

**SUPERIOR COURT  
(COMMERCIAL DIVISION)**

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

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

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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

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**Student Representation Order**

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**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.

[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.

### **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.

### **Confidential Information and Under Seal Exhibits**

- [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.

## General Provisions

- [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.

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