

**CITATION:** Re Torstar Corporation and Nordstar Capital LLP  
**DIVISIONAL COURT FILE NO.:** CVD-TOR-43-20AP  
**DATE:** 20200731

**SUPERIOR COURT OF JUSTICE – ONTARIO  
DIVISIONAL COURT**

**BETWEEN:**

**IN THE MATTER OF AN APPLICATION UNDER SECTION 182 OF THE  
*BUSINESS CORPORATIONS ACT* (ONTARIO), R.S.O. 1990, CHAP. B. 16 AS  
AMENDED**

**AND IN THE MATTER OF RULES 14.05(2) AND 14.05(3) OF THE RULES  
OF CIVIL PROCEDURE**

**AND IN THE MATTER OF A PROPOSED PLAN OF ARRANGEMENT  
INVOLVING TORSTAR CORPORATION AND NORDSTAR CAPITAL LP**

**BEFORE:** Penny J.

**COUNSEL:** *Alistair Crawley, Melissa MacKewn and Michael Byers* for the Appellants CMMH  
and Matthew Proud

*Ryan A. Morris and Daniel Szirmak* for the Respondent Torstar

*Orestes Pasparakis and Andrew McCoomb* for Nordstar Capital LLP

**HEARD by videoconference due to COVID-19 on:** July 31, 2020

**ENDORSEMENT**

[1] This is a motion for a stay of the July 27, 2020 order of Gilmore J. approving a plan of arrangement by which the Respondent Nordstar Capital LLP will acquire the outstanding voting and non-voting shares of the Respondent Torstar Corporation.

[2] The Appellant, Canadian Modern Media Holdings Inc., made unsolicited, unsuccessful proposals to acquire the Torstar shares. CMMH and Mr. Proud, a holder of Class B shares, unsuccessfully opposed approval of the plan of arrangement before Gilmore J. Now, they appeal Gilmore J.'s order approving the plan of arrangement. The Respondents indicated their intention, pending the appeal, to implement the arrangement in the absence of a court order preventing them from doing so.

[3] In case management endorsements of July 29 and 30, 2020 I established today as the date for the hearing of the stay motion. After initially scheduling the appeal for the week of August 30, 2020, I was subsequently able to secure a date for a full panel of the Divisional Court to hear the appeal on August 6 or 7. At the request of counsel for both the Appellants and the Respondents, the appeal was scheduled for August 7 at 2:00 PM. Notwithstanding the new, more proximate, date, the parties' positions still required that the motion for a stay proceed as scheduled.

[4] Following argument, I took the matter under brief reserve to consider the issues but committed to providing at least my conclusion on the motion today, having regard to the urgency of the situation.

[5] Having carefully read the material filed and considered the submissions of the parties, I have concluded that the motion for a stay of the order of Gilmore J. must be dismissed. The Appellants have not demonstrated that: 1) there is a serious issue for the appeal; 2) they will suffer irreparable harm; or 3) the balance of convenience favours granting the stay.

[6] Written reasons will follow shortly. As agreed by the parties, costs of the motion are fixed in the amount of \$15,000 (inclusive of fees, disbursements and all applicable taxes) payable by the Appellants to the Respondents.

  
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Penny J.

**Date:** July 31, 2020