

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

No: 500-11-060613-227

SUPERIOR COURT
(Commercial Division)

**IN THE MATTER OF THE ARRANGEMENT OR
COMPROMISE OF:**

RISING PHOENIX INTERNATIONAL INC.

-and-

10864285 CANADA INC.

-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.

Applicants

-and-

RICHTER ADVISORY GROUP INC.

Monitor

AFFIDAVIT OF ROHIT UPPAL

TO THE HONOURABLE JUSTICE DAVID COLLIER OF THE SUPERIOR COURT, SITTING IN THE COMMERCIAL DIVISION OF THE JUDICIAL DISTRICT OF MONTREAL, I, ROHIT UPPAL, DOMICILED AND RESIDING AT 36 WESTOWANIS DRIVE, IN THE CITY OF ETOBICOKE, PROVINCE OF ONTARIO, M9W 0C2, DO HEREBY SOLEMNLY AND RESPECTFULLY DECLARE AS FOLLOWS:

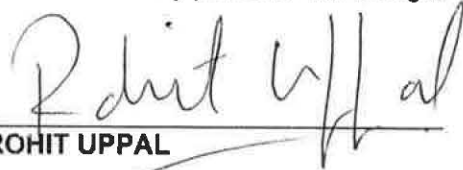
1. I am the Vice-President and one of the shareholders of 9342-9249 Quebec Inc. ("**Bestway**");
2. I have a close business relationship with Mr. Gurpreet Singh Rehill ("**Gurpreet**") for many years;
3. Gurpreet is the President of Rehill Services Inc. ("**Rehill**") and the President of Bestway;

4. Given that time is of the essence, as further explained below, I urgently took cognizance of the following proceedings and/or documents through my attorneys Spiegel Sohmer Inc. ("**Spiegel**"), over the last couple of days, and in some cases hours;
 - a. The Application for the Issuance of a First day Initial Order and an Amended and Restated Initial Order (the "**Application**");
 - b. The Amended Pre-Filing Report of Richter Advisory Group Inc., Proposed Monitor, dated January 6th, 2022; and
 - c. The Contestation of Firm Capital Mortgage Fund Inc. (the "**Contestation**") and the Exhibits in support that were not filed under seal.
5. To simplify my affidavit, I refer your Lordship to the recent legal proceedings that Spiegel filed on my behalf and that of Gurpreet, Bestway and Rehill against some of the Applicants, 11707868 Canada Inc. and their past/present Directors and Officers in Court Dockets numbered 500-11-059918-215 and 500-17-116997-217, which are public (see paragraph 43(a) of the Application), as collectively appears from **Exhibit RU-1**;
6. Exhibit RU-1 should respectfully provide your Lordship with an improved understanding of all of the facts that may have an impact on the Comeback Hearing scheduled for Monday, January 17th, 2022;
7. The Settlement Agreement, executed on October 22nd, 2021, and referred to in paragraph 43(a) of the Application, filed herewith **under seal** as **Exhibit RU-2** (including Schedules A, B, C, D and E), was the result of arduous negotiations between Spiegel and Kaufman Lawyers LLP (Lavery LLP was also involved with said negotiations, but seemingly to a lesser extent);
8. It is noteworthy that the Settlement Agreement Exhibit RU-2, **under seal**, did not resolve all of Bestway and Rehill's claims against some or all of the Applicants, its past/present Directors and Officers, which is omitted from paragraph 43(a) of the Application;
9. I am a creditor of some of the Applicants, as is Gurpreet, Rehill, Bestway and Ontario College of Business & Law Group ("**Ontario College**"), the latter which is owned 100% by Bestway (collectively, the "**Bestway Group**");
10. It bears noting that the Settlement Agreement is executed by some of the Applicants, third parties to the present proceedings and (my emphasis) Christina Mastantuono, her brother Joseph Mastantuono, their mother Caroline Bonneville Mastantuono and their father Giuseppe Mastantuono (collectively the "**Directors and Officers**");
11. Without your Lordship's authorization, I will not disclose the terms and conditions of the Settlement Agreement, however a review of same unequivocally demonstrates that Rehill and Bestway were adamant on protecting the Colleges' (as defined in the Application) students, maintaining their education and forcing the Applicants to refund a significant number of students;
12. The same is true today and this is the primary, if not exclusive reason for filling my Affidavit before the Comeback Hearing;

13. I was appalled, disturbed, and deeply concerned to discover how the Applicants treated the existing and/or future students of the Colleges, as is amply alleged in Exhibit RU-1;
14. I was even more perturbed when I read the Contestation;
15. While the Applicants have not respected the terms and conditions of the Settlement Agreement, this is not the appropriate time to further elaborate on Bestway Group's position;
16. With the utmost respect, this Honourable Court's focus should be to protect the Colleges' students, who have been thrown into a vulnerable and precarious position due to the Applicants' regrettable conduct;
17. In May 2021, it came to my attention that a student of 10864285 Canada Inc. (M College) was threatening to commit suicide as a consequence of Applicants' unjustified refusal to process the refund. It is paramount to disclose to your Lordship that this was around the same time that Bestway was advised of a student of one of the Colleges committing suicide in India;
18. I immediately advised Jason S. Novak from Spiegel to communicate with Lavery LLP, and more specifically with Mtre Jonathan Warin and Mtre Jean Legault, former counsel to the Applicants, as further appears from **Exhibit RU-3, under seal** (to protect the student's identify and privacy);
19. Thankfully due to Spiegel and Lavery LLP's collaborative efforts the student was quickly refunded by the Applicants and did not commit suicide, but the situation has become far worse (my emphasis);
20. Since the filing of the Application, students have become absolutely frantic and desperate for answers;
21. I was forwarded today, **Exhibit RU-4** from Spiegel;
22. The student refers to the situation as "cut throat";
23. To the best of my knowledge, the Monitor has received similar letters/emails since the filing of the Application;
24. Yesterday, I was advised by Mtre Novak from Spiegel that a student called his firm's office repeatedly and left the following unsettling voicemail, produced herewith as **Exhibit RU-5**;
25. I was in tears after listening to Exhibit RU-5;
26. I cannot sit silent, while the students' lives, education and families are in jeopardy all as a direct result of the Applicants' questionable behavior (some of which is already alleged in the Application and some alleged in the Contestation);

27. In fact, granting the Contestation would ostensibly put a definitive end to the Colleges and in turn the students' education. This would ruin hundreds if not thousands of innocent students' lives;
28. Bestway Group, similarly to Firm Capital Mortgage Fund Inc. ("**Firm Capital**") does not want the Applicants or their Directors and Officers to evade liability, but legally punishing them right now will only lead to devastation for the Colleges' students;
29. As a result of the above, I was insistent that Mtre Novak of Spiegel advise the Monitor of Bestway Group's potential (again my emphasis) interest in acquiring one or more of the Colleges, as further appears from Spiegel's two emails, dated January 13th, 2022, **Exhibit RU-6**;
30. I am presently waiting for the answers to the questions in Exhibit RU-6, which are vital before considering making any offer;
31. The Monitor's counsel, Stikeman Elliot, already responded to Exhibit RU-6 that they "will be looking" into the request, which should comfort this Honourable Court that the attorneys are working tirelessly to develop practical business solutions;
32. From my own preliminary assessment which most certainly was not a due diligence process, CCSQ College is still viable as a going concern;
33. Moreover, and perhaps most importantly, students still appear to want to come to Quebec and attend the Colleges;
34. For the reasons summarily alleged above, I am hopeful that your Lordship will consider my Affidavit during the Comeback Hearing, as granting the Contestation is likely to cause greater prejudice, than permitting the interim funding (maybe under different conditions) as requested by the Applicants;
35. With respect, the interim financing should be used to preserve the students education and keep the Colleges operational, without the Applicants' direct involvement;
36. While Firm Capital alleges a prejudice in the Contestation, which appears speculative in many respects, the prejudice to be suffered by the students is anything but hypothetical. The Contestation relies on the premise that it will be impossible to sell the Colleges. Firm Capital may be correct in their assertion, however it is very premature to be able to make that determination today;
37. Finally, I also asked yesterday Mtre Novak of Spiegel to communicate with Firm Capital's attorneys, which he did and I am optimistic that Firm Capital may reconsider its Contestation following review of this Affidavit;

38. All of the facts in the present Affidavit are true and exact to my personal knowledge.



ROHIT UPPAL

**SWORN IN BEFORE ME BY ELECTRONIC MEANS
IN THE CITY OF ETOBICOKE, PROVINCE OF
ONTARIO, AND RECEIVED IN MONTREAL,
PROVINCE OF QUEBEC ON THIS 14 DAY OF THE
MONTH OF JANUARY 2022**



Commissioner of Oath for the Province of Quebec

