

**ONTARIO  
SUPERIOR COURT OF JUSTICE- COMMERCIAL LIST**

THE HONOURABLE REGIONAL  
SENIOR JUSTICE  
MORAWETZ

) WEDNESDAY, THE 11<sup>th</sup>  
)  
) DAY OF February, 2015



**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TARGET CANADA CO., TARGET CANADA HEALTH CO., TARGET CANADA  
MOBILE GP CO., TARGET CANADA PHARMACY (BC) CORP., TARGET  
CANADA PHARMACY (ONTARIO) CORP., TARGET CANADA PHARMACY  
CORP., TARGET CANADA PHARMACY (SK) CORP., AND TARGET CANADA  
PROPERTY LLC**

(the "Applicants")

**ORDER**

**THIS MOTION**, made by Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O'Neil, Alyssa Morin and Joshua Gordon (collectively, the "Representatives") on behalf of all employees of the Applicants as at January 15, 2015, or any person claiming an interest under or on behalf of such employees or a group or class of them, but excluding the officers and directors of the Applicants (collectively the "Target Employees") was heard this day, Wednesday, February 11, 2015, on the Commercial List at the courthouse at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of the Representatives and on hearing the submissions of counsel for the Representatives, the Applicants, the Monitor and other parties,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O’Neil, Alyssa Morin and Joshua Gordon are hereby appointed as representatives of the Target Employees (excluding Opt-Out Individuals, as defined below, if any) in the Insolvency Proceedings (as defined in the Initial Order of the Court dated January 15, 2015) (the “**Initial Order**”) with respect to any issues affecting the Target Employees in the Proceedings, including, without limitation, with respect to the Employee Trust (the “**Claims**”) and for the purpose of settling or compromising Claims of the Target Employees in the Proceedings, and the Target Employees shall be bound by the actions of the Representatives in the Proceeding.

3. **THIS COURT ORDERS** that the Representatives or Representative Counsel (as defined in Initial Order), are authorized to take all steps and to do all acts necessary or desirable to carry out the terms of this Order, including dealing with any Court, regulatory body and other government ministry, department or agency, and to take all such steps as are necessary or incidental thereto.

4. **THIS COURT ORDERS** that notice of the granting of this Order substantially in the form attached hereto as **Schedule “A”** (the “**Notice**”) shall be:

- (a) published by Representative Counsel on its website within 2 calendar days of the date of this Order;
- (b) published by the Applicants, with the assistance of the Monitor, in the *Globe and Mail*, within 7 calendar days of the date of this Order, and in the same time period, a French translation of the Notice will be published in *La Presse*;
- (c) posted by the Applicants, with the assistance of the Monitor in each of the Applicants’ stores, and within 2 calendar days of the date of this Order.

5. **THIS COURT ORDERS** that any individual Target Employee who does not wish to be represented by the Representatives and Representative Counsel in the Insolvency Proceedings shall, within 30 days of publication in the *Globe and Mail* and *La Presse* of the notice referred to in paragraph 4, notify the Monitor, the Applicants and Representative Counsel in writing, that he or she is opting out of representation by the Representatives and

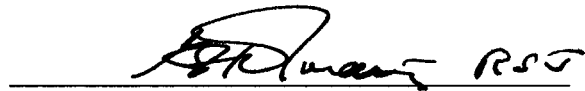
Representative Counsel (an “**Opt-Out Notice**”), and shall thereafter not be bound by the actions of the Representatives or Representative Counsel and shall represent himself or herself or be represented by any counsel that he or she may retain exclusively at his or her own expense in the Insolvency Proceedings (any such persons who deliver an Opt-Out Notice in compliance with the terms of this paragraph 5, “**Opt-Out Individuals**”).

6. **THIS COURT ORDERS** that the Representatives and Representative Counsel have no obligation to represent the Opt-Out Individuals.

7. **THIS COURT ORDERS** that the Representatives shall have no liability as a result of their respective appointment or the fulfilment of their duties in carrying out the provisions of this Order save and except for any gross negligence or unlawful misconduct on their part.

8. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of their powers and duties.

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Court File No. CV-15-10832-00CL  
IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
TARGET CANADA CO., TARGET CANADA HEALTH CO., TARGET CANADA  
MOBILE GP CO., TARGET CANADA PHARMACY (BC) CORP., TARGET  
CANADA PHARMACY (ONTARIO) CORP., TARGET CANADA PHARMACY  
CORP., TARGET CANADA PHARMACY (SK) CORP., AND TARGET CANADA  
PROPERTY LLC (the "Applicants")

**NOTICE TO ALL TARGET CANADA CO. EMPLOYEES**

On January 15, 2015, Target Canada commenced court-supervised restructuring proceedings under the *CCAA* pursuant to an order of the Ontario Superior Court of Justice (Commercial List). Alvarez & Marsal Canada Inc. (the "**Monitor**") has been appointed by the Court as monitor in Target Canada's *CCAA* proceedings (the "**Proceedings**").

**TAKE NOTICE THAT**, pursuant to Orders of the Court dated February 11 and January 15, 2015:

Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O'Neil, Alyssa Morin and Joshua Gordon (the "**Representatives**") were appointed as representatives in the Proceedings and any related insolvency proceedings for all employees of Target Canada as at January 15, 2015, or any person claiming an interest under or on behalf of such employees or a group or class of them, but excluding the officers and directors of Target Canada (collectively the "**Target Employees**").

Koskie Minsky LLP ("**Representative Counsel**") was appointed as representative counsel of all Target Employees in the Proceedings.

**IF YOU DO NOT WISH TO BE REPRESENTED in the Proceedings by the Representatives and Representative Counsel, you must, before March [30 days from date of publication], 2015, provide notice in writing to all the following persons, indicating that you wish to opt-out of such representation:**

Employee Representative Counsel to Target Canada Co. Employees  
Koskie Minsky LLP  
20 Queen Street West, Suite 900, Box 52  
Toronto, ON M5H 3R3  
Toll Free Hotline: 1.866.860.9364  
Fax: 416-204-2897  
Email: [targetemployees@kmlaw.ca](mailto:targetemployees@kmlaw.ca)  
[www.kmlaw.ca/targetemployees](http://www.kmlaw.ca/targetemployees)

Target Canada Monitor  
Alvarez & Marsal Canada Inc.  
Royal Bank Plaza, South Tower  
200 Bay Street, Suite 2900  
P.O. Box 22  
Toronto ON M5J 2J1  
Telephone: 1-844-864-9548  
Email: [targetcanada.monitor@alvarezandmarsal.com](mailto:targetcanada.monitor@alvarezandmarsal.com)  
[www.alvarezandmarsal.com/targetcanada](http://www.alvarezandmarsal.com/targetcanada)

Persons requiring further information should review Representative Counsel's website at [www.kmlaw.ca/targetemployees](http://www.kmlaw.ca/targetemployees) or the website established by the Monitor [www.alvarezandmarsal.com/targetcanada](http://www.alvarezandmarsal.com/targetcanada).

**Dossier de la cour numéro CV-15-10832-00CL**  
**DANS L’AFFAIRE DE LA LOI SUR LES ARRANGEMENTS AVEC LES CRÉANCIERS**  
**DES COMPAGNIES, L.R.C. 1985, c. C-36, TELLE QU’AMENDÉE**

**ET DANS L’AFFAIRE D’UN PLAN DE COMPROMIS ET D’ARRANGEMENT DE**  
**TARGET CANADA CO., TARGET CANADA HEALTH CO., TARGET CANADA**  
**MOBILE GP CO., TARGET CANADA PHARMACY (BC) CORP., TARGET CANADA**  
**PHARMACY (ONTARIO) CORP., TARGET CANADA PHARMACY CORP., TARGET**  
**CANADA PHARMACY (SK) CORP. ET TARGET CANADA PROPERTY LLC**  
**(les « requérantes »)**

**AVIS À TOUS LES EMPLOYÉS DE TARGET CANADA CO.**

Le 15 janvier 2015, Target Canada a entrepris une instance de restructuration supervisée par la cour en vertu de la *LACC*, suite à l’émission d’une ordonnance de la Cour supérieure de justice de l’Ontario (rôle commercial). La Cour a désigné Alvarez & Marsal Canada Inc. (le « **Contrôleur** ») comme contrôleur dans l’Instance de Target Canada en vertu de la *LACC* (« **l’Instance** »).

**PRENEZ AVIS QUE**, conformément aux ordonnances de la Cour en date du 11 février et du 15 janvier 2015 :

Frederick Payette, Sylvie Gautier, Jennifer Lindsay, Catherine Bédard, Michael O’Neil, Alyssa Morin et Joshua Gordon (les « **Représentants** ») ont été désignés représentants, dans l’Instance et dans toute instance d’insolvabilité liée, de tous les employés de Target Canada au 15 janvier 2015 et de toute personne revendiquant un intérêt en vertu ou au nom desdits employés ou d’un groupe ou d’une catégorie de ces employés, à l’exception des dirigeants et directeurs de Target Canada (collectivement les « **employés de Target** »).

Koskie Minsky LLP (« **l’Avocat représentant** ») a été désigné avocat représentant de tous les employés de Target dans l’Instance.

**SI VOUS NE SOUHAITEZ PAS ÊTRE REPRÉSENTÉ** par les Représentants et l’Avocat représentant dans cette instance, vous devez, avant le [30 jours à partir de la date de publication] mars 2015, fournir un avis écrit à toutes les personnes suivantes en indiquant que vous désirez refuser ladite représentation :

Avocat représentant des employés de Target Canada Co.  
Koskie Minsky LLP  
20 Queen Street West, Suite 900, Box 52  
Toronto, ON M5H 3R3  
Ligne d’assistance sans frais : 1-866-860-9364  
Fax : 416-204-2897  
Courriel : [targetemployees@kmlaw.ca](mailto:targetemployees@kmlaw.ca)  
[www.kmlaw.ca/targetemployees](http://www.kmlaw.ca/targetemployees)

Contrôleur de Target Canada  
Alvarez & Marsal Canada Inc.  
Royal Bank Plaza, South Tower  
200 Bay Street, Suite 2900  
P.O. Box 22  
Toronto, ON M5J 2J1  
Téléphone : 1-844-864-9548  
Courriel : [targetcanada.monitor@alvarezandmarsal.com](mailto:targetcanada.monitor@alvarezandmarsal.com)  
[www.alvarezandmarsal.com/targetcanada](http://www.alvarezandmarsal.com/targetcanada)

Les personnes désirant obtenir plus de renseignements peuvent consulter le site Web de l'Avocat représentant à l'adresse [www.kmlaw.ca/targetemployees](http://www.kmlaw.ca/targetemployees) ou le site Web mis en place par le contrôleur [www.alvarezandmarsal.com/targetcanada](http://www.alvarezandmarsal.com/targetcanada).

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
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Court File No: CV-15-10832-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE-**  
**COMMERCIAL LIST**  
Proceeding commenced at **TORONTO**

**ORDER**

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M5H 3R3

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**Lawyers for Target Canada Employees**