International Inc., 10864285 Canada Inc. (“**108 Canada Inc.**”), 11753436 Canada Inc., CDSQ Immobilier Inc., Collège de l’Estrie Inc. (“**CDE Inc.**”), École d’Administration et de Secrétariat de la Rive-Sud Inc. (“**CCSQ Inc.**”), 9437-6845 Québec Inc. and 9437-6852 Québec Inc. (collectively, the “**Applicants**”);

GIVEN the submissions of counsel;

GIVEN the support of the Monitor;

GIVEN the provisions of the CCAA;

GIVEN that it is appropriate to issue a representation order;

THE COURT:

[1] **GRANTS** the Application.

[2] **DECLARES** that all capitalized terms used but not otherwise defined in the present Order (this “**Order**”) shall have the meanings ascribed to them in the Initial Order.

Notification

[3] **ORDERS** that any prior delay for the presentation of the Application is hereby abridged and validated so that the Application is properly returnable today and hereby dispenses with any further notification thereof.

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Appointment of the Students’ Representative Counsel

[5] **ORDERS** that McCarthy Tétrault LLP is hereby appointed as representative counsel (the “**Students’ Representative Counsel**”) in the CCAA proceedings of the Applicants (the “**CCAA Proceedings**”) to represent the interest of all persons who are creditors of the Applicants as a result of their status as a currently enrolled student at *M College of Canada*, operated by 108 Canada Inc. (“**M College**”), *Collège de comptabilité et de secrétariat du Québec*, operated by CCSQ Inc. (“**CCSQ**”) or *Collège de l’Estrie*, operated by CDE Inc. (“**CDE**” and, collectively with M College and CCSQ, the “**Colleges**”), pipeline student of the Colleges or in light of tuition fees paid to the Applicants (collectively, the “**Students**”).

[6] **AUTHORIZES** the Students’ Representative Counsel to act in the name of the Students, namely in the context of the CCAA Proceedings, the exchanges with the Applicants, the Monitor or any other party.

Fees and Disbursements of the Students' Representative Council

- [7] **ORDERS** that the Monitor, acting for and on behalf of the Applicants, shall pay, concurrently and on a pro rata basis to any payment of the fees and disbursements of the Monitor, the Monitor's legal counsel and the Applicants' legal counsel, the reasonable fees and disbursements of the Students' Representative Council, whether incurred before or after the date of this Order.
- [8] **ORDERS** that the reasonable fees and disbursements of the Students' Representative Council shall be established in accordance with the standards applicable in Montréal for the type of work and expertise required and as agreed upon in a budget and in accordance with a list of tasks approved and/or to be approved by the Monitor.
- [9] **ORDERS** that paragraph 48 of the Initial Order shall be amended as follows:

DECLARES that, as security for the professional fees and disbursements incurred both before and after the making of the First Day Order and directly related to these proceedings, the Student Representation Order dated February 15, 2022, the Plan, the Restructuring or the Liquidation:

[...]

- The Applicants' legal counsel and the Students' Representative Council be entitled to the benefit of and are hereby granted a charge and security in the Property to the extent of the aggregate amount of \$600,000 (the "**Junior Administration Charge**"), in which the beneficiaries of the Senior Administration Charge shall share, on a *pro rata* basis, to the extent of any residual fees and disbursements (if any).

[...]

- [10] **DECLARES** that save for the amendment to paragraph 48 and, more specifically, the definition of "Junior Administration Charge", all other terms of the Initial Order shall remain unchanged.

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- [11] **ORDERS** that the Applicants shall provide the Students' Representative Council in machine-readable format, the names, last known addresses and last known email addresses, if any, of all Students (the "**Student Information**"). The Student Information shall be kept confidential by the Students' Representative Council and shall not be disclosed to any other person, unless ordered otherwise by the Court.
- [12] **ORDERS** that the Applicants shall provide the Students' Representative Council a copy of the exhibits filed, and to be filed, under seal in the CCAA Proceedings, subject to the Students' Representative Council undertaking by email to preserve the confidentiality of such exhibits.

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- [13] **DECLARES** that the Students' Representative Counsel may, from time to time, apply to this Court for directions concerning the exercise of its powers, duties and rights hereunder or in respect of the proper execution of this Order.
- [14] **ORDERS** that neither the Students' Representative Counsel, nor any officer, director, partner, employee, or agent of the Students' Representative Counsel, shall incur any liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any liability or obligation incurred as a result of gross negligence or wilful misconduct on its or their part.
- [15] **ORDERS** that no Person shall commence, proceed with or enforce any Proceedings against the Students' Representative Counsel in respect of the performance of their duties under this Order, without first obtaining leave of this Court, upon ten (10) days' written notice to the Students' Representative Counsel, the Applicants, the Monitor and the Interim Lender.
- [16] **DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.
- [17] **ORDERS** the provisional execution of this Order notwithstanding appeal, and without requirement to provide any security or provision for costs whatsoever.
- [18] **THE WHOLE** without legal costs.

The Honourable David R. Collier, J.S.C.



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Ligne directe : (514) 875-1727
Courriel : cdelsisle@mccarthy.ca

Le 15 septembre 2022

Par courriel (glenn.veer@education.gouv.qc.ca,
pierre-luc.beauchesne@justice.gouv.qc.ca)

Me Pierre-Luc Beauchesne et Me Gleen Veer
Ministre de l'Éducation et de l'Enseignement
supérieur
1035, rue De La Chevrotière, 28e étage
Québec (QC) G1R 5A5

Objet : 10864285 Canada Inc.

Messieurs,

Nous représentons les intérêts des étudiants (les « **Étudiants** »), lesquels nous ont donné instruction de vous transmettre la présente correspondance concernant l'établissement d'enseignement privé 10864285 Canada Inc (« **Collège M** »). Le 6 janvier 2022, Collège M a fait l'objet d'une ordonnance initiale aux termes de la *Loi sur les arrangements avec les créanciers des compagnies*, et Richter Advisory Group a été nommé comme contrôleur (le « **Contrôleur** »).

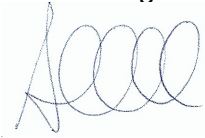
Aux termes de la *Loi de l'Enseignement privé* et de ses règlements, Collège M a fourni un cautionnement le 23 août 2021 auprès du Ministre de l'Éducation afin d'obtenir un permis de tenir un établissement privé. Ce cautionnement, de la hauteur de 100 000\$, porte le numéro TMS 903 10718.

Conformément aux termes et conditions des règlements applicables, le cautionnement peut prendre fin moyennant un avis écrit d'au moins 60 jours. Un avis de résiliation du cautionnement a été dûment transmis le 19 juillet 2022.

Ce faisant, la présente lettre a pour objet de vous demander de nous verser les sommes détenues en caution, afin nous permettre de procéder à la distribution des sommes dues aux Étudiants, et ce, par l'entremise de nos services ou ceux du Contrôleur. Nous vous saurions gré de nous faire parvenir un chèque visé ou une traite bancaire libellés à l'ordre de *McCarthy Tétrault S.E.N.C.R.L.* d'un montant de 100 000\$.

La présente vous est transmise sous toutes réserves des droits et recours des Étudiants ou du Contrôleur.

Veillez agréer, Messieurs , l'expression de nos sentiments les plus distingués.



Alain N. Tardif
Associé

ANT



PAR COURRIEL : atardif@mccarthy.ca

Montréal, le 16 septembre 2022

Me Alain N. Tardif
McCarthy Tétrault s.e.n.c.r.l., s.r.l.
1000, rue de la Gauchetière Ouest, bureau 2500
Montréal (Québec) H3B 0A2

N/Réf. : 0350-CM-2022-000058-0001

Objet : Rising Phoenix International et al. et Ministère de l'Éducation et de
l'Enseignement supérieur
Cause : 500-11-060613-227

Cher confrère,

La présente fait suite à votre lettre du 15 septembre dernier par laquelle vous demandiez à notre client, la ministre de l'Enseignement supérieur (« Ministre »), de vous transmettre le montant de cautionnement de 100 000 \$ prévu par la *Loi sur l'enseignement privé*, RLRQ, c. E-9.1, afin de vous permettre de procéder à la distribution des sommes dues aux étudiants de 10864285 Canada inc. (« Collège M »).

La Ministre ne peut donner suite à votre demande.

D'une part, l'article 14 du *Règlement d'application de la Loi sur l'enseignement privé*, RLRQ, c. E-9.1, r 1 (« Règlement ») prévoit que c'est le Ministre responsable qui doit faire le remboursement à même le cautionnement lorsqu'un établissement ne rembourse pas un élève à qui il doit une somme d'argent. Par conséquent, la distribution aux étudiants de sommes d'argent à même un cautionnement ne peut être effectuée que par la Ministre.

D'autre part, l'article 15 du Règlement précise que l'élève doit transmettre sa réclamation au Ministre responsable accompagnée de pièces justificatives. Votre demande, tel qu'elle est formulée, ne peut constituer une réclamation aux termes de cette disposition.

Par ailleurs, nous tenons également à vous informer que la Ministre a avisé Trisura, suivant sa lettre du 19 juillet dernier, que, en raison de la cession définitive des activités du Collège M, le cautionnement TMS 903 10718 doit être retenu pour une période de 12 mois à compter du 1^{er} juillet 2022 ou pour une période plus longue s'il est démontré que tous les montants dus aux élèves n'ont pas été remboursés, et ce, conformément à l'article 13 du Règlement. Ainsi, le cautionnement TMS 903 10718 n'est pas résilié.

Veillez recevoir, cher Confrère, l'expression de nos sentiments les meilleurs.

Bernard, Roy (Justice - Québec)

A handwritten signature in blue ink, appearing to read "Pierre-Luc Beauchesne". The signature is stylized and cursive.

Pierre-Luc Beauchesne, avocat

pierre-luc.beauchesne@justice.gouv.qc.ca

PLB/mo

SUPERIOR COURT
(COMMERCIAL DIVISION)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
N° : 500-11-060613-227

**In the matter of the *Companies' Creditors Arrangement Act*
of:**

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RIVE-SUD INC.
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Debtors

-and-

STUDENTS' REPRESENTATIVE COUNSEL

Applicant

-and-

RICHTER ADVISORY GROUP INC.

Monitor

BOOK OF EXHIBITS
***(Application for the Issuance of an Amended and Restated
Student Representation Order)***

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M^{re} François Alexandre Toupin – 514-397-4210
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Our reference: 141185-557251

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