



ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-24-00726544-00CL

DATE: April 24, 2025

NO. ON LIST: 3

TITLE OF PROCEEDING: WANG V JING ET AL

BEFORE: JUSTICE STEELE

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Joseph Blinick	Lawyer for the Applicants.	blinickj@bennettjones.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
Williams Main	Lawyer for Respondents.	wmain@reconllp.com

Other:

Name of Person Appearing	Name of Party	Contact Info
Angela Pollard Alexandra Teodorescu	Lawyers for the Receiver.	akpollard@pollardandassoc.ca ateodorescu@blaney.com

ENDORSEMENT OF JUSTICE STEELE:

- [1] The Receiver brings a motion seeking two orders:
 - a. An approval and vesting order in respect of the sale of the Real Property;
 - b. An ancillary order approving the sale and marketing process, sealing certain confidential appendices, authorizing the Receiver to make a distribution to the first ranking mortgagee, CIBC, and approving the Receiver's activities.
- [2] The Receiver's motion is supported by the applicant, the second mortgagee on the Real Property.
- [3] No person objected to the relief sought.
- [4] Any capitalized terms used in the endorsement that are not defined herein have the meaning set out in the Receiver's factum.

Should the Agreement of Purchase and Sale and the AVO be granted?

- [5] In *Royal Bank v. Soundair Corp.*, 1991 CanLII 2727 (ONCA), the Court of Appeal set out the factors for the Court to consider when determining whether to approve a proposed sale:
 - a. Whether the receiver has made a sufficient effort to get the best price and has not acted improvidently;
 - b. The efficacy and integrity of the process by which offers are obtained;
 - c. Whether there has been unfairness in the working out of the process; and
 - d. The interests of all parties.
- [6] For the reasons set out at paras. 23 to 34 of the Receiver's factum, I am satisfied that the *Soundair* principles have been satisfied. Among other things, the Receiver with the assistance of two agents ran a robust and transparent sale process. The Real Property was listed on MLS to canvass the market broadly, and there were two open houses. Four offers were received. The purchase price in the APS is consistent with the range of estimates provided in the Appraisal. The deal is not conditional except for the requirement to obtain court approval. The Receiver is of the view that the APS provides the best executable transaction with the least amount of risk and the highest degree of certainty.

Should the requested Sealing Order be granted?

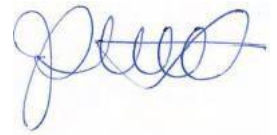
- [7] The Receiver requests that the confidential appendices be sealed pending further court order or the completion of the transaction. The confidential appendices include an unredacted copy of the APS, the summary of bids received for the Real Property, and an appraisal for the Real Property.
- [8] It is common to temporarily seal commercially sensitive material when assets are to be sold under a court process. Courts have acknowledged that there is a public interest in the “general commercial interest of preserving confidential information” and in maximizing recoveries in an insolvency: *Sherman Estate v. Donovan*, 2021 SCC 25, at para. 41.
- [9] The requested sealing order is limited in scope and in time. The proposed sealing order balances the open court principle and legitimate commercial requirements for confidentiality in the circumstances. In my view, the benefits of the requested sealing order outweigh the negative impact on the “open court” principle. As noted, the confidential appendices contain commercially sensitive information regarding the appraised value, and bid amounts for the Real Property. I agree with the Receiver’s submission that the disclosure of the confidential appendices could have a detrimental impact on any future sale process should one be required if the proposed transaction does not close. No stakeholder will be materially prejudiced by the requested sealing order, which applies to only a limited amount of information.
- [10] I am satisfied that the limited nature and scope of the proposed sealing order is appropriate and satisfies the *Sierra Club of Canada v. Canada (Minister of Finance)*, 2002 SCC 41, at para. 53, requirements, as modified in *Sherman Estate*, at para. 38.
- [11] The Receiver is directed to provide the sealed confidential appendices to the Court clerk at the filing office in an envelope with a copy of this endorsement and the signed order (with the relevant provisions highlighted) so that the confidential appendices can be physically sealed. Counsel is further directed to apply, at the appropriate time, for an unsealing order, if necessary.

Should the Distribution to CIBC be approved?

- [12] The Receiver states that CIBC holds valid and enforceable first-ranking security in respect of the Real Property. The Receiver’s counsel has provided a security opinion that confirms the validity of CIBC’s security.
- [13] I am satisfied that the distribution should be approved.

Should the Court approve the Receiver's First Report and Activities?

- [14] The Court has the jurisdiction to review and approve the activities of a court-appointed receiver as set out in the receiver's reports: *Bank of America Canada v. Willann Investments Ltd.*, 1996 CanLII 2782 (ONCA).
- [15] The Court in *Re Target Canada Co.*, 2015 ONSC 7574, at paras. 22-23, identified several good policy and practical reasons for monitors in CCAA proceedings to routinely seek court approval of their reports and activities. These policy and practical reasons also apply in receivership proceedings where the receiver seeks approval of its report and activities: *Re Hangfen Evergreen Inc.*, 2017 ONSC 7161, at para. 15.
- [16] I am satisfied that the activities of the Receiver set out in the First Report were reasonable and necessary and were conducted in a manner consistent with the powers granted in the Appointment Order and should be approved.
- [17] Orders attached.

A handwritten signature in blue ink, appearing to be "J. L. [unclear]", is located in the lower right quadrant of the page.