THIS IS EXHIBIT "O" TO

THE AFFIDAVIT OF GREGORY ZEHR

SWORN BEFORE ME THIS 294

DAY OF APRIL, 2015.

A Commissioner etc.



LRO # 51 Charge/Mortgage

The applicant(s) hereby applies to the Land Registrar.

Registered as SC929834 on 2011 09 08

yyyy mm dd Page 1 of 2

Properties

PIN 58091 - 1689 LT Interest/Estate Fee Simple

Description

PT S1/2 LT 16 CON 12 INNISFIL PT 1 51R22928 EXCEPT PT 4 51R32586; S/T EASE OVER PTS 1, 2 & 3 51R32586 AS IN SC212818, S/T EASE IN GROSS OVER PT 8 ON

PL 51R34165 AS IN SC510541; BARRIE

Address BARRIE

PIN

58091 - 0288 LT

interest/Estate

Fee Simple

Description

PCL 16-2 SEC 51INN12; PT S 1/2 OF LT 16 CON 12 INNISFIL PT 1 51R22937 , S/T

EASE IN GROSS OVER PT 6 PL 51R34165 AS IN SC510541; BARRIE

Address BARRIE

Chargor(s)

The chargor(s) hereby charges the land to the chargee(s). The chargor(s) acknowledges the receipt of the charge and the standard charge terms, if any.

Name

2131059 ONTARIO LIMITED

Address for Service

1140 Sheppard Avenue West, #12

Toronto, Ontario, M3K 2A2

I, Frank Canonaco, President, have the authority to bind the corporation. This document is not authorized under Power of Attorney by this party.

Chargee(s)	Capacity	Share

628353 ONTARIO LIMITED

Partner

Address for Service

c/o MarshallZehr Group Inc. 465 Phillip Street, Suite 206 Waterloo, Ontario, N2L 6C7

I em a partner, the firm name of the partnership is BAYWOOD HOMES PARTNERSHIP.

Partner

Address for Service

c/o MarshallZehr Group Inc. 465 Phillip Street, Suite 208 Waterloo, Ontario, N2L 6C7

I am a partner, the firm name of the partnership is BAYWOOD HOMES PARTNERSHIP.

Name VAUGHANCORD HOLDINGS INC. Partner

Address for Service

c/o MarshallZehr Group Inc. 465 Phillip Street, Suite 206 Waterloo, Ontario, N2L 8C7

I am a partner, the firm name of the partnership is BAYWOOD HOMES PARTNERSHIP.

Neme

778788 ONTARIO LIMITED

Partner

Address for Service

c/o MarshallZehr Group Inc. 465 Phillip Street, Suite 206 Waterloo, Ontario, N2L 6C7

I am a partner, the firm name of the partnership is BAYWOOD HOMES PARTNERSHIP.

Name

CORNER WORLD DEVELOPMENTS INC.

Partner

Address for Service

c/o MarshallZehr Group Inc. 465 Phillip Street, Suite 206 Waterloo, Ontario, N2L 6C7

I am a partner, the firm name of the partnership is BAYWOOD HOMES PARTNERSHIP.

Statements

Schedule: The entire principal balance shall mature and become due and payable on July 5th, 2012. The terms of this Charge are subject to the egreements set forth in the Commitment Letter executed by the Chargor and dated August 22, 2011.

Provis	ions
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Principal 1 4 1

\$1,500,000.00

Currency

CDN

Calculation Period See Schedule LRO# 51 Charge/Mortgage

Registered as SC929834 on 2011 09 08 at 16:42

The epplicant(s) hereby applies to the Land Registrar.

yyyy mm dd Page 2 of 2

Provisions

Balance Due Date

2012/07/05

Interest Rate

Nil

Payments

Interest Adjustment Date

Payment Date

See Schedule

200033

First Payment Date Last Payment Date

Standard Charge Terms

Insurence Amount

full insurable value

Guarantor

Signed By

Cheryl Darlene McCall

Charlotte Ann Langill

300 Victoria St. N.

acting for Chargor First 2011 09 08 (s) Signed

Kitchener

N2H 6R9

Kitchener

N2H 6R9

300 Victoria St. N.

acting for Chargor Last

(s)

2011 09 22

Signed

2011 09 22

Tel

Tel

Fax

5195760460

5195760460

5195763234

Fax

5195763234

I have the authority to sign and register the document on behalf of the Chargor(s).

Submitted By

SORBARA, SCHUMACHER, MCCANN LLP

300 Victoria St. N.

Kitchener

N2H 6R9

Tel Fax

5195760460 5195763234

Fees/Taxes/Payment

Statutory Registration Fee

\$60.00

Total Paid

\$60.00

File Number

Chargor Client File Number:

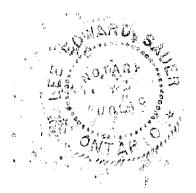
61926

Chargee Client File Number:

THIS IS EXHIBIT "P" TO THE AFFIDAVIT OF GREGORY ZEHR SWORN BEFORE ME THIS 27

DAY OF-APRIL, 2015.

A Commissioner etc.



PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 1

1 4755)

CERTIFICATE

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH

BUSINESS DEBTOR

: BAYWOOD HOMES PARTNERSHIP

SEARCH CONDUCTED ON

FILE CURRENCY

05MAR 2015

ENQUIRY NUMBER 20150306153917.74 CONTAINS

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

PAGE(S), 21

130 FAMILY (IES).

CHAITONS LLP (ADP)
5000 YONGE STREET, TORONTO ON M2N 7E9 10TH FLOOR

Ontario CERTIFIED BY/CERTIFIES PAR REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÜRETES MOBILIÈRES (crij3 09/2013)

CONTINUED...

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

PAGE REPORT : PSSR060 2 4756)

BUSINESS DEBTOR
B CURRENCY 05MAR 2015

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PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM MINISTRY OF GOVERNMENT SERVICES ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 3 3 4757)

STATUTE OF SEARCH BUSINESS DEBTOR

EXAMONICATED ON BAYWOOD HOMES PARTNERSHIP

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CERTIFIED BY/CERTIFIEES PAR REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÜRETES MOBILIÈRES (crj1ts 09/2013)

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

PAGE

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REPORT : PSSR060

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015 CERTIFICATE

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 5 (4759)

TYPE OF SEARCH BUSINESS DEBTOR
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REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SURETES MOBILIÈRES

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 6 (4760)

CERTIFICATE

TWAP OF SEARCH BUSINESS DEBTOR
BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
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CERTIFIED BY/CERTIFIÉES PAR REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SURETÉS MOBILIÈRES (crj1ts 09/2013)

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CORUN NUMBER : 065
TRUN DATE : 2015/03/06
ID : 20150306153917.74 GH-CONDUCT HD ON BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

PAGE REPORT : PSSR060 PAGE : 7

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REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÚRETÉS MOBILIÈRES (crj1fs 09/2013)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

PAGE REPORT : PSSR060 8 4762)

CERTIFICATE

BUSINESS DEBTOR
SEARCH CONDICTED ON BAYMOOD HOMES PARTNERSHIP
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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

PAGE REPORT : PSSR060

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FILE CHERSHICH 3 05MAR 2015 RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 10 (4764)

CERTIFICATE

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****-FOR-FURTHER-HAIFORMATTION...CONTACT THE SECURED PARTY...*** CONTINUED... 片

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ADDRESS

OF SEARCH BUSINESS DEBTOR

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COSKENCY 05MAR 2015

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 11 (, 4765)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

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REPORT : PSSR060 PAGE : 12 (4766)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUINY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 13 (4767)

HYPE OF SEARCH BUSINESS DEBTOR
HEAVEH CONDUCTED ON - BAYWOOD HOMES PARTNERSHIP
LALE CURRENCY - 05MAR 2015

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		626353 ONTARIO LIMITED	NAME : BUSINESS NAME:	06
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TYPE OF SHARCH A B RUN NUMBER : 065 RUN DATE : 2015/03/06 ID : 20150306153917.74

05MAR 2015

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 14 (4768)

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***. LEOR. FURTHER INFORMATION: CONTACT THE SECURED PARTY. ***

PROVINCE OF ONTARIO MINISTRY OF COVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 15 (4769)

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(crj1fs 09/2013)

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97 RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74 SPARCH BUSINESS DEBTOR
SPARCH CONDUCTIES ON BAYWOOD HOMES PARTNERSHIP
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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 16 (4770)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 17 (4771)

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT: PSSR060 PAGE: 18 (4772)

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BAYMOOD HOMES PARTNERSHIP

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DESCRIPTION OF THE BAYMOOD HOMES PARTNERSHIP

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 19 (4773)

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BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT: PSSR060 PAGE: 20 (4774)

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**** FOR EURTHER INFORMATION CONTACT THE SECURED DARRY ****

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM

REPORT : PSSR060 PAGE : 21 (4775)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 22 (4776)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 23 (4777)

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BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT: PSSR060 PAGE: 24 (4778)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 25 (4779)

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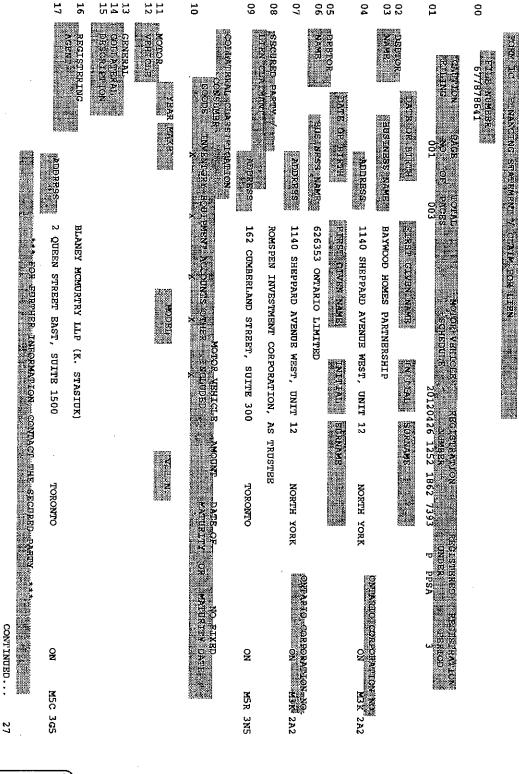
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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
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REPORT : PSSR060 PAGE : 26 (4780)

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PROVINCE OF OWTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 27 (4781)

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PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES CERTIPICATE

RBPORT : PSSR060 PAGE : 28 (4782)

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RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

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REPORT: PSSR060 PAGE: 29 (4783)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 30 (4784)

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*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 31 (4785)

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> PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES ENQUIRY RESPONSE

CERTIFICATE

REPORT : PSSR060 PAGE : 32 (4786)

BUSINESS DEBTOR

BAYWOOD HOMES PARTNERSHIP

05MAR 2015

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PROVINCE OF ONTARIO
MINISTRY OF COVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

CERTIFICATE

REPORT : PSSR060 PAGE : 33 (4787)



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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT: PSSR060
PAGE: 34
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PROVINCE OF ONTARIO
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PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 35 (4789)

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

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REPORT : PSSR060 PAGE : 36 (4790)

BUSINESS DEBTOR

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CERTIFIED BY/CERTIFIEES PAR REGISTRAR OF
PERSONAL PROPERTY SECURITY/
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RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 37 (4791)

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> PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 38 (4792)

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SEARCH CONDUCTED ON BAYMOOD HOMES PARTNERSHIP
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DES SÜRETES MOBILIÈRES (crj2fs 09/2013)

RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917,74 BUSINESS DEBTOR
BAYWOOD HOMBS PARTNERSHIP
05MAR 2015 CERTIFICATE

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 39 (4793)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 40 (4794)

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015 CERTIFICATE

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

CERTIFICATE

REPORT : PSSR060 PAGE : 41 (4795)

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT : PS\$R060 PAGE : 42 (4796)

CERTIFICATE

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM

ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 43 (4797)

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015 CERTIFICATE

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES

REPORT : PSSR060 PAGE : 44

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BAYWOOD HOMES PARTNERSHIP PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

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PERSONAL PROPERTY SECURITY/
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*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. *** CONTINUED... 45

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 45

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BAYWOOD HOMES PARTNERSHIP
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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
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REPORT : PSSR060

CERTIFICATE

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PROVINCE OF ONTARIO
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REPORT : PSSR060 PAGE : 47 (4801)

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*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CERTIFIED BY/CERTIFIEES PAR REGISTRAN OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SÜRETES MOBILIÈRES (crj2fs 09/2013)



48

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

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REPORT : PSSR060

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SEARCH CONDUCTED ON BAYWOOD HOMES PARTNERSHIP
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CERTIFIED BY/CERTIFIÉES PAR REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SURETÉS MOBILIÉRES (crj2ts 09/2013)

RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74 BUSINESS DEBTOR

BAYMOOD HOMES PARTNERSHIP

LE CURRENCY OSMAR 2015

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM

ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 49

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 50 (4804)

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 51 (4805)

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BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 52 (4806)

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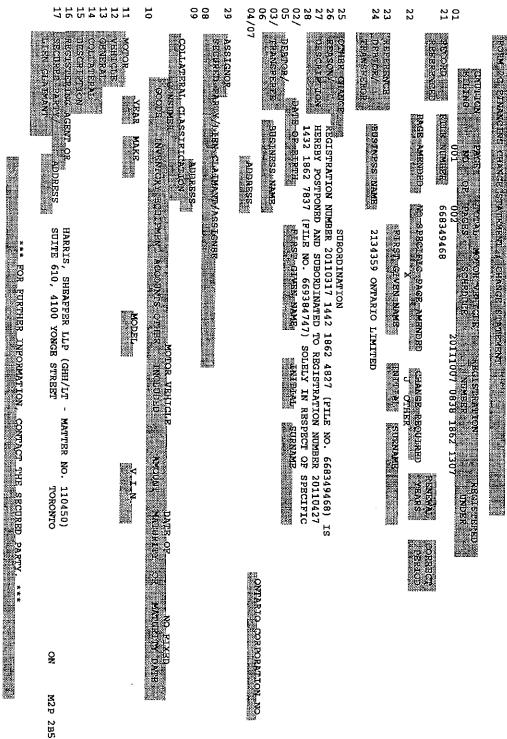
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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM

REPORT: PSSR060 PAGE: 53 (4807)

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FILE CHERENCY : 05MAR 2015 RUN NUMBER : 065 RUN DATE : 2015/03/06 ENQUIRY RESPONSE CERTIFICATE





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(crj2fs 09/2013)

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SEARCH CONDICTED ON BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

CERTIFICATE

PAGE : PSSR060 PAGE : 54

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RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT : PSS#060 PAGE : 55 (4809)

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015 CERTIFICATE

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REPORT : PSSR060 PAGE : 56 (4810)

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RUN NOMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74 BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

PAGE REPORT : PSSR060

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*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY, ***

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 59 (4813)

CERTIFICATE

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

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BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

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REPORT : PSSR060 PAGE : 60 (4814)

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BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 61 (4815)

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE

CERTIFICATE

REPORT : PSSR060 PAGE : 62 (4816)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

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REPORT : PSSR060 PAGE : 63 (4817)

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

17 16 13 14 15 11 12 10 9 80 07 86 2 22 21 8 COLLATERAL DESCRIPTION NAMB COULATERNAL CUASS INTEACTION ECRM TO FUNDADORNO STATEMENT // CLAIM FOR STITM 555653132 CHATTON PAGE INJULY SCHEDULE NEGLETINATION FILLING 70090818 1045 1793 6953 YBAR MAKE DATE OF BIRTH BUSLINESSMAND BUSTNESS NAME INARATOČS KADINGANI MDDRESS **** FOR FURTHER INFORMATION CONTACT THE SECURED PARTY. *** ADURESS ADDRES9= PIEST CIVER MAME REPUBLISHED NAME 7501 KEELE ST., SUITE 200 50 CONFEDERATION PARKWAY 1140 SHEPPARD AVENUE WEST, UNIT NORI CORP. 1140 SHEPPARD AVENUE WEST, UNIT 12 BAYWOOD HOMES PARTNERSHIP BRATTY AND PARTNERS, LLP SENTINEL (BRAVO) HOLDINGS INC. INTERNAL SURNAME 12 VAUGHAN TORONTO TORONTO ON M3KZA2 õ õ L4K4T8 L4K1Y2



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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
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REPORT : PSSR060 PAGE : 64 (4818)

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BAYWOOD HOMES PARTNERSHIP
05MAR 2015

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 65 (4819)

CERTIFICATE

SERROH CONSIDERCH BUSINESS DEBTOR
SERROH CONSIDERTHO ON BAYWOOD HOMES PARTNERSHIP
FILE CURRENCY 05MAR 2015 17 16 13 11 12 10 9 80 9 90 20 04 03 2 00 REGISTERING AGENT GENERAL COLLAUSRAL DESCRIPTION SECURIT PARENT AND ADDRESS NAME MOTOR. VEHICLE NAME ... CONTRIBERAL CLASSIFICATION FURH SIG RINANGING NITATEMENT // CLAIM FOR LIEN ''S '' '' 655653132 UTING SERGE : UDWAL MOROR VEHEBULE RESISTRATION ACTION SCHEBULE RESISTRATION ACTION CONTROL OF THE PROPERTY OF CONSUMER YEAR MAKE; CODE TARRA SE SELECTION OF THE COURT OF THE SECOND SERVICES OF THE SECOND SERVICES OF THE SECOND SEC DATE OF BIRDH DATE OF BURIES BUSINESSANAME BUS ENESS NAME ADDRESS ADDRESS ADDRESS VAUGHANCORD HOLDINGS INC. SINKE MENGEN USER 1140 SHEPPARD AVENUE WEST, UNIT SAVEN BEALD LIST OF 1140 SHEPPARD AVENUE WEST, UNIT 12 CORNER WORLD DEVELOPMENTS INC. INTUINI SURVAME 12 SHANE I SHANNIE TORONT TORONTO Gothea Total Carbits Car ONTARTO CORPORATION NO. ONE NATION OF STREET ON M3K2A2

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BAYWOOD HOMES PARTNERSHIP
05MAR 2015

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 66 (4820)

17 16 13 15 11 12 10 07 9 80 05 0,4 22 2 REGISTERING # 1 GENERAL DESCRIPTION NAME T MOTOR VEH CLTS NOTEGICA SECURED THAN THAN ALDRESS CANTION SACE TOTAL MOTOR VEHICLE RECLUDENCY 1793 6954 ZEAR MAKS HANDLER NO SLAVE DAME OF BURING BUSTNESS NAME BUSTNESS NAME ADDRESS ADDHESS ADDRESS SET YEAR WAYNE HAND COUNTRY NAME 50 CONFEDERATION PARKWAY BRAVO RESIDENCES INC. SMODED. INTO AU SURNAME X SURVANE CONCORD NOTER HEALTSTEAM BECKING NOTERING TO SERVICE ONDARIO CORPORADION NO ONTHE OFFICE ON LAKETS

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PROVINCE OF ONTARIO
MINISTRY OF COVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM

ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 67 (4821)

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP CERTIFICATE

11 12 13 15 17 02/ 05/ 06/ 10 80 29 22 01 21 25 26 27 28 23 24 PERFERENCE TO BERTON COLLATERAL.CLASSIFICATION SUBURDINATION OF REGISTRATION NUMBER 20090818 1045 1793 6954 IN
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*** FOR EURTHER INFORMATION CONTACT THE SECURED PARTY. ***

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05MAR 2015

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP

RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 68 4822)

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*** FOR FUTTHER INFORMATION CONTACT THE SECURED PARTY. ***

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TYPE OF SEARCH & BUSINESS DESTOR
SEARCH CONSDITED ON - BAYWOOD HOMES PARTNERSHIP
FILE CORPENCY - 05MAR 2015

PROVINCE OF ONTARIO HINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

PAGE: PSSR060 PAGE: 69 (4823)

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FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ...

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PAGE : PSSR060 PAGE : 70 (4824)

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05MAR 2015

BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM **ENQUIRY RESPONSE** CERTIFICATE

REPORT : PSSR060

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RUN DATE : 2015/03/06 ID : 20150306153917.74

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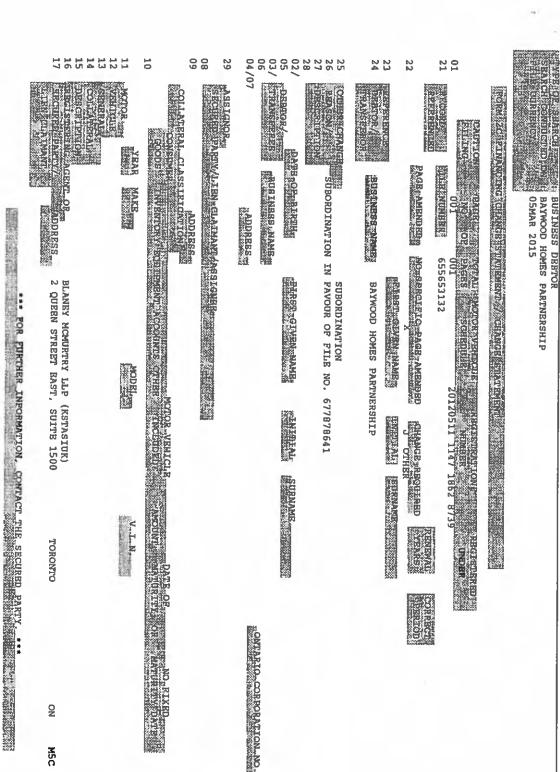
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BUSINESS DEBTOR
BAYWOOD HOMES PARTNERSHIP
05MAR 2015

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT: PSSR060 PAGE: 73

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DES SÜRETES MOBILIÈRES

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76 CERTIFIED BY/CERTIFIEES PAR REGISTRAR OF
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DES SORETES MOBILIÈRES (cr)1fs 09/2013)

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RUN DATE: 2015/03/06 ID: 20150306153917-74

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PAGE : 76 (4830)

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*** FOR FURTHER INFORMATION, COMPACT THE SECURED PARTY. ***



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BUSINESS DEBTOR BAYWOOD HOMES PARTNERSHIP 05MAR 2015 CERTIFICATE

RON NUMBER: 065
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(crj1fs 09/2019)

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PROVINCE OF ONTARIO
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REPORT : PSSR060 PAGE : 78

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BAYWOOD HOMES PARTNERSHIP 05MAR 2015 BUSINESS DEBTOR CERTIFICATE

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BAYWOOD HOMES PARTNERSHIP 05MAR 2015

REPORT: PSSR060 PAGE: 79

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TYPE OF SHARCH THE BUSINESS DEBTOR
SHARCH COMBRESSED ON BAYWOOD HOMES PARTNERSHIP
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MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

PAGE : PSSR060

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*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY, ***

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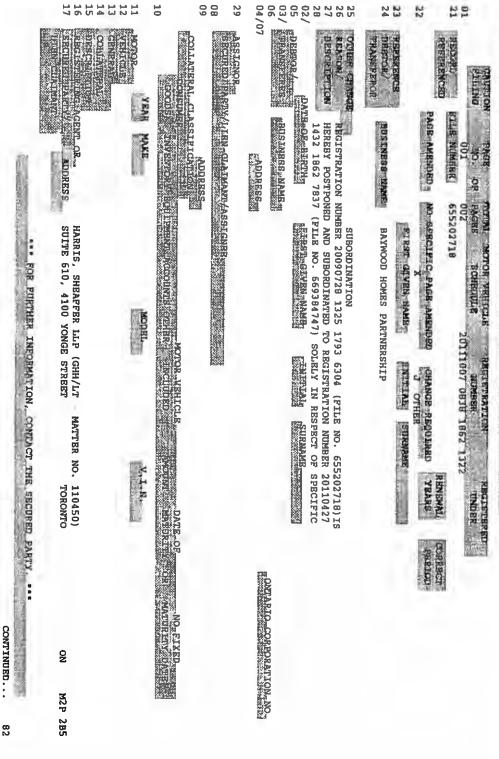


RUN DATE : 2015/03/06 ID : 20150306153917.74 RUN NUMBER : 065

PROVINCE OF ONTARIO NINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

PAGE : PS9R060 PAGE : 91 (4835)

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BAYWOOD HOMES PARTNERSHIP
05MAR 2015



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PROVINCE OF ONTARIO HINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY RESISTRATION SYSTEM REQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 82 PAGE (4836)

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REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SORETES MOBILIÈRES (crj2/s 09/2013)

83

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PAGE : PSSR060

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TEARCH CONDUCTED ON : BAYMOOD HOMES PARTNERSHIP BIDE CURRENCY : OSMAR 2015 PROVINCE OF OWNERS SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUINY RESPONSE CERTIFICATE

PAGE : PSSR060 PAGE : 94 (4838)

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DES SÜRETES MOBILIÈRES (crj1fs 09/2013)

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SEASOS STARRON & BUSINESS DEBTOR SEASOS STARRON ON A BAYMOOD HOMES PARTNERSHIP SILE CURRENCY & 05MAR 2015 PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

PAGE : PSSR060 PAGE : 85

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 86 (4840)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT: PSSR060 PAGE: 87

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FILE CURRENCY | 05MAR 2015

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PAGE : PSSR060 PAGE : 88 [4842)

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PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM

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BAYWOOD HOMES PARTNERSHIP 05MAR 2015

BUSINESS DEBTOR

RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PAGE REPORT : PSSR060 89

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Ontario

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BAYWOOD HOMES PARTNERSHIP 05MAR 2015

BUSINESS DEBTOR

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 90

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUINY RESPONSE CERTIFICATE

PAGE : PESRO50 PAGE : 91

TYPE DE SEARCH - EUSINESS DEBTOR
SEARCH COMMUNICATION - BAYMOOD HOMES PARTMERSHIP
FILE COMMUNICATION - 05MAR 2015

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 92 (4846)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT: PSSR060 PAGE: 93 (4847)

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(crj1fs 09/2013)

RUN DATE: 2015/03/06 ID: 20150306153917.74

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REPORT : PSERU60 PAGE : 95

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TYPE DE SEARCH

BUSINESS DEBTOR

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
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REPORT: PSSR060 PAGE: 96 (4850)

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 97 (4851)

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PAGE :

101

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PROVINCE OF ONTARIO
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REPORT : PSSR060 PAGE : 102

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PAGE : PESHOGO PAGE : 105

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RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

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SEARCH CONSUCTED ON : BAYMOOD HOMES PARTMERSHIP FILE CORRESPON : 05MAR 2015

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PAGE REPORT : PSSR060 107

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REPORT : PSER060 PAGE : 108 (4862)

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REPORT : PSSR060 PAGE : 109 (4863)

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RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

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REPORT : PSSR060 PAGE : 110 (4864)

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113



RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060

PAGE 4867)

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FOR EURTHER INFORMATION, CONTACT THE SECURED PARTY.

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RON NUMBER: 065 ID : 20150306153917.74

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

PAGE : PSSR060 PAGE : 114 (4868)

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REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SURETES MOBILIÈRES

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*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***



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PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÜRETES MOBILIÈRES (crj2ts 09/2013)

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PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

MINISTRY OF GOVERNMENT SERVICES

PAGE : PSSR060

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PAGE : PSSR060 PAGE : 116

1543 12 10 07 13 16 9 8 800 2 22 21 00 DESCRIPTION DESCRIPTION DESTOR CONTRACTED CALIFORNIA TARM CHANNET NAME AGENT PORM TO STRANGING STATEMENT / CLASH FOR LIEN "NOTERO BTELLERA MOTOR FILE SUMBER 612979983 SMITTLE SPOTTINGS STAM NATE HIMTH OF BIRTH BUTATH OF BUILDING MAN SERVINGE NO OF PAGES BINNE BERINTSOR ADDARES ADBRESS AUDRESS BGATACHE SUITE 4900, COMMERCE COURT WEST 3300 HIGHWAY 7, SUITE 300 BAYWOOD HOMES PARTNERSHIP BUND GIVEN WHE GOWLING LAPLEUR HEMDERSON LLP HOYAL BANK OF CANADA 1140 SHEPPARD AVENUE WEST, UNIT 12 626353 ONTARIO LIMITED PIRET GLUSH HAME! 1140 SHEPPARD AVENUE WEST, UNIT *** FOR BURTHER INFORMATION, CONTACT THE SECURED PARTY. ... TRITION RUDINGS HOLDS SCHEOTILE TATTAL TVELVIE 20050228 1457 1862 4202 REGISTRACTON SURVANIE 12 MANASTOR Dinosiv W.T.W. TORONTO DATE OF CONCORD TORONTO TORONTO SECULIARY SERVICE NOTATION OF SECULIARY SECULI ONTARIO CORPORATION NO. NOTE 2A2 CALLWIS CONTRACTOR MAN 2V2 MANUALLY DANK NO FIXED CONTINUED ... õ S M51 1J3 L4K 4M3 117



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REGISTRAR OF PERSONAL PROPERTY SECURITY/ LE REGISTRATEUR DES SURETES MOBILIÈRES (crj1ls 09/2013)

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PAGE : 118

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119

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REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÜRETÉS MOBILÉRES (crj1fs 09/2013)



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21 22 23 RECORD DEANSPERCH. MOLERAL COMER CHARGE KEPERENCE ATTING CHOSTON BASS - AMENDED-KILL MUNKER SHAME SSENTSING No. of PAGES ECHEDIE NO-SERCIFIC PAGE NAME OF THE 612979983 BAYWOOD HOMBS PARTNERSHIP PLAST GIVEN MANE 20100ing 1453 1530 0381 MEGISTRATION TREATER CHANGE PROUISED SHAWARE ERNEWAL SEARS MAGNET CHANGE

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RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO
MINISTRY OF COVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE CERTIFICATE

PAGE : 119 PAGE : 119

RUN DATE: 2015/03/06 ID: 20150306153917.74

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES ENQUIRY RESPONSE CERTIFICATE

PAGE REPORT : PSSR060

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*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

RON NOMBER: 065 RON DATE: 2015/03/06 ID: 20150306153917.74

PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM MINISTRY OF GOVERNMENT SERVICES ENQUIRY RESPONSE

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FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY.

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PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SURETES MOBILIÈRES (cr)25s 09/2013)

Ontario

122

RUN NUMBER : 065 RUN DATE : 2015/03/06 ID : 20150306153917.74

BUSINESS DEBTOR BAYWOOD HOMES PARTNERSHIP 05MAR 2015 PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT : PSSR060 PAGE : 122 (4876)

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PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES ENQUIRY RESPONSE CERTIFICATE

PAGE: 123

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BAYWOOD HOMES PARTNERSHIP 05MAR 2015

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PROVINCE OF ONTARIO
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PAGE : PSSR060 PAGE : 124

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DESCRIPTION
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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

REPORT: PSSR060 PAGE: 125 (4879)

TYPE OF SHARCH A BUSINESS DEBTOR
SENCE CONDESTED ON A BAYWOOD HOMES PARTNERSHIP
FILE CURRENCY : 05MAR 2015

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SEARCH COMPUTED ON BAYMOOD HOMES PARTNERSHIP FILE COMPUTED ON 15 05MAR 2015 RUN NUMBER: 065 RUN DATE: 2015/03/06 ID: 20150306153917.74

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM **ENQUIRY RESPONSE**

PAGE : 136

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ONTAGIO CORROBATION NO.

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RECISTENCE AGENT OR .

ADDRESS

4126 NORLAND AVENUE

CANADIAN SECURITIES REGISTRATION SYSTEMS

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FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

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127

Ontario

HUN NUMBER : 065 RUN DATE : 2015/03/06 ID : 20150306153917.74

PROVINCE OF ONTARIO HINISTRY OF COVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE CERTIFICATE

PAGE : 127

STARCH CONDUCTED ON & BAYMOOD HOMES PARTMERSHIP FILE CURRENCY : 05MAR 2015

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PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM MINISTRY OF GOVERNMENT SHRVICES ENQUIRY RESPONSE BRTIFICATE

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DES SÜRETÉS MOBILIÈRES (cr)2fs 09/2013

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PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

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PAGE # 129

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PROVINCE OF ONTARIO MINISTRY OF GOVERNMENT SERVICES PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM ENQUIRY RESPONSE

REPORT : PSSR060 PAGE : 130 (4884)

TYPE OF SEARCH: BUSINESS DEBTOR
SEARCH CONDUCTED ON: BAYWOOD HOMES PARTNERSHIP
FILE CURRENCY: 05MAR 2015

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
697416291	20140625 0945 1862 4818			
682060221	1529 1862			
682060248	1531			
681111441	0953 1862	1862	1862	
681111531	1862	20121002 0926 1862 9131	20121113 0920 1862 2034	
678063771	1553			
677878641	1252 1862	1793	1062	20140121 1028 2434 0400
676423386	1862	20120507 1640 1793 4554	20120511 1146 1862 8738	
669384747	1862	1862		
668349468	1442 1862	0838 1862	20120507 1646 1793 4560	20120803 1207 1529 4297
665516394	1541 1862			
663727599	1862	20150211 1444 1862 1298		
655653132	1793	1443 1862	20091123 1503 1793 9666	20101029 1558 1862 4746
	0839 1862	1147 1862		
655202718	1793	1156 1862	0838 1862 1322	1148 1862
655202736	1326 1793	0943 1793	1862 1321	20120511 1146 1862 8737
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65 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.



CERTIFIED BY/CERTIFIÉES PAR

REGISTRAN OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SURETES MOBILIÈRES
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(erij3 09/2013)

THIS IS EXHIBIT "Q" TO THE AFFIDAVIT OF GREGORY ZEHR SWORN BEFORE ME THIS 2

DAY OF APRIL, 2015.

A Commissioner etc.

ISSUE DATE:

November 22, 2013



PL111099

Ontario Municipal Board Commission des affaires municipales de l'Ontario

2131059 Ontario Limited (Baywood Homes) has appealed to the Ontario Municipal Board under subsection 22(7) of the *Planning Act*, R.S.O. 1990, c. P.13, as amended, from Council's refusal or neglect to enact a proposed amendment to the Official Plan for the City of Barrie to redesignate land at 700 and 725 Mapleview Drive East from Low Density Residential to Medium Density Residential, High Density Residential and Neighbourhood Commercial

(Approval Authority File No. D09-OPA 125)

OMB File No. PL111099

2131059 Ontario Limited (Baywood Homes) has appealed to the Ontario Municipal Board under subsection 51(34) of the *Planning Act*, R.S.O. 1990, c. P.13, as amended, from the failure of the City of Barrie to make a decision respecting a proposed plan of subdivision on lands respecting 700 and 725 Mapleview Drive East (Approval Authority File No. D12-393)

OMB File No. PL111100

2131059 Ontario Limited (Baywood Homes) has appealed to the Ontario Municipal Board under subsection 34(11) of the *Planning Act*, R.S.O. 1990, c. P.13, as amended, from Council's refusal or neglect to enact a proposed amendment to Zoning By-law 85-95 and 2009-141 of the City of Barrie to rezone lands respecting 700 and 725 Mapleview Drive East from OS, EP, R2 (SP-238, SP-244, SP-248, SP-249), RM2-TH, and C5 to OS, EP, RM2-TH SP, RA1 SP, RA2 SP to permit the development of a variety of medium and high density housing forms including street townhouse, four-plexes, six-plexes, maisonettes and a number of apartments ranging in height from 6-24 storeys

OMB File No. PL111101

APPEARANCES:

<u>Parties</u>	11	Counsel
2131059 Ontario Limited (Baywood Homes)		D. Bronskill
City of Barrie		R. Carlson

DECISION DELIVERED BY C. CONTI

INTRODUCTION

- [1] This is a decision for an appeal by 2131059 Ontario Limited ("Baywood Homes") ("Appellant") against the refusal or neglect of the City of Barrie ("City") to make a decision regarding applications for an Official Plan Amendment ("OPA"), Zoning By-law Amendment, and plan of subdivision for a property at 700 and 725 Mapleview Drive East, Barrie. Other parties to this appeal, Innis-Shore Management Inc., Hewitt's Creek Management Inc. and Crisdawn Construction Inc., did not appear at the hearing. A separate proceeding has been schedule to consider issues related to cost sharing arrangements between the Appellant and Innis-Shore Management Inc., Hewitt's Creek Management Inc. and Crisdawn Construction Inc. and these issues were not part of this hearing and are not dealt with in this decision.
- [2] At the beginning of the proceeding the Board was informed that a settlement had been reached between the City and the Appellant. The remainder of the hearing considered evidence related to the settlement.

EVIDENCE

- [3] The Board heard evidence in support of the settlement from Brandi Clement, a Partner with Jones Consulting Group Ltd. Ms. Clement is a Registered Professional Planner who has approximately fifteen years of experience. She was qualified by the Board to give expert opinion evidence in land use planning.
- [4] The Board heard no other evidence in relation to this matter.
- [5] The Board heard that the subject property is in the south part of the City and has a total area of approximately 40.16 ha. The developable portion of the property comprises 20.66 hectares. A total of 1245 units of a variety of housing types will be constructed through the proposal. The majority will be medium or high density units, but four single detached units will also be constructed on lands that already have the appropriate designation and zoning. The proposal also includes an institutional block that is intended as a seniors' facility. In addition, approximately 19.5 ha of the property will be dedicated as environmental protection lands.

- [6] The Board heard that a portion of the lands are within a high density area of the City associated with a transit node. The proposed Official Plan Amendment (Exhibit 17) identifies the portion of the property within 500 metres of the transit node as a Defined Policy Area. The Official Plan Amendment revises the areas of the property identified as Residential, Environmental Protection and Open Space. The lands will also be redesignated as High Density Residential, Medium Density Residential, and Environmental Protection Area in the Innis-Shore Secondary Land-Use Plan.
- [7] The Board heard that the proposed By-law Amendment (Exhibit 21) provides development standards to implement the concept plan for the proposal. The draft plan of subdivision (Exhibit 22) separates the lands into blocks that will be developed through site plan control. The Appellant also provided conditions of draft plan approval (Exhibit 23).
- [8] Ms. Clement provided the opinion that the proposal is consistent with the Provincial Policy Statement ("PPS"). She noted that the proposal is consistent with the direction in the PPS to build strong, healthy communities and to optimize the use of land. She indicated that the proposal will use existing infrastructure, provide a mix of housing types, provide for transit related development and protect natural resources. She stated that the proposal is consistent with s. 2 and 3 of the PPS in that it will ensure the protection of natural heritage features and functions and it will protect public health and safety.
- [9] In Ms. Clement's opinion the proposal complies with the provisions of the *Growth Plan for the Greater Golden Horseshoe* ("Growth Plan"). She indicated that the proposal complies with s. 2, 3, and 5 in that it will provide a complete, transit oriented community that incorporates appropriate standards for stormwater management and the protection of the environment. She noted that a compensation strategy has been developed in association with the Lakes Simcoe Conservation Authority.
- [10] With regard to the Official Plan Ms. Clement indicated that the proposal maintains the current designations, but through the OPA there will be some revisions to the boundaries and the text. She stated that the proposal complies with all applicable provisions of the Official Plan and the Innis-Shore Secondary Plan. She indicated that the secondary plan shows no high density within the subject property, but this will be

amended through the OPA. She indicated that this is the first proposal to come forward associated with the major transit station node and the area is suited to high density. She indicated that the secondary plan policies are subject to intensification, and that the transit node policies and *Growth Plan* take precedence over the secondary plan policies.

- [11] With regard to the By-law Amendment (Exhibit 21), Ms. Clement indicated it provides the appropriate zoning categories for the various uses provided for in the plan of subdivision. She noted that a number of changes to the zoning provisions are required to support the type of intensification proposed and that the proposed standards in the By-law amendment have been tested in other areas and are appropriate. Ms. Clement's opinion is that the proposed Zoning By-law Amendment complies with the Official Plan, *Growth Plan* and the PPS.
- [12] Ms. Clement indicated that the plan of subdivision and proposed conditions of subdivision approval are appropriate and meet all requirements of the *Planning Act*. In her opinion the proposed planning instruments meet all applicable requirements, they represent good planning and they should be approved.
- [13] The City concurred with the evidence provided by Ms. Clement.
- [14] The parties requested that the Board approve the proposal in principle, but withhold its final order pending some minor adjustment to the wording of the By-law Amendment, and until after the hearing on the cost sharing issue in case it resulted in minor changes to the planning instruments. The parties indicated that the revised By-law Amendment would be forwarded to the Board.
- [15] In addition, the City requested that clearance of conditions of draft approval should rest with the City.

ANALYSIS AND FINDINGS

- [16] The Board has considered the submissions provided by the parties.
- [17] The expert planning evidence provided by Ms. Clement is uncontested. Based upon the evidence, the Board finds that the proposed OPA is consistent with the PPS, complies with the *Growth Plan*, it is appropriate and it represents good planning. The

Board finds that the proposed Zoning By-law Amendment is consistent with the PPS, it complies with the *Growth Plan* and the Official Plan.

- [18] After considering the evidence, the Board has concluded that the proposed plan of subdivision complies with all requirements of s. 51 (24) of the *Planning Act* and it is appropriate for the subject property. In addition, the Board finds that the proposed conditions of draft plan approval are reasonable within the provisions of s. 51 (25) of the *Planning Act*.
- [19] Furthermore, the Board finds that all of the proposed planning instruments are appropriate and they represent good planning.

DISPOSITION

- [20] The Board determines that the appeal is allowed in part and that the proposed Amendment to the City of Barrie Official Plan (Exhibit 17), the proposed Zoning By-law Amendment (Exhibit 21), the plan of subdivision (Exhibit 22) and the proposed conditions of draft plan approval (Exhibit 23) are approved in principle.
- [21] And furthermore, the Board will not retain jurisdiction for clearing conditions of draft approval.
- [22] The Board will withhold its final order approving the planning instruments until the final version of the Zoning By-law Amendment is received and until after the appeal related to the cost sharing matter has been heard and determined.

"C. Conti"

C. CONTI MEMBER

THIS IS EXHIBIT "R" TO THE AFFIDAVIT OF GREGORY ZEHR SWORN BEFORE ME THIS 29

DAY OF APRIL, 2015.

A Commissioner etc.



D12-393

Page: 1

FOR PRELIMINARY REVIEW ONLY May 27, 2013

DRAFT PLAN OF SUBDIVISION CONDITIONS

Baywood Homes -- 700 & 725 Mapleview Drive East

Prior to final approval and registration of the Plan of Subdivision for the subject lands, the owner must comply with the following conditions, and confirmation must be received from the appropriate department or agency to the satisfaction of the City of Barrie as summarized in Condition 42.

SPECIAL CONDITIONS

- The City shall receive an acknowledgment from the Cost Sharing Trustees of Innis Shore Management Inc. and Hewitt's Creek Management Inc. that the owner is in good standing with respect to their participation in the cost sharing contribution for the construction of the Hewitt's Creek Sanitary Trunk Sewer.
- The owner shall convey land to the City for park or other public recreational purposes in accordance
 with the provisions of the Planning Act. Alternatively, the City may accept cash-in-lieu of such
 conveyance in accordance with City policy at 1 hectare per 300 residential units for development with
 densities greater than 15 units per hectare.
- 3. The owner shall submit a detailed Compensation Plan in conformity with the preliminary Compensation Strategy and Terms of Reference dated March-30, 2012 to the satisfaction of the City and the Lake Simcoe Region Conservation Authority (LSRCA).
- 4. The owner shall submit an Edge Management Plan to the satisfaction of the City and LSRCA for those Blocks that are contiguous to the watercourse corridor and Environmental Protection lands. The owner shall be required to obtain a tree removal permit and shall not remove any trees from the Environmental Protected Area without written approval from the City and LSRCA. Any trees which are removed, injured or damaged as a result of construction activities without written consent shall be replaced or compensation provided.

STANDARD CONDITIONS

- 5. The owner shall prepare the Final Plan of Subdivision on the basis of the approved Draft Plan of Subdivision, prepared by Jones Consulting Group Ltd., Drawing Name BAY-09369-DP5, dated May 9, 2013, which illustrates 8 blocks for residential development, 1 block for institutional use, and blocks for Environmental Protection, Open Space, stormwater management, roads, road widenings, potential future road widenings and reserves.
- 6. The owner shall confirm that all lots and blocks are in accordance with the City's Zoning By-law.
- 7. The owner shall submit plans showing the proposed phasing and/or staging arrangements to the City for review and approval if this subdivision is to be developed by more than one registration.
- 8. The road allowances included in this draft plan shall be shown and dedicated as public highways on the final plan.
- 9. The road allowances included in this draft plan shall be named to the satisfaction of the City.
- 10. Any dead ends and open side of road allowance created by this draft plan shall be terminated in 0.3m reserves to be conveyed to the City.



D12-393

Page: 2

FOR PRELIMINARY REVIEW ONLY May 27, 2013

- 11. The owner shall be responsible for the provision of all works and services including the connections to existing municipal services in accordance with all City of Barrie Development Standards and Policies.
- 12. The owner shall acknowledge and agree that the proposed development must be serviced from the municipal water distribution system. The water distribution system for the subject land shall be of sufficient size to provide the maximum day usage plus maintain minimum fire flows, all to the satisfaction of the City.
- 13. The owner shall be responsible for removing any wells in accordance with Ministry of the Environment guidelines.
- 14. The owner shall provide for appropriate storm and sanitary conveyance systems including outlet work and/or other related facilities including the provision of servicing facilities external to the plan where required, to the satisfaction of the City.
- 15. The owner shall acknowledge and agree that final approval of this plan will not be considered until all infrastructure necessary to support the development of this plan is constructed and functioning to Municipal Standards and in accordance with the Master Servicing Report.
- 16. The owner shall convey Environmental Protection Block 16 to the City at no expense and free and clear of encumbrance as Environmental Protection Area lands, which shall include all lands within the delineated regional flood limits and/or registered top of bank elevation.
- 17. The owner shall convey any blocks and/or easements required for the provisions of utilities, municipal sanitary and water service, and stormwater management to the City and/or appropriate authority.
- 18. The owner shall be responsible for complying with and satisfying all applicable policies and requirements of approval from the City of Barrie, LSRCA, Metrolinx and any other applicable agency.
- 19. The owner shall agree to enter into a Subdivision Agreement with the City of Barrie to satisfy all requirements financial or otherwise with regard to provision of roads, grading, landscaping, naturalization and stream restoration, fencing, payment of development charges and engineering studies to support municipal services.
- 20. The owner is advised that draft approval does not in itself constitute a commitment by the City of Barrie or the Ministry of Environment to provide servicing access to the City's Wastewater Treatment Plant or Water Supply Plant. The subject plan may proceed to registration provided there is sufficient plant capacity and capability to serve the development. Plant capacity will be allocated for new development on a priority basis at the time of payment of Development Charges.
- 21. Prior to any site alteration or grading, the following plans and reports must be prepared in accordance with existing Master Studies and submitted to the satisfaction of the City, LSRCA, Metrolinx and any other applicable agencies:
 - a) A detailed Stormwater Management Report;
 - b) An Erosion and Sedimentation Control Strategy;
 - c) A detailed Grading and Drainage Plan; and
 - d) A detailed Geotechnical Study and Landscaping Plan for the stormwater pond and servicing easements located in the Environmental Protection Area.

D12-393

Page: 3

FOR PRELIMINARY REVIEW ONLY May 27, 2013

- 22. Prior to any site alteration or grading, proper erosion and sediment control measures must be in place in accordance with the approved Grading and Drainage Plan and Erosion and Sediment Control Plan.
- 23. The owner shall obtain a Site Alteration Permit, as described within By-law 2006-101 prior to any Site Alteration if applicable. All requirements, obligations, and control measures as described within By-law 2006-101 will be in place and undertaken to the satisfaction to the City and the LSRCA in accordance with City policy if applicable, and the approved Compensation Plan. The owner shall maintain said works for the duration of the subject development.
- 24. The owner shall prepare and submit a detailed Geotechnical Analysis demonstrating the means to ensure soil satiability in a post-development situation to the satisfaction of the City and LSRCA.
- The owner shall obtain a permit from LSRCA to fulfil the requirements of Ontario Regulation 179/06 under the Conservation Authorities Act.
- 26. The owner shall pay all development fees applicable to LSRCA in accordance with the approved fees policy under the Conservation Authorities Act.
- 27. The owner shall agree in the Subdivision Agreement to maintain all existing vegetation until a maximum of 30 days prior to any grading or construction on-site in accordance with the Lake Simcoe Protection Plan and the Compensation Plan approved for the subject site.
- 28. The owner may be required to provide a Financial Impact Analysis to the satisfaction of the City that describes the capital and operating costs estimated to be borne by the City as a consequence of the subject development.
- 29. The owner shall submit a noise and vibration study, completed and/or updated to the satisfaction of the City and Metrolinx, to address the adjacent arterial road and railway corridor. The recommendations of that study, including all required mitigation measures, are to be implemented to the satisfaction of the City and Metrolinx prior to occupancy of each phase of the development if the project is to be phased.
- 30. The owner shall agree in the Subdivision Agreement to include the following warning clause in all development agreements, offer of purchase and sale or lease within 300 metres of the rail corridor to the satisfaction of Metrolix.
 - "Warning: Metrolix, carrying on business as GO Transit, and its assigns and successors in interest has or have a right-of-way within 300 metres from th3e land the subject hereof. There may be alterations to or expansion of the rail facilities on such right-of-way in the future including the possibility that GO Transit or any railway entering into an agreement with GO Transit to use the right-of-way or their assignas or successors as aforesaid may expand their operations, which expansion may affect the living environment of the residents in the vicinity, notwithstanding the inclusion of any noise and vibration attenuation measures in the design of the development and individual dwelling(s). Metrolinx will not be responsible for any complaints or claims arising from the use of such facilities and/or operations on, over or under the aforesaid right of way."
- 31. The owner shall be responsible for posting signage on the property addressing Emergency Services Assistance, and the final plan identify fire break lots and confirmation of single access, as necessary, to the satisfaction of the City.
- 32. The owner shall agree to prepare and distribute an Information Package, approved by the City, to the prospective purchasers and tenants that generally addresses the various land use components of the development, including but not limited to: the environmental protection lands, specifics of condominium tenure as applicable, the location of major utilities, roads, lot sizes and types.



D12-393

Page: 4

FOR PRELIMINARY REVIEW ONLY May 27, 2013

- 33. The owner shall complete an archaeological assessment of the subject property and mitigate and/or salvage any significant archaeological remains to the satisfaction of the Development Plans Review Unit of the Ministry of Culture and Communications, and the City if such significant archaeological remains are found within the lands to be dedicated to the City.
- 34. The owner shall satisfy the requirements of PowerStream with respect to the provision of electrical utilities.
- 35. The owner shall agree in the Subdivision Agreement in wording satisfactory to Bell Canada:
 - a) That prior to commencing any work within the Plan, the developer/owner must confirm that sufficient wire-line communication/telecommunication infrastructure is currently available within the proposed development to provide communication/telecommunication service. In the event that such infrastructure is not available, the developer/owner may be required to pay for the connection to and/or extension of the existing telecommunication infrastructure.
 - b) That any easements for telecommunication services are to be granted to Bell Canada as required. In the event of any conflict with existing facilities, the developer/owner shall be responsible for the relocation of such facilities or easements.
 - c) That one or more conduit or conduits of sufficient size are required from each unit to the rooms(s) in which telecommunication facilities are situation and one or more conduits from the room(s) in which the telecommunication facilities are located to the street line.
- 36. The owner shall agree in the Subdivision Agreement in wording satisfactory to Enbridge Consumers
 Gas:
 - a) To coordinate the preparation of an overall utility distribution plan to the satisfaction of all affected authorities;
 - b) That streets are to be constructed in accordance with municipal standards;
 - c) That streets be graded to final elevation prior to the installation of the gas lines, all to the satisfaction of Enbridge Consumers Gas; and
 - d) That all of the natural gas distribution system will be installed within the proposed road allowances therefore easements will not be required.
- 37. The owner shall agree in the subdivision agreement, in wording acceptable to the Simcoe County District School Board to Include the following clause in all offers of Purchase and Sale agreements:
 - "That students from this development attending facilities operated by the Simcoe County District School Board may be transported and accommodated in temporary facilities outside of the neighbourhood school's area."
- 38. The owner shall agree in the subdivision agreement, in wording acceptable to the Simcoe Muskoka Catholic District School Board to include the following clause in all offers of Purchase and Sale agreements:

"That pupils from this development attending educational facilities operated by the Simcoe Muskoka Catholic District School Board may be transported to/accommodated in temporary facilities out of the neighbourhood school's area."

D12-393

Page: 5

FOR PRELIMINARY REVIEW ONLY May 27, 2013

- 39. The owner shall provide the registered Plan of Subdivision, and all other associated plans, referring to horizontal control surveys UTM (Zone 17) NAD83 to the City. These are to be supplied in both hard copy and digital format.
- 40. The owner shall agree in the Subdivision Agreement, in wording acceptable to the City, LSRCA, Metrolinx and any other applicable agencies, to carry out or cause to be carried out, the recommendations and measures contained within the plans and requirements set out in the Draft Plan of Subdivision Conditions.
- 41. The Subdivision Agreement shall require qualified professionals acceptable to the City, LSRCA, and any other applicable agencies, to certify in writing, that all works were constructed in accordance with the plans, reports and specifications, approved as part of this review process.
- 42. Prior to final approval, the City is to be advised in writing by each department or applicable agency how each of their conditions has been satisfied:
 - a) Engineering Department, conditions 2, 4-5, 7-8, 10-15, 18-24, 29, 39-41.
 - b) Planning Services, Clerk's and/or Legal Services, conditions 2-10, 16, 19, 21, 28-29, 32, 39-40, 42-44.
 - c) Emergency Services, condition 31.
 - d) Lake Simcoe Region Conservation Authority, conditions 3-4, 7, 18-19, 21-27, 40-41.
 - e) Cost Sharing Trustees of Innis Shore Management Inc. and Hewitt's Creek Management Inc., condition 1.
 - f) Metrolinx, conditions 21, 29-30, 40.
 - g) Ministry of Citizenship and Culture, condition 23.
 - h) PowerStream, condition 24.
 - i) Bell Canada, condition 25.
 - j) Enbridge Consumers Gas, condition 26.
 - k) Simcoe County District School Board, condition 37.
 - 1) Simcoe Muskoka Catholic District School Board, condition 38.
- 43. The Subdivision Agreement shall be registered on title at the owner's expense.
- 44. The owner shall agree to register the Final Plan of Subdivision within three (3) years of Draft Approval. If the Final Plan is not registered within that time, the City of Barrie may withdraw draft approval or grant an extension to Draft Approval which shall be based on written information provided by the Owner to substantiate the extension. Any draft plan extension application must be made a minimum 120 days prior to lapsing of the draft subdivision approval.

THIS IS EXHIBIT "S" TO THE AFFIDAVIT OF GREGORY ZEHR SWORN BEFORE ME THIS 29

DAY OF APRÎL, 2015.

A Commissioner etc.



AUTHORIZATION OF USING AN AGENT BY OWNER

TO:	City of Barrie - Planning Serv	vices Department
FROM:	: 2131059 Ontario Inc. (Bayw	rood Homes)
RE:	700 and 725 Mapleview Dri File: D09-OPA002, D14-149	ve East, Barrie, Ontario (the " Property ") 1, D12-393
the pu author agents for the	referenced Application for A irposes of the Freedom of In izes MARSHALLZEHR GROUF authorized by it in this regar	the registered owner of the Property that is the subject of the approval of Plan of Subdivision (the "Application"), and for information and Protection of Privacy Act, the undersigned PINC. (and/or any of its officers, directors, employees and/or d) to continue the Application on its behalf and as its agent y information that will be included in the Application or Application.
followi	All correspondence and no ng contact person:	tices pursuant to the Application shall be directed to the
	Cecil Hayes MarshallZehr Group 1 465 Phillip St, Suite 2 Waterloo, ON N2L 60	206
	Telephone number: Fax number: Email Address:	519-342-1000 x233 519-342-0851 <u>chayes@marshallzehr.com</u>
	DATED as of the day	of February, 2015.
		2131059 ONTARIO INC.
		Per:
		Name: Title:
		Title.
		Per:
		Name: Title:
		I/We have authority to bind the Corporation.

THIS IS EXHIBIT "T" TO THE AFFIDAVIT OF GREGORY ZEHR SWORN BEFORE ME THIS 29

DAY OF APRIL, 2015.

A Commissioner etc.



Kitchener · Waterloo · Guelph

Mark W. Schumacher, B.A., LL.B.

Email: mark@sorbarelaw.com • Tet: (519) 741-8010 ext. 250 • Fax: (519) 576-3234 • 31 Union Street East, Waterloo N2J 188

File No: 63790 Waterloo

February 27, 2014

REGISTERED MAIL 2131059 Ontario Limited 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Attention:

Frank Canonaco, President

Dear Sir:

MarshallZehr Group Inc./The Bank of Nova Scotia Trust Company corporate financing with 2131059 Ontario Limited (the "Borrower), guaranteed by Ralph Canonaco, Tony Canonaco, Frank Canonaco, Baywood Homes Partnership (the "Guarantors") Mapleview Project, Barrie, Ontario and legally described as:

Part S½ Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22928, except Part 4 on 51R-32586; s/t easement over parts 1, 2 and 3 on 51R-32586 as in SC212816, s/t easement in gross over Part 8 on 51R-34165 as in SC510541; Barrie and being PIN 58091-1689; and PCL 16-2 Sec 51 Innisfil 12; Part S½ of Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22937; s/t easement in gross over part 6 on 51R-34165 as in SC510541; Barrie and being PIN 58091-0288 (the "Property")

We are the solicitor for MarshallZehr Group Inc. and The Bank of Nova Scotia Trust Company (the "Lenders") and we are informed that your mortgage with the Lenders is in default and there is presently owing the amount set out in the attached Discharge Statement. In addition, our client has incurred legal fees, disbursements and HST totalling \$1,500.00 to date.

Unless we are in receipt of a money order or certified cheque payable to SorbaraLaw, in trust in the amount of \$17,191,057.98 plus accrued and unpaid interest and any additional Administration/Management Fee in accordance with the enclosed statement, plus the above referenced legal fees and any additional fees incurred to the date of payment on or before March 10, 2014, we have been instructed to take the necessary steps to protect our client's interests under the mortgage.

Included herewith please see executed Notice of Intention to Enforce Security and a mortgage statement produced by our client as at February 27, 2014 (E.& O.E.)

We trust you will give this matter your immediate attention.

Yours truly SORBARA, SCHUMACHER, McCANN LLP

MWS/ck c.c. MarshallZehr

Mark W. Schumacher

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NOTICE OF INTENTION TO ENFORCE SECURITY

TO: 2131059 Ontario Limited

TAKE NOTICE THAT:

 MarshallZehr Group Inc. and The Bank of Nova Scotia Trust Company, the secured creditor, intends to enforce its security on the property of the insolvent person described below:

Part S½ Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22928, except Part 4 on 51R-32586; s/t easement over parts 1, 2 and 3 on 51R-32586 as in SC212816, s/t easement in gross over Part 8 on 51R-34165 as in SC510541; Barrie and being PIN 58091-1689; and PCL 16-2 Sec 51 Innisfil 12; Part S½ of Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22937; s/t easement in gross over part 6 on 51R-34165 as in SC510541; Barrie and being PIN 58091-0288.

- 2. The security that is to be enforced is in the form of:
 - a) a mortgage or charge registered in the Land Registry Office for Simcoe (No. 51) as Instrument SC792792, Transfer of Charge registered as Instrument No. SC1028117, as amended by Instrument No. SC1028137, as amended by Instrument No. SC1083185;
 - b) a general assignment of rents registered as Instrument SC1028138;
 - c) a general security agreement dated November 8, 2012.
- 3. The total amount of the indebtedness secured by the security is \$17,191,057.98.
- 4. The secured creditor will not have the right to enforce the security until after the expiry of the 10 day period following the sending of this notice, unless the insolvent person consents to an earlier enforcement.

Dated at Waterloo, Ontario, this 27th day of February, 2014

OF NOVA SCOTIA TI	ROUP INC. and THE BANK RUST COMPANY by their SCHUMACHER, McCANN
Per:	Σ



-REAL ESTATE CAPITAL-

DISCHARGE STATEMENT AT FEBRUARY 27, 2014

Terms: \$17,712,500.00 1st Mortgage @ 9.75% per annum up to and inluding December 5, 2013 - 6.55% interest only payments made monthly AND 3.2% calculated and compounded annually, not in advance, with all interest accruing to the end of the term. From and after December 6, 2013, the interest rate increases to 15% per annum compounded and payable monthly in arrears.

Mapleview 1st Mortgage - Barrie, ON

Principal Amount Outstanding Accrued and Unpaid Interest Admin/Management Fee Balance at February 27, 2014	\$ \$	14,904,000.00 1,694,079.37 10,000.00 16,608,079.37
Per Diem	\$	7,116.25
3 month interest penalty Admin Fee Total Due and Payable	\$ \$ \$ 1	582,728.61 250.00 7,191,057.98
Administration/Management Fee to be added March 5, 2014 & the 5th of		

In addition to this amount, you are required to pay all outstanding legal fees, disbursements and HST in connection with this matter

each month thereafter

You are authorized and directed to make the balance due payable to our solicitor; Sorbara, Schumacher, McCann LLP "In Trust", OR as they may further direct.

MARSHALLZEHR GROUP INC.

\$

5,000.00

शिकाहुबहुe Administrator #: 11955

E. & O. E.

If Total Payable is not received by the Proposed Settlement Date, then a per diem rate set out above will be charged. This Statement is only valid for a period of 30 days from the Proposed Settlement Date. Please confirm the Total Payable prior to remitting funds. Balances are projected and are based on the assumption that all outstanding amounts/payments due up to the Proposed Settlement Date are paid as set out therein. MarshallZehr Group Inc. will not provide a discharge of the mortgage until the entire outstanding balance, including interest and costs have been paid and honored.



Kitchener · Waterloo · Guelph

Mark W. Schumacher, B.A., LL.B.

Email; mark@sorbaralaw.com • Tel: (519) 741-8010 ext. 250 • Fax: (519) 578-3234 • 31 Union Street East, Waterloo N2J 1B8

File No: 63790 Waterloo

February 27, 2014

REGISTERED MAIL 2131059 Ontario Limited 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Attention:

Frank Canonaco, President

Dear Sir:

MarshallZehr Group Inc. corporate financing with 2131059 Ontario Limited (the "Borrower), guaranteed by Ralph Canonaco, Tony Canonaco, Frank Canonaco, Baywood Homes Partnership (the "Guarantors")

Mapleview Project, Barrie, Ontario and legally described as:

Part S1/2 Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22928, except Part 4 on 51R-32586; s/t casement over parts 1, 2 and 3 on 51R-32586 as in SC212816, s/t easement in gross over Part 8 on 51R-34165 as in SC510541; Barrie and being PIN 58091-1689; and PCL 16-2 Sec 51 Innisfil 12; Part S½ of Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22937; s/t easement in gross over part 6 on 51R-34165 as in SC510541; Barrie and being PIN 58091-0288 (the "Property")

We are the solicitors for MarshallZehr Group Inc. (the "Lender") and we are informed that your mortgage with the Lender is in default and there is presently owing the amount set out in the attached Discharge Statement. In addition, our client has incurred legal fees, disbursements and HST totalling \$1,500.00 to date.

Unless we are in receipt of a money order or certified cheque payable to SorbaraLaw, in trust in the amount of \$1,324,356.65 plus accrued and unpaid interest and any additional Administration/Management Fee in accordance with the enclosed statement, plus the above referenced legal fees and any additional fees incurred to the date of payment on or before March 10, 2014, we have been instructed to take the necessary steps to protect our client's interests under the mortgage.

Included herewith please see executed Notice of Intention to Enforce Security and a mortgage statement produced by our client as at February 27, 2014 (E.& O.E.)

We trust you will give this matter your immediate attention.

Yours truly SORBARA, SCHUMACHER, McCANN LLP

MWS/ck c.c. MarshallZehr

Mark W. Schumacher

www.sorbaralaw.com I Experience • Quality • Service I

NOTICE OF INTENTION TO ENFORCE SECURITY

TO: 2131059 Ontario Limited

TAKE NOTICE THAT:

MarshallZehr Group Inc. the secured creditor, intends to enforce its security on the property
of the insolvent person described below:

Part S½ Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22928, except Part 4 on 51R-32586; s/t easement over parts 1, 2 and 3 on 51R-32586 as in SC212816, s/t easement in gross over Part 8 on 51R-34165 as in SC510541; Barrie and being PIN 58091-1689; and PCL 16-2 Sec 51 Innisfil 12; Part S½ of Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22937; s/t easement in gross over part 6 on 51R-34165 as in SC510541; Barrie and being PIN 58091-0288.

- The security that is to be enforced is in the form of:
 - a) a mortgage or charge registered in the Land Registry Office for Simcoe (No. 51) as Instrument SC1083208,
 b) a general assignment of rectangles.
 - b) a general assignment of rents registered as Instrument No. SC1083211.
- The total amount of the indebtedness secured by the security is \$1,324,356.65.
- 4. The secured creditor will not have the right to enforce the security until after the expiry of the 10 day period following the sending of this notice, unless the insolvent person consents to an earlier enforcement.

Dated at Waterloo, Ontario, this 27th day of February, 2014

MARSHALLZEHR GROUP INC. by its solicitors, SORBARA, SCHUMACHER, McCANN LLP
Per:

MARSHALLZEHR

-REAL ESTATE CAPITAL-

DISCHARGE STATEMENT AT FEBRUARY 27, 2014

Terms: \$1,100,000.00 3rd Mortgage @ 20.00% per annum up to and including January 4, 2014; 14% interest only payments made monthly AND 6.00% calculated and compounded semi-annually, not in advance, with all interest accruing to the end of the term. From and after January 5, 2014, the interest rate increased to 25% per annum compounded and payable monthly.

Mapleview 3rd Mortgage - Barrie, ON

Principal Amount Outstanding Contingency Success Fee Accrued and Unpaid Interest Admin/Management Fee Balance at February 27, 2014	\$ \$ \$ \$	1,100,000.00 55,000.00 92,644.31 5,000.00 1,252,644.31
Per Diem	\$	932.08
3 month interest penalty Admin Fee Total Due and Payable	\$ \$ \$	71,462.34 250.00 1,324,356.65

Administration/Management Fee to be added March 5, 2014 & the 5th of each month thereafter

\$ 5,000.00

In addition to this amount, you are required to pay all outstanding legal fees, disbursements and HST in connection with this matter

You are authorized and directed to make the balance due payable to our solicitor; Sorbara, Schumacher, McCann LLP "In Trust", OR as they may further direct.

MARSHALLZEHR GROUP INC.

Mortrage Administrator #: 11955

E. & O. E.

If Total Payable is not received by the Proposed Settlement Date, then a per diem rate set out above will be charged. This Statement is only valid for a period of 30 days from the Proposed Settlement Date. Please confirm the Total Payable prior to remitting funds. Balances are projected and are based on the assumption that all outstanding amounts/payments due up to the Proposed Settlement Date are paid as set out therein. MarshallZehr Group Inc. will not provide a discharge of the mortgage until the entire outstanding balance, including interest and costs have been paid and honored.

MarshallZehr Group Inc. 465 Phillip Street, Suite 206, Waterloo ON, N2L 6C7



Kitchener · Waterloo · Guelph

Mark W. Schumacher, B.A., LL.B.

Email: mark@sorbaralaw.com • Tel: (519) 741-8010 ext. 250 • Fax: (519) 576-3234 • 31 Union Street East, Waterloo N2J 1B8

File No: 63790 Waterloo

February 27, 2014

REGISTERED MAIL 2131059 Ontario Limited 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Attention:

Frank Canonaco, President

Dear Sir:

RE: MarshallZehr Group Inc. corporate financing with 2131059 Ontario Limited (the "Borrower), guaranteed by Ralph Canonaco, Tony Canonaco, Frank Canonaco, Baywood Homes Partnership (the "Guarantors")

Mapleview Project, Barrie, Ontario and legally described as:

Part S½ Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22928, except Part 4 on 51R-32586; s/t easement over parts 1, 2 and 3 on 51R-32586 as in SC212816, s/t easement in gross over Part 8 on 51R-34165 as in SC510541; Barrie and being PIN 58091-1689; and PCL 16-2 Sec 51 Innisfil 12; Part S½ of Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22937; s/t easement in gross over part 6 on 51R-34165 as in SC510541; Barrie and being PIN 58091-0288 (the "Property")

We are the solicitors for MarshallZehr Group Inc. (the "Lender") and we are informed that your mortgage with the Lender is in default and there is presently owing the amount set out in the attached Discharge Statement. In addition, our client has incurred legal fees, disbursements and HST totalling \$1,500.00 to date.

Unless we are in receipt of a money order or certified cheque payable to SorbaraLaw, in trust in the amount of \$6,334,841.26 plus accrued and unpaid interest and any additional Administration/Management Fee in accordance with the enclosed statement, plus the above referenced legal fees and any additional fees incurred to the date of payment on or before March 10, 2014, we have been instructed to take the necessary steps to protect our client's interests under the mortgage.

Included herewith please see executed Notice of Intention to Enforce Security and a mortgage statement produced by our client as at February 27, 2014 (E.& O.E.)

We trust you will give this matter your immediate attention.

Yours truly SORBARA, SCHUMACHER, McCANN LLP

MWS/ck
c.c. MarshallZehr

Mark W. Schumacher

www.sorbaralaw.com

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NOTICE OF INTENTION TO ENFORCE SECURITY

TO: 2131059 Ontario Limited

TAKE NOTICE THAT:

MarshallZehr Group Inc. the secured creditor, intends to enforce its security on the property
of the insolvent person described below:

Part S½ Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22928, except Part 4 on 51R-32586; s/t easement over parts 1, 2 and 3 on 51R-32586 as in SC212816, s/t easement in gross over Part 8 on 51R-34165 as in SC510541; Barrie and being PIN 58091-1689; and PCL 16-2 Sec 51 Innisfil 12; Part S½ of Lot 16, Conc. 12, Innisfil being Part 1 on 51R-22937; s/t easement in gross over part 6 on 51R-34165 as in SC510541; Barrie and being PIN 58091-0288.

- The security that is to be enforced is in the form of:
 - a) a mortgage or charge registered in the Land Registry Office for Simcoe (No. 51) as Instrument SC1028163, as amended by Instrument No. SC1083227;
 - b) a general security agreement dated November 8, 2012.
- 3. The total amount of the indebtedness secured by the security is \$6,334,841.26.
- 4. The secured creditor will not have the right to enforce the security until after the expiry of the 10 day period following the sending of this notice, unless the insolvent person consents to an earlier enforcement.

Dated at Waterloo, Ontario, this 27th day of February, 2014

MARSHALLZEHR GROUP INC. by its solicitors, SORBARA, SCHUMACHER, McCANN LLP
Per: >



- REAL ESTATE CAPITAL -

DISCHARGE STATEMENT AT FEBRUARY 27, 2014

Terms: \$4,712,500.00 4th Mortgage @ 11.00% per annum up to and including December 5, 2013 calculated and compounded semi-annually, not in advance, with all interest accruing to the end of the term. From and including December 6, 2013, the interest rate increased to 25% per annum compounded and payable monthly in arrears.

Mapleview 4th Mortgage - Barrie, ON

Principal Amount Outstanding Contingency Success Fee Accrued and Unpaid Interest Admin/Management Fee Balance at February 27, 2014	\$ \$ \$ \$	4,712,500.00 188,500.00 1,079,924.99 5,000.00 5,985,924.99
Per Diem	\$	4,240.98
3 month interest penalty Admin Fee	\$ \$	348,666.27 250.00
Total Due and Payable	\$	6,334,841.26
Administration/Management Fee to be added March 5, 2014 & the 5th of each month thereafter	\$	5,000.00

In addition to this amount, you are required to pay all outstanding legal fees, disbursements and HST in connection with this matter

You are authorized and directed to make the balance due payable to our solicitor; Sorbara, Schumacher, McCann LLP "In Trust", OR as they may further direct.

MARSHALLZEHR GROUP INC.

Morigage Administrator #: 11955

E. & O. E.

If Total Payable is not received by the Proposed Settlement Date, then a per diem rate set out above will be charged. This Statement is only valid for a period of 30 days from the Proposed Settlement Date. Please confirm the Total Payable prior to remitting funds. Balances are projected and are based on the assumption that all outstanding amounts/payments due up to the Proposed Settlement Date are paid as set out therein. MarshallZehr Group Inc. will not provide a discharge of the mortgage until the entire outstanding balance, including interest and costs have been paid and honored.

> MarshallZehr Group Inc. 465 Phillip Street, Suite 206, Waterloo ON, N2L 6C7

THIS IS EXHIBIT "U" TO

THE AFFIDAVIT OF GREGORY ZEHR

SWORN BEFORE ME THIS 29

DAY OF APRIL, 2015.

A Commissioner etc.



NOTICE OF SALE UNDER MORTGAGE

TAKE NOTICE that default has been made in payment of the monies due in a certain mortgage dated December 30, 2009 between 2131059 Ontario Limited as Mortgagor and MarshallZehr Group Inc. as Mortgagee upon the property described in Schedule B attached.

This property now comprises the entire PIN No. 58091-1689 (LT) and 58091-0288 (LT).

The mortgage was registered on December 31, 2009 as instrument number SC792792 in the Land Registry Office for the Land Titles Division of Simcoe (#51) in Barrie.

AND MarshallZehr Group Inc. and The Bank of Nova Scotia Trust Company hereby gives you notice that the amount now due on the Mortgage for principal money, interest, and costs respectively are as follows:

TOTAL AMOUNT OWING	\$17	,507,824.23
Plus legal fees, HST and disbursements	<u>\$</u>	10.000.00
Three month interest penalty:	\$	582,728.61
Administration Fee: May, 2014	s	5,000.00
Principal balance as at April 8, 2014	\$1	6,910,095.62

TOGETHER WITH interest at the rate of 15% per annum from this date on the principal and interest hereinbefore mentioned and any further costs incurred by these proceedings.

AND UNLESS said sums are paid on or before May 18, 2014, MarshallZehr Group Inc. and The Bank of Nova Scotia Trust Company shall sell the property covered by the said Mortgage under the provisions contained in it.

THIS NOTICE is given to you as you appear to have an interest in the mortgaged property and may be entitled to redeem the same.

DATED: April 8, 2014

MARSHALLZEHR GROUP INC. and THE BANK OF NOVA SCOTIA TRUST COMPANY

By their solicitors, SORBARA, SCHUMACHER, McCANN LLP

Per:

Reply to: Gary A. Keller

Sorbara, Schumacher, McCann LLP

Lawyers

31 Union Street East Waterloo, Ontario N2J 1B8 Attention: Gary A. Keller

519-741-8010 ext. 244 (telephone)

519-576-1184 (fax)

Email: gkeller@sorbaralaw.com

File No. 63790

SCHEDULE A

2131059 Ontario Limited 1140 Sheppard Avenue West #13 Toronto, Ontario M3K 2A2

Moneylogix Group Inc. 280 Edgeley Boulevard, Suite 12 Concord, Ontario L4K 3Y4

Community Trust Company 2328 Skymark Avenue Mississauga, Ontario LAW 5A9

626353 Ontario Limited 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Vaughancord Holdings Inc. 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Corner World Developments Inc. 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

B2B Bank 777 Bay Street, Suite 2100 Toronto, Ontario M5G 2N4

Hewitt's Creek Management Inc. c/o Brattys LLP 7501 Keele Street, Suite 200 Concord, Ontario L4K 1Y2 Sussman Mortgage Funding Inc. 129 Dunlop Street East Barrie, Ontario L4M 1A6

BLML Developments Inc. 129 Dunlop Street East Barrie, Ontario LAM 1A6

Nori Corp 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

778788 Ontario Limited 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Baywood Homes Partnership 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

B2B Trustco 777 Bay Street, Suite 2100 Toronto, Ontario M5G 2N4

Innis Shore Management Inc. c/o Brattys LLP 7501 Keele Street, Suite 200 Concord, Ontario L4K 1Y2 SCHEDULE B

Pt S1/2 Lt 16 Con 12 Innisfil Pt 1 51R22928 except Pt 4 51R32586; s/t easement over Pts 1, 2 & 3, 51R32586 as in SC212816; s/t easement in gross over Pt 8 on Pl 51R34165 as in SC510541; Barrie (PIN 58091-1689)

Pcl 16-2 Sec 51 Inn 12; Pt S½ of Lt 16, Con 12 Innisfil Pt 1, 51R22937; s/t easement in gross over Pt 6, Pl 51R34165 as in SC510541; Barrie (PIN 58091-0288)

THIS IS EXHIBIT "V" TO

THE AFFIDAVIT OF GREGORY ZEHR

SWORN BEFORE ME THIS 29

DAY OF APRIL, 2015.

A Commissioner etc.



NOTICE OF SALE UNDER MORTGAGE

TO THOSE PERSONS AND BODIES CORPORATE SHOWN ON SCHEDULE A HERETO

TAKE NOTICE that default has been made in payment of the monies due under a certain

mortgage dated the 31st day of December, 2009, made between:

2131059 ONTARIO LIMITED

- and -

as Mortgagors.

SUSSMAN MORTGAGE FUNDING INC.

as Mortgagee,

upon the property described in SCHEDULE B attached which mortgage was registered on the 31st day of December, 2009, in the Land Titles Office for the Land Titles Division of Simcoe as No.

AND I hereby give you notice that the amount now due on the mortgages for principal money, interest, taxes, insurance premiums, and costs, respectively, are as follows:

AS SET OUT ON SCHEDULE C ATTACHED HERETO

(Such amount for costs being up to and including the services of this Notice only, and thereafter such further costs and disbursements will be charged as may be proper), together with interest at the rate of 15.0 per cent per annum, on the principal and interest hereinbefore mentioned, from the 19th day of March, 2015, to the date of payment.

AND unless the said sums are paid on or before the 28th day of April, 2015, I shall sell the property covered by the said mortgages under the provisions contained in it.

THIS notice is given to you as you appear to have an interest in the mortgaged property and may be entitled to redeem the same.

DATED the 19th day of March, 2015.

THIS NOTICE ISSUED BY:

SUSSMAN MORTGAGE FUNDING INC By their Solicitors, Cowan & Carter

Per:

Leon B. Carter Cowan & Carter **Barristers and Solicitors** 107 Collier Street, Box 722 Barrie, Ontario L4M 4Y5

Telephone (705) 728-4521

Fax (705)728-8744

SCHEDULE A

2131059 Ontario Limited 1140 Sheppard Avenue West, Unit 12 Toronto, Ontario M3K 2A2

2131059 Ontario Limited 1140 Sheppard Avenue West, Suit 13 Toronto, Ontario M3K 2A2

Moneylogix Group Inc. 280 Edgeley Boulevard, Suite 12 Concord, Ontario L4K 3Y4

Community Trust Company 2328 Skymark Avenue Mississauga, Ontario L4W 5A9

626353 Ontario Limited 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

626353 Ontario Limited 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Vaughancord Holdings Inc. 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Vaughancord Holdings Inc. 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Corner World Developments Inc. 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Corner World Developments Inc. 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Hewitt's Creek Management Inc. c/o Brattys LLP 7501 Keele Street, Suite 200 Concord, Ontario L4K 1Y2

Nori Corp 1140 Sheppard Avenue West, #12 -Toronto, Ontario M3K 2A2

Nori Corp 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

778788 Ontario Limited 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2 778788 Ontario Limited 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Baywood Homes Partnership 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Baywood Homes Partnership 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Innis Shore Management Inc. c/o Brattys LLP 7501 Keele Street, Suite 200 Concord, Ontario L4K 1Y2

Ralph Canonaco 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Ralph Canonaco 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Frank Canonaco 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Frank Canonaco 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

Tony Canonaco 1140 Sheppard Avenue West, #12 Toronto, Ontario M3K 2A2

Tony Canonaco 1140 Sheppard Avenue West, #13 Toronto, Ontario M3K 2A2

MarshallZehr Group Inc. 465 Phillip Street, #206 Waterloo, Ontario N2L 6C7

The Bank of Nova Scotia Trust Company 130 King Street West, 20th Floor Toronto, Ontario M5X 1K1

SCHEDULE B

\$4,000,000.00
800,000.00
. 150,000.00
27,550.00
750.00
8,000.00
2,265,00
\$4,988,565.00

SCHEDULE C

Pt S1/2 Lt 16 Con 12 Innisfil Pt 1 51R22928 except Pt 4 51R32586; s/t easement over Pts 1, 2 & 3 51R32586 as in SC212816, s/t easement in gross over Pt 8 on Pl 51R34165 as in SC510541; Barrie (PIN 58091-1689 (LT))

Pcl 16-2 Sec 51 Inn 12; Pt S1/2 of Lot 16 Con 12 Innisfil Pt 1 51R-22937, s/t easement in gross over Pt 6 Pln 51R34165 as in SC510541; Barrie (PIN 58091-0288 (LT))

TAB 3



Court File No. CV-15-10951-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

THE HONOURABLE)	TUESDAY, THE 5TH
)	
JUSTICE)	DAY OF MAY, 2015

MARSHALLZEHR GROUP INC. and THE BANK OF NOVA SCOTIA TRUST COMPANY

Applicants

- and -

2131059 ONTARIO LIMITED

Respondent

ORDER (appointing Receiver)

THIS APPLICATION made by the Applicants for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "CJA") appointing Collins Barrow Toronto Limited as receiver and manager (in such capacities, the "Receiver") without security, of all of the assets, undertakings and properties of 2131059 Ontario Limited (the "Debtor") acquired for, or used in relation to a business carried on by the Debtor, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Gregory Zehr sworn April 29, 2015 and the Exhibits thereto and on hearing the submissions of counsel for the Applicants, no one appearing for [NAME] although duly served as appears from the affidavit of service of [NAME] sworn [DATE] and on reading the consent of Collins Barrow Toronto Limited to act as the Receiver,



SERVICE

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

APPOINTMENT

2. THIS COURT ORDERS that pursuant to section 243(1) of the BIA and section 101 of the CJA, Collins Barrow Toronto Limited is hereby appointed Receiver, without security, of all of the assets, undertakings and properties of the Debtor acquired for, or used in relation to a business carried on by the Debtor, all proceeds thereof and including the real property described in Schedule 'B' (the "Property").

RECEIVER'S POWERS

- 3. THIS COURT ORDERS that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:
 - to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
 - (b) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
 - (c) to manage, operate, and carry on the business of the Debtor, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtor;

- (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- to purchase or lease such machinery, equipment, inventories, supplies,
 premises or other assets to continue the business of the Debtor or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to the Debtor and to exercise all remedies of the Debtor in collecting such monies, including, without limitation, to enforce any security held by the Debtor;
- (g) to settle, extend or compromise any indebtedness owing to the Debtor;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtor, for any purpose pursuant to this Order;
- (i) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtor, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (j) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;

to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business, with the approval of this Court in respect of any transaction, and in each such case notice under subsection 63(4) of the Ontario *Personal Property Security Act*, or section 31 of the Ontario *Mortgages Act*, as the case may be, shall not be required, and in each case the Ontario *Bulk Sales Act* shall not apply.

- (k) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;
- (l) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (m) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (n) to take all steps necessary to obtain site plan approval from the City of Barrie in respect of the Property;
- (o) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtor;
- (p) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtor, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtor;
- (q) to exercise any shareholder, partnership, joint venture or other rights which the Debtor may have; and

-5-

(r) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtor, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

- 4. THIS COURT ORDERS that (i) the Debtor, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request.
- 5. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtor, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.
- 6. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give

-6- 501

unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

7. THIS COURT ORDERS that the Receiver shall provide each of the relevant landlords with notice of the Receiver's intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Receiver's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Receiver, or by further Order of this Court upon application by the Receiver on at least two (2) days notice to such landlord and any such secured creditors.

NO PROCEEDINGS AGAINST THE RECEIVER

8. THIS COURT ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY

9. THIS COURT ORDERS that no Proceeding against or in respect of the Debtor or the Property shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtor or the Property are hereby stayed and suspended pending further Order of this Court.



NO EXERCISE OF RIGHTS OR REMEDIES

10. THIS COURT ORDERS that all rights and remedies against the Debtor, the Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtor to carry on any business which the Debtor is not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtor from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

11. THIS COURT ORDERS that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtor, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

12. THIS COURT ORDERS that all Persons having oral or written agreements with the Debtor or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtor are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to the continued use of the Debtor's current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Debtor or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

-8-

RECEIVER TO HOLD FUNDS

13. THIS COURT ORDERS that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "Post Receivership Accounts") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

14. THIS COURT ORDERS that all employees of the Debtor shall remain the employees of the Debtor until such time as the Receiver, on the Debtor's behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

PIPEDA

15. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a "Sale"). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all

material respects identical to the prior use of such information by the Debtor, and shall return all other personal information to the Receiver, or ensure that all other personal information is

LIMITATION ON ENVIRONMENTAL LIABILITIES

destroyed.

16. THIS COURT ORDERS that nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the Canadian Environmental Protection Act, the Ontario Environmental Protection Act, the Ontario Water Resources Act, or the Ontario Occupational Health and Safety Act and regulations thereunder (the "Environmental Legislation"), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE RECEIVER'S LIABILITY

17. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

18. THIS COURT ORDERS that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless

555

otherwise ordered by the Court on the passing of accounts, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "Receiver's Charge") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

- 19. THIS COURT ORDERS that the Receiver and its legal counsel shall pass its accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.
- 20. THIS COURT ORDERS that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the standard rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

21. THIS COURT ORDERS that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$500,000.00 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "Receiver's Borrowings Charge") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

-11- JJ(

- 22. THIS COURT ORDERS that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.
- 23. THIS COURT ORDERS that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the "Receiver's Certificates") for any amount borrowed by it pursuant to this Order.
- 24. THIS COURT ORDERS that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

SERVICE AND NOTICE

- 25. THIS COURT ORDERS that the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL '<@>'.
- 26. THIS COURT ORDERS that if the service or distribution of documents in accordance with the Protocol is not practicable, the Receiver is at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtor's creditors or other interested parties at their respective addresses as last shown on the records of the Debtor and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business

day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

- 27. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
- 28. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtor.
- 29. 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.
- 30. THIS COURT ORDERS that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
- 31. THIS COURT ORDERS that the Plaintiff shall have its costs of this motion, up to and including entry and service of this Order, provided for by the terms of the Plaintiff's security or, if not so provided by the Plaintiff's security, then on a substantial indemnity basis to be paid by the Receiver from the Debtor's estate with such priority and at such time as this Court may determine.

350

32. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

559

SCHEDULE "A"

RECEIVER CERTIFICATE

CERTIFICATE NO.
AMOUNT \$
1. THIS IS TO CERTIFY that [RECEIVER'S NAME], the receiver (the "Receiver") of the assets, undertakings and properties [DEBTOR'S NAME] acquired for, or used in relation to a
business carried on by the Debtor, including all proceeds thereof (collectively, the "Property")
appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the "Court")
dated the day of, 20 (the "Order") made in an action having Court file number
CL, has received as such Receiver from the holder of this certificate (the "Lender")
the principal sum of \$, being part of the total principal sum of \$
which the Receiver is authorized to borrow under and pursuant to the Order.
2. The principal sum evidenced by this certificate is payable on demand by the Lender with
interest thereon calculated and compounded [daily][monthly not in advance on the day
of each month] after the date hereof at a notional rate per annum equal to the rate of per
cent above the prime commercial lending rate of Bank of from time to time.
3. Such principal sum with interest thereon is, by the terms of the Order, together with the
principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the
Order or to any further order of the Court, a charge upon the whole of the Property, in priority to
the security interests of any other person, but subject to the priority of the charges set out in the
Order and in the Bankruptcy and Insolvency Act, and the right of the Receiver to indemnify itself
out of such Property in respect of its remuneration and expenses.
4. All sums payable in respect of principal and interest under this certificate are payable at
the main office of the Lender at Toronto, Ontario.
5. Until all liability in respect of this certificate has been terminated, no certificates creating

charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver

to any person other than the holder of this certificate without the prior written consent of the

holder of this certificate.

-2-30U

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.

		andertake, and it is not under any personal liability, to pay any ssue certificates under the terms of the Order.
DATED the	day of	[RECEIVER'S NAME], solely in its capacity as Receiver of the Property, and not in its personal capacity
		Per: Name:
		Title:

3):

Schedule 'B'

PIN 58091-1689 LT

PT S1/2 LT 16 CON 12 INNISFIL PT 1 51R22928 EXCEPT PT 4 51R32586; S/T EASE OVER PTS 1, 2 & 3 51R32586 AS IN SC212816, S/T EASE IN GROSS OVER PT 8 ON PL 51R34165 AS IN SC510541; BARRIE

PIN 58091-0288 LT

PCL 16-2 SEC 51INN12; PT S 1/2 OF LT 16 CON 12 INNISFIL PT 1 51R22937, S/T EASE IN GROSS OVER PT 6 PL 51R34165 AS IN SC510541; BARRIE

MARSHALLZEHR GROUP INC. AND THE BANK OF NOVA SCOTIA TRUST COMPANY

ApplicantS

and

2131059 ONTARIO LIMITED

Respondent

Court File No. CV-15-10951-00CL

SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) ONTARIO

Proceedings commenced at Toronto

APPLICATION RECORD

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