



Court File No. CV-23-704623-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) TUESDAY, THE 19TH DAY
MR. JUSTICE BLACK) OF MARCH, 2024

B E T W E E N:

VECTOR FINANCIAL SERVICES LIMITED

Applicant

- and -

33 HAWARDEN CRESCENT INC. and 35 HAWARDEN CRESCENT INC.

Respondents

APPROVAL AND VESTING ORDER

THIS MOTION, made by Pollard & Associates Inc. in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**"), without security, of the undertaking, property and assets of 33 Hawarden Crescent Inc. and 35 Hawarden Crescent Inc. (the "**Debtors**") for an order, *inter alia*, approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale between the Receiver, as vendor, and Gott Upper Canada Inc., as purchaser (the "**Purchaser**") dated February 6, 2024 (the "**Sale Agreement**"), and appended to the First Report of the Receiver dated March 1, 2024 (the "**First Report**"), and vesting in the Purchaser the Debtors' right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report and the appendices thereto, the Supplementary Report of the Receiver, dated March 11, 2024 and the appendices thereto (the “**Supplementary Report**”), the Second Supplementary Report of the Receiver, dated March 14, 2024 (the “**Second Supplementary Report**”), the Debtors’ Motion Record, dated March 7, 2024, the Responding Motion Record of the Debtors, dated March 11, 2024, the Supplementary Affidavit of Jason Allen John, sworn March 14, 2024, the Supplementary Affidavit of Jason Allen John, sworn March 15, 2024, the Affidavit of Jeffrey Gottesman, sworn March 12, 2024, the Affidavit of Rupinder Bamra (“**Bamra**”), affirmed March 13, 2024, and on hearing the submissions of counsel for the Receiver, counsel for the Debtors, counsel for the Applicant, counsel for the Purchaser, counsel for Bamra, and such other counsel as were present and appearing on the Counsel Slip, no one appearing for any other person on the service list, although properly served as appears from the Lawyer’s Certificate of Service of Alexandra Teodorescu, signed March 12, 2024, and the Affidavit of Service of Janet Good, sworn March 12, 2024, filed:

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver’s certificate to the Purchaser substantially in the form attached as **Schedule “A”** hereto (the “**Receiver's Certificate**”), all of the Debtors’ right, title and interest in and to the Purchased Assets described in the Sale Agreement and listed on **Schedule “B”** hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Cavanagh dated October 10, 2023; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system;

and (iii) those Claims listed on **Schedule “C”** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule “D”**) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the City of Toronto of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in **Schedule “B”** hereto (the "**Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule “C”** hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

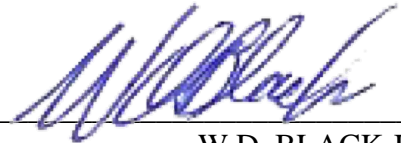
6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtors;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

8. **THIS COURT ORDERS** that this Order is effective from today's date and is enforceable without the need for entry and filing.



W.D. BLACK J.

Schedule A – Form of Receiver’s Certificate

Court File No. CV-23-00704623-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

B E T W E E N:

VECTOR FINANCIAL SERVICES LIMITED

Applicant

- and -

33 HAWARDEN CRESCENT INC. and 35 HAWARDEN CRESCENT INC.

Respondents

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Cavanagh of the Ontario Superior Court of Justice (the "**Court**") dated October 10, 2023, Pollard & Associates Inc. was appointed as the receiver (the "**Receiver**"), without security, of the undertaking, property and assets of 33 Hawarden Crescent Inc. and 35 Hawarden Crescent Inc. (collectively, the "**Debtors**").

B. Pursuant to an Order of the Court dated March 15, 2024, the Court approved the agreement of purchase and sale made as of February 6, 2024 between the Receiver, as vendor, and Gott Upper Canada Inc., as purchaser (the "**Purchaser**") (the "**Sale Agreement**") for the real property municipally known as 33 Hawarden Crescent, Toronto and 35 Hawarden Crescent, Toronto (the "**Purchased Assets**") and provided for the vesting in the Purchaser of the Debtors’ right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the purchase price for the Purchased Assets; (ii) that the conditions

to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the purchase price for the Purchased Assets payable on the closing date pursuant to the Sale Agreement;
2. The conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

**POLLARD & ASSOCIATES INC., in its
capacity as Receiver of the undertaking,
property and assets of the Debtors, and not in
its personal capacity**

Per: _____

Name:

Title:

Schedule B – Purchased Assets

PIN 21178-0241 (LT)

PCL 79-1 SEC M502; LT 79 PL M502 TORONTO; S/T LT396436; TORONTO, CITY OF TORONTO

PIN 21178-0242 (LT)

PCL 77-1 SEC M502; LT 78 S/S HAWARDEN CRES PL M502 TORONTO; PT LT 77 S/S HAWARDEN CRES PL M502 TORONTO COMM AT THE N E ANGLE OF SAID LT 78; THENCE WLY ALONG THE NLY LIMITS OF SAID LOTS 60 FT MORE OR LESS TO A POINT IN THE NLY LIMIT OF SAID LT 77, DISTANT 10 FT WLY THEREON FROM THE N E ANGLE OF SAID LT 77; THENCE SLY IN A STRAIGHT LINE 246 FT 3 INCHES MORE OR LESS TO A POINT IN THE SLY LIMIT OF SAID LT 77, DISTANT 10 FT WLY THEREON FROM THE S E ANGLE OF SAID LT 77; THENCE ELY ALONG THE SLY LIMIT OF THE SAID LOTS, 60 FT MORE OR LESS TO THE S E ANGLE OF SAID LT 78; THENCE NLY ALONG THE ELY LIMIT OF SAID LT 78; 250 FT MORE OR LESS TO THE POC; TORONTO, CITY OF TORONTO

Schedule C – Instruments to be deleted and expunged from title to Real Property

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
AT6168496	2022/08/26	Charge	\$8,000,000	33 Hawarden Crescent Inc. and 35 Hawarden Crescent Inc.	Vector Financial Services Limited
AT6168497	2022/08/26	No Assgn Rent Gen		33 Hawarden Crescent Inc. and 35 Hawarden Crescent Inc.	Vector Financial Services Limited
AT6168527	2022/08/26	Restriction - Land		33 Hawarden Crescent Inc. and 35 Hawarden Crescent Inc.	
AT6186202	2022/09/20	Notice	\$1	33 Hawarden Crescent Inc. and 35 Hawarden Crescent Inc.	Vector Financial Services Limited
AT6285539	2023/02/23	Charge	\$1,020,000	33 Hawarden Crescent Inc. and 35 Hawarden Crescent Inc.	Rupinder Bamra
AT6285540	2023/02/23	No Assign Rent Gen		33 Hawarden Crescent Inc. and 35 Hawarden Crescent Inc.	Rupinder Bamra
AT6446296	2023/10/24	Apl Court Order		Ontario Superior Court of Justice	Pollard & Associates Inc.

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property**

(unaffected by the Vesting Order)

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
LT396436	1945/03/28	Transfer Easement			The Corporation of the Village of Forest Hill

VECTOR FINANCIAL SERVICES LIMITED

and

Court File No. CV-23-704623-00CL
33 HAWARDEN CRESCENT INC. et al

Applicant

Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at **Toronto**

APPROVAL AND VESTING ORDER

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Lawyers for Court-appointed Receiver,
Pollard & Associates Inc.