



COUNSEL - SLIP

COURT FILE NO. CV-17-11846-00CL

DATE: 7 May 2019

No. ON LIST _____

TITLE OF PROCEEDING IN THE MATTER OF THE COMPANIES' CREDITORS ARRA.

COUNSEL FOR:
Plaintiff (s)
Applicant (s)
Petitioner (s)

D. Smith for The Children's Place
A. DYER for THE GAP

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COUNSEL FOR:
Defendant (s)
Respondent (s)

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May 7, 2019

Order to go on the
terms of the attached
The balance of My
endorsement is
attached

Hairy J.

My

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Upon being advised that a settlement has been reached between the Moving landlords and the Monitor in the claims process, including with respect to co-tenancy rights, and upon the Moving Landlords advising that they therefore withdraw their opposition, and upon reviewing the stay of proceedings (the "**Co-Tenancy Stay**") provided in paragraph 15 of the Initial Order of the Honourable Mr. Justice Hainey dated June 22, 2017, as amended and restated on July 13, 2017 (the "**Initial Order**") and as extended by subsequent orders made in this proceeding, it is hereby declared that effective from and after May 1, 2019 the Co-Tenancy Stay is to be no longer of any force or effect as against The Gap and The Children's Place ("**TCP**" and together with The Gap, the "**Co-Tenants**"), and as a result, the Co-Tenants are entitled to exercise any rights nunc pro tunc that they may have against their landlords arising from the failure of any of the Applicants to operate in commercial shopping centres or other commercial properties (the "**Co-Tenant Rights**"), including, but not limited to, in relation to The Gap leases appended hereto as Schedule "A" and in relation to the TCP leases appended hereto as Schedule "B"

Further, the Co-Tenancy Stay did not suspend or otherwise delay the running of any waiting period with respect to the exercise of the Co-Tenant Rights by TCP and The Gap.

For greater certainty, there has been no determination one way or another of the issues raised in the Co-Tenants Motion and there shall be no costs."

May 7, 2019

Hainey J

SCHEDULE "A"

LOCATION	LANDLORD	TENANT
Halifax Shopping Centre, Halifax, Nova Scotia	OPB Realty Inc.	Gap (Canada) Inc. o/a "Banana Republic"
Erin Mills Town Centre, Mississauga, Ontario	OPB (EMTC) Inc.	Gap (Canada) Inc.
Quinte Mall, Belleville, Ontario	Quinte Mall Limited	Old Navy (Canada) Inc.
Erin Mills Town Centre, Mississauga, Ontario	OPB (EMTC) Inc.	Old Navy (Canada) Inc.
Park Place Shopping Centre, Lethbridge, Alberta	Park Place Mall Holdings Inc.	Old Navy (Canada) Inc.
Cornwall Centre, Regina, Saskatchewan	Cornwall Centre Inc.	Gap (Canada) Inc. o/a "Gap/Gap Kids"
Landsdowne Place, Peterborough, Ontario	Landsdowne Mall Inc.	Gap (Canada) Inc. o/a "Gap Factory Store"

Stone Road Mall, Guelph, Ontario	Stone Road Mall Holdings Inc., Limited	Old Navy (Canada) Inc.
Pen Centre, St. Catharines, Ontario	OPB Realty Inc.	Old Navy (Canada) Inc.
Landsdowne Place, Peterborough, Ontario	Landsdowne Mall Inc.	Old Navy (Canada) Inc. o/a "Old Navy"
Mapleview Shopping Centre, Burlington, Ontario	Canapen (Halton) Limited and Ivanhoe Cambridge II Inc.	Gap (Canada) Inc. o/a "Gap"
Mapleview Shopping Centre, Burlington, Ontario	Canapen (Halton) Limited and Ivanhoe Cambridge II Inc.	Gap (Canada) Inc. o/a "Gap Kids/Baby"
Metropolis at Metrotown, Burnaby, British Columbia	Ivanhoe Cambridge II Inc.	Gap (Canada) Inc. o/a "Banana Republic"
Metropolis at Metrotown, Burnaby, British Columbia	Ivanhoe Cambridge II Inc.	Gap (Canada) Inc. o/a "Gap"
Oshawa Centre,	Oshawa Centre Holdings	Gap (Canada) Inc. o/a

Oshawa, Ontario	Inc.	“Gap” and “Gap Kids”
Oshawa Centre, Oshawa, Ontario	Oshawa Centre Holdings Inc.	Old Navy (Canada) Inc.
Southgate Centre, Edmonton, Alberta	Ivanhoe Cambridge II Inc.	Gap (Canada) Inc. o/a “Banana Republic”
Southgate Centre, Edmonton, Alberta	Ivanhoe Cambridge II Inc.	Gap (Canada) Inc. o/a “Gap”
Northgate Shopping Centre, North Bay, Ontario	Hoopp Realty Inc.	Gap (Canada) Inc. o/a “Gap”
The Coquitlam Centre, Coquitlam, British Columbia	Pensionfund Realty Limited	Gap (Canada) Inc.
The Coquitlam Centre, Coquitlam, British Columbia	Pensionfund Realty Limited	Old Navy (Canada) Inc.
Sevenoaks Shopping Centre, Abbotsford, British Columbia	Sevenoaks S.C. Limited Partnership	Gap (Canada) Inc. o/a “Gap”

Schedule "B"

<u>TCP STORE #</u>	<u>TCP LOCATION</u>	<u>ADDRESS</u>	<u>LANDLORD</u>	<u>STATUS OF APPLICANTS' LEASE AT LOCATION</u>
3001	Pickering Town Centre	1355 Kingston Road, Pickering	OPB Realty Inc.	Disclaimed effective January 28, 2018
3015	Mall Champlain	2151 Lapiniere Boulevard, Brossard	Cominar Real Estate Investment Trust	Disclaimed effective January 22, 2018
3102	Carlingwood Shopping Centre	2165 Charling Avenue, Ottawa	OPB Realty Inc.	Disclaimed effective January 22, 2018
3103	Halifax Shopping Center	7001 Mumford Road, Halifax	OPB Realty Inc.	Disclaimed effective January 22, 2018
3105	St. Vital Centre	1225 St. Mary's Road, Suite 29, Winnipeg	OPB Realty Inc.	Disclaimed effective January 22, 2018
3108	Quinte Mall	390 North Front Street, Belleville	Hoopp Realty Inc.	Disclaimed effective January 28, 2018
3208	Cornwall Centre	1720 Hamilton Street, Regina	Cornwall Centre Inc.	Disclaimed effective November 16, 2017
3209	Midtown Plaza	1st Avenue & 20th Street, Saskatoon	Midtown Plaza Inc.	Disclaimed effective January 22, 2018
3218	Willowbrook Shopping Centre	19705 Frazer Highway, Langley	BCIMC Realty Corp - Willowbrook Shopping Centre	Disclaimed effective January 22, 2018
3226	The Pen Centre	221 Glendale Ave, St. Catharines	OPB Realty Inc.	Disclaimed effective January 28, 2018.
3260	Lansdowne Place	637 Lansdowne Street West, Peterborough	Lansdowne Place Inc.	Ceased operations January 28, 2018. Property sale approved as per Approval and Vesting Order dated August 20, 2018.

Schedule "B"

3261	Park Place	401 - 1st Avenue South, Lethbridge	Park Place Mall Holdings - Park Place Mall	Disclaimed effective January 22, 2018
3275	Aberdeen	W. Trans Canada Hwy. (Trans Canada 1 & Merritt Hwy. 5), Kamloops	Aberdeen Kamloops Mall Limited	Disclaimed effective November 16, 2017
3281	Cornwall Square	1 Water Street East, Cornwall	Charter Acquisitions Group, By Partners REIT	Disclaimed effective January 14, 2018
3290	Les Rivières	2231 Des Récollets Blvd., Trois-Rivières, Québec	Cominar Real Estate Investment Trust / Fonds De Placement Immobilier Cominar	Ceased operations end of January 2018. Location sold on June 20, 2018
3291	Place Vertu	3075 Thimens Blvd Saint-Laurent	Place Vertu Holdings Inc.	Ceased operations end of January 2018. Location sold on July 11, 2018
3294	Oakville Place	240 Leighland Ave, Oakville	Ivanhoe Cambridge II Inc.	Lease Surrender Transaction Approved By The Monitor On October 2, 2017.
3299	Avalon Mall	48 Kenmount Road, St. John's	Crombie Developments Limited	Lease Surrender Transaction Entered Into On September 21, 2017. Approved By The Monitor On October 2, 2017.