

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR) THURSDAY THE 19th
JUSTICE HAINES)
DAY OF SEPTEMBER, 2019

BETWEEN



HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO

Applicant

- and -

APARTMENTS FOR LIVING FOR PHYSICALLY HANDICAPPED ASSOCIATION

Respondent

APPLICATION FOR A WINDING-UP ORDER AND THE APPOINTMENT OF A RECEIVER AND LIQUIDATOR PURSUANT TO THE *CORPORATIONS ACT*, R.S.O. 1990, c C.38 AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c C.43

CLAIMS PROCESS ORDER

THIS MOTION, made by RSM Canada Limited in its capacity as the Court-appointed receiver and liquidator (the "Receiver") of all of the assets, undertakings and properties of Apartments For Living For Physically Handicapped Association ("ALPHA"), including all proceeds thereof for an order, *inter alia*, approving a Claims Process in respect of proceeds realized from the liquidation of the property of ALPHA, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Second Report of the Receiver dated September 4, 2019 (the "**Second Report**") and on hearing the submissions of counsel for the Receiver, no other persons appearing,

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and Motion Record filed on this Motion be and is hereby abridged, service is validated and that further service thereof is hereby dispensed with such that this Motion is properly returnable today.

DEFINITIONS

2. For the purposes of this Order the following terms shall have the following meanings:

- (a) "**BIA**" means the *Bankruptcy and Insolvency Act*, R.S.C. 1985,c. B-3, as amended;
- (b) "**Business Day**" means a day, other than a Saturday, Sunday or statutory holiday;
- (c) "**Claim**" means any claim or liability provable in proceedings under the BIA by a Creditor and includes any right or claim of any Person against ALPHA, whether secured or not, in connection with any indebtedness, liability or obligation of any kind of ALPHA owed to such Person, and any interest accrued thereon or costs payable in respect thereof, including any indebtedness, liability or obligation owed to such Person existing prior to the Appointment Date but does not include the CMHC Mortgage Claim;
- (d) "**Claims Package**" means the documents collectively attached at Schedule "A" to this Claims Process Order;
- (e) "**Claims Process**" means the procedures outlined in this Order and in the Second Report to be implemented in connection with the assertion of any Claims against ALPHA;

- (f) "**Court**" means the Ontario Superior Court of Justice, Commercial List, Toronto, Ontario;
- (g) "**Creditor**" means any Person asserting a Claim against ALPHA;
- (h) "**CMHC Mortgage Claim**" means the secured claim by Canada Mortgage and Housing Corporation;
- (i) "**Appointment Date**" means July 5, 2018;
- (j) "**Known Creditors**" includes all Creditors known to the Receiver as having a Claim or potential Claim against ALPHA;
- (k) "**Notice to Creditors**" means the notice substantially in the form attached hereto as Schedule "B", which is to be published in accordance with the terms of this Claims Process Order;
- (l) "**Notice of Disallowance**" means the notice substantially in the form attached hereto as Schedule "C";
- (m) "**Person**" has the meaning as defined in the BIA;
- (n) "**Proof of Claim**" means the form completed and filed by a Creditor setting forth its Claim with supporting documentation, which proof of claim shall be substantially in the form as that included in the Claims Package; and
- (o) "**Proven Claim**" means a Claim that has been allowed by the Receiver pursuant to the terms of this Order.

TIMELINES

3. For the purposes of this Order the following terms refer to the following dates:

- (a) "**Claims Bar Date**" means 5:00 PM on October 29, 2019;
- (b) "**Claims Disallowance Date**" means 5:00 PM November 8, 2019;

- (c) "**Claims Disallowance Appeal Date**" means the day which is thirty (30) days from the date on which the Receiver sends a Notice of Disallowance in respect of a Claim;
- (d) "**Claims Disallowance Hearing Date**" means a day which is not later than forty five (45) days from the date a Creditor files and serves a Notice of Motion and supporting affidavit materials appealing the disallowance of a Claim in accordance with the requirements of paragraph 13 of this Order;
- (e) "**Claims Package Date**" means September 27, 2019; and
- (f) "**Receiver Notice Address**" means:

RSM Canada Limited
11 King St. W., Suite 700, Box 27,
Toronto, Ontario, Canada, M5H 4C7
Attn: Brenda Wong
Fax: 416.480.2646
Email: brenda.wong@rsmcanada.

CLAIMS PROCESS

4. THIS COURT ORDERS that the Claims Process and the form of associated documents as attached at Schedules A, B and C hereto, with such minor amendments as the Receiver may deem appropriate, are approved.

5. THIS COURT ORDERS AND DIRECTS that the Receiver is hereby authorized and directed to, on or before the Claims Package Date:

- (a) send a copy of this Claims Process Order, a copy of the Notice to Creditors and a copy of the Claims Package to all known Creditors of ALPHA;
- (b) cause the Notice to Creditors to be published in the National Post and the Windsor Star, or other local publication, for a period of one (1) Business Day; and

- (c) post on the Receiver's website copies of the Notice to Creditors, Claims Process Order and Claims Package.

CREDITOR CLAIMS AND CLAIMS BAR DATE

6. THIS COURT ORDERS that a Creditor who wishes to assert a Claim must file a Proof of Claim, with supporting documentation, with the Receiver, by delivering the Proof of Claim with supporting documentation by ordinary mail, registered mail, courier, facsimile, e-mail message or personal delivery to the Receiver at the Receiver Notice Address on or before the Claims Bar Date.

7. THIS COURT ORDERS that any Creditor who does not file a Proof of Claim on or before the Claims Bar Date shall be barred from advancing any Claim against ALPHA, that the Claims of such Creditor will be forever barred and extinguished and that such Creditor shall not be entitled to any distribution of funds from the estate of ALPHA or the Receiver and shall not be entitled to notice of any further steps taken in this proceeding.

8. THIS COURT ORDERS that the Receiver's compliance with the terms of this Order shall constitute good and sufficient service of such materials to any Person and no further notice or service need be given or made and no other document or material need be served in connection with the Receiver's administration of the Claims Process.

REVIEW OF PROOFS OF CLAIM AND CLAIM DISPUTES

9. THIS COURT ORDERS AND DIRECTS that the Receiver shall review all Proofs of Claim filed on or before the Claims Disallowance Date and the Receiver is authorized and directed to use reasonable discretion as to the adequacy of compliance with the manner in which Proofs of Claim are completed and executed and may, where it is satisfied that a Claim has been adequately completed, waive strict compliance with the requirements of the Claims Process Order as to the completion and execution of the Proof of Claim.

10. THIS COURT ORDERS AND DIRECTS that the Receiver may request further information and documents in respect of a Proof of Claim from the Creditor and such other Persons as reasonably necessary to assess the Proof of Claim.

11. THIS COURT ORDERS AND DIRECTS that after reviewing the Proofs of Claim filed, the Receiver may dispute or disallow a Claim in whole or in part by sending to the Creditor a Notice of Disallowance by the Claims Disallowance Date. Notice of Disallowance may be sent to the address noted in the subject Proof of Claim and, where an e-mail or facsimile address is provided in the Proof of Claim, delivery in that mode shall be sufficient.

12. THIS COURT ORDERS AND DIRECTS that upon receiving notice that a Creditor intends to dispute a disallowance of that Creditor's Claim, the Receiver may attempt to resolve and settle the Creditor's Claim.

13. THIS COURT ORDERS AND DIRECTS that any Creditor who disputes a Notice of Disallowance may appeal the decision of the Receiver communicated therein and seek a determination by the Court of the validity, value of and particulars of its Claim by filing at the Courthouse at 330 University Avenue, 7th Floor, Toronto, Ontario and serving upon the Receiver, at the Receiver Notice Address, on or before the Claims Disallowance Appeal Date, a Notice of Motion to appeal the disallowance supported by Affidavit materials, returnable by no later than the Claims Disallowance Hearing Date. The Receiver shall be at liberty, but not obliged, to respond to or appear on the hearing of any such appeal.

14. THIS COURT ORDERS AND DIRECTS that any Creditor who fails to file and serve the Notice of Motion and supporting affidavit material by the Claims Disallowance Appeal Date or fails to schedule a hearing of their appeal on or before the Claims Disallowance Hearing Date shall be deemed to forfeit any rights of appeal and shall be deemed to accept the amount of its Claim as set forth in the Notice of Disallowance and such amounts set forth in the Notice of Disallowance shall constitute a Proven Claim.

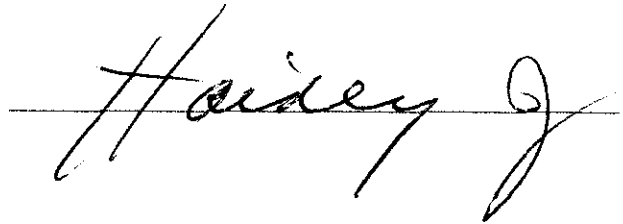
CMHC MORTGAGE CLAIM

15. THIS COURT ORDERS AND DIRECTS that notwithstanding anything else in this Order, the CMHC Mortgage Claim shall not be subject to the Claims Process or any of the provisions herein contained and that the validity and quantum of the CMHC Mortgage Claim shall be assessed by the Receiver in the ordinary course.

GENERAL PROVISIONS


16. THIS COURT ORDERS AND DIRECTS that in the event that the day on which any notice or communication required to be delivered pursuant to this Claims Process is not a Business Day, then such notice or communication shall be required to be delivered on the next Business Day.

17. THIS COURT ORDERS AND DIRECTS that in the event of any strike, lock-out or other event which interrupts postal service in any part of Canada, all notices and communications during such interruption may only be delivered by personal delivery, courier, electronic mail or such other method which the Court on application may specify, and any notice or other communication given or made by prepaid mail within the five (5) Business Day period immediately preceding the commencement of such interruption, unless actually received, shall be deemed not to have been delivered. All such notices and communications shall be deemed to have been received, in the case of notice by personal delivery, courier or electronic mail prior to 5:00 p.m. (local time) on a Business Day, when received, if received after 5:00 p.m. (local time) on a Business Day or at any time on a non-Business Day, on the next following Business Day, and in the case of a notice mailed as aforesaid, on the fourth Business Day following the date on which such notice or other communication is mailed.



ENTERED AT INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

SEP 19 2019

PER / PAR: 

SCHEDULE "A"
CLAIMS PACKAGE

INSTRUCTION LETTER

Pursuant to an Order of the Ontario Superior Court of Justice dated July 5, 2018 (the "Appointment Order"), RSM Canada Limited was appointed as receiver and liquidator of Apartments For Living For Physically Handicapped Association ("ALPHA").

In its capacity as receiver and liquidator (the "Receiver"), the Receiver has, pursuant to an Order of the Court dated September 19, 2019 (the "Claims Process Order"), been authorized to conduct a claims process in respect of ALPHA. A copy of the Claims Process Order is included with this package.

This Instruction Letter has been prepared to assist persons asserting a claim in filling out the Proof of Claim form with respect to ALPHA. If you have any additional questions regarding completion of the Proof of Claim form, please contact the Receiver at the contact information shown below.

In the event of any inconsistency between the terms of this Instruction Letter and the terms of the Claims Process Order, the terms of the Claims Process Order will govern. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Claims Process Order.

Section 1 – Particulars of Creditor

- A separate Proof of Claim form must be filed by each legal entity or Person asserting a claim against ALPHA.
- The full legal name of the Person asserting the claim must be provided.
- If the claim has been assigned or transferred to another party, Section 2 must also be completed.
- Unless the claim is assigned or transferred, all future correspondence, notices, etc. regarding the claim will be directed to the address and contact details indicated in the Proof of Claim.

Section 2 – Particulars of Original Creditor in case of Assignment

- If the holder of a claim is the assignee of its claim, then this Section 2 must be completed.
- The full legal name of the original creditor must be provided.
- Please provide particulars of assignment in a separate schedule.
- If the Receiver is satisfied that an assignment or transfer has occurred, all future correspondence, notices, etc. regarding the claim will be directed to the assignee at the address and contact details indicated in the Proof of Claim.

Section 3 – Amount of Claim

- Indicate the amount ALPHA was and still is indebted to the Person asserting the claim on the Proof of Claim.

Currency, Original Currency Amount

- The amount of the claim is assumed to be in Canadian dollars unless specifically indicated otherwise in the Proof of Claim.
- Claims denominated in a currency other than Canadian dollars will be converted into Canadian dollars by the Receiver using the Bank of Canada noon spot exchange rate on the date on which the claim arose.

Secured

- Complete this section ONLY if the claim recorded on that line is secured. Do not complete this section if your claim is unsecured.
- If the value of the collateral securing your claim is less than the amount of your claim, enter the shortfall portion on a separate line as an unsecured claim.

Priority

- Complete this section ONLY if the amount of your claim has a right to priority.
- If a priority claim is being asserted, please provide details as to the nature of the claim being asserted, and the basis for priority on which you rely.

Section 4 – Particulars of Claim

- Attach to the Proof of Claim form all particulars of the claim and supporting documentation, including amount, description of transaction(s), agreement(s) or other document(s) giving rise to or evidencing the claim, including invoices, particulars of all credits, offsets or other deductions claimed, description of the security, if any, granted to the holder of the claim.
- If your claim is a secured claim, evidence supporting the security you hold must be submitted with the Proof of Claim form. Provide full particulars of the nature of the security, including the date on which the security was given and the value you attribute to the collateral securing your claim. Attach a copy of all related security documents.

Certification

- The person signing the Proof of Claim form should
 - be the holder of the claim, or authorized representative of the holder of the claim.
 - have knowledge of all the circumstances connected with the claim.
- By signing and submitting the Proof of Claim, the Creditor is asserting the claim against ALPHA.

Filing of Claim

- The Proof of Claim **must be received** by the Receiver on or before 5:00 p.m. (Toronto time) on October 29, 2019 (the “**Claims Bar Date**”).
- Proofs of Claim should be sent by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile or other electronic transmission to the following address:

RSM Canada Limited
Receiver of Apartments for Living for Physically Handicapped Association
11 King Street West, Suite 700, Box 27
Toronto, Ontario M5H 4C7

Attention: Brenda Wong
Telephone: (647) 727-3621
Facsimile: (416) 480-2646
E-mail: brenda.wong@rsmcanada.com

IF YOUR PROOF OF CLAIM IS NOT RECEIVED BY THE RECEIVER BY THE CLAIMS BAR DATE, YOUR CLAIM AGAINST ALPHA WILL BE FOREVER BARRED AND EXTINGUISHED AND YOU SHALL NOT BE ENTITLED TO ANY DISTRIBUTION IN RESPECT OF THE CLAIM OR ANY FURTHER NOTICE OR ORDER MADE OR STEPS TAKEN IN THIS PROCEEDING.

**In the Matter of the Receivership and Liquidation of
Apartments for Living for Physically Handicapped Association ("ALPHA")**

PROOF OF CLAIM RE ALPHA

1. Particulars of Creditor:

- (1) Full Legal Name of Creditor: _____
- (2) Full Mailing Address of Creditor: _____
- (3) Telephone Number of Creditor: _____
- (4) Facsimile Number of Creditor: _____
- (5) E-mail Address of Creditor: _____
- (6) Attention (Contact Person): _____

**2. Particulars of Original Creditor from Whom You Acquired Claim, if
Applicable:**

- (1) Have you acquired this claim by assignment?

Yes [] No []

(if yes, attach documents evidencing assignment)

- (2) Full Legal Name of original creditor(s): _____

3. Claim:

I, _____, [*name of Creditor or authorized representative of the Creditor*], am the Creditor/hold the position of _____ of the Creditor and have knowledge of all the circumstances connected with the claim described herein; and

The Creditor makes the following claim against ALPHA:

Nature of Claim	Claim Amount *	Date of Claim
Secured Claim		
Priority Claim		
Unsecured Claim		

* Assumes Canadian funds unless indicated otherwise.

4. Particulars of Claim:

The particulars of the undersigned's claim against ALPHA are attached.

(Attach a schedule setting forth full particulars of the claim(s) against ALPHA and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the claim(s), name of any guarantor(s) which has guaranteed the claim(s), and amount of claim(s) allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed, description of the security, if any, granted and estimated value of such security or title retention arrangement).

5. Submission of Proof of Claim:

THIS PROOF OF CLAIM MUST BE RETURNED TO AND RECEIVED BY THE RECEIVER ON OR BEFORE 5:00 P.M. (TORONTO TIME) ON OCTOBER 29, 2019 AT THE FOLLOWING ADDRESS:

RSM Canada Limited
Court-appointed Receiver and Liquidator of ALPHA
11 King Street West, Suite 700, Box 27
Toronto, Ontario M5H 4C7

Attention: Brenda Wong
Telephone: (647) 727-3621
Facsimile: (416) 480-2646
E-mail: brenda.wong@rsmcanada.com

DATED at this day of, 2019.

I hereby certify that:

- (a) I am the Claimant or authorized representative of the Claimant.
- (b) I have knowledge of all the circumstances connected with this Claim.
- (c) The Claimant asserts this Claim against ALPHA as set out above.

(d) Complete documentation in support of this Claim is attached.

Witnessed by (WITNESS SIGNATURE
REQUIRED IN THE CASE OF
INDIVIDUALS):

[If Creditor is individual]

(sign) _____

Print Name

[If Creditor is corporation]

[Print name of Creditor]

Per: *(sign)* _____

Authorized Signing Officer

SCHEDULE "B"
NOTICE TO CREDITORS

Notice to Creditors of Apartments For Living For Physically Handicapped Association

**NOTICE OF CLAIMS PROCESS FOR APARTMENTS FOR LIVING FOR
PHYSICALLY HANDICAPPED ASSOCIATION ("ALPHA")**

By Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated July 5, 2018, RSM Canada Limited was appointed by the Court as receiver and liquidator (the "**Receiver**") of all of the assets, undertakings and properties of ALPHA including all proceeds thereof for the purpose of winding up ALPHA's affairs and distributing its property.

PLEASE TAKE NOTICE that on September 19, 2019, the Court issued an order (the "**Claims Process Order**"), a copy of which is enclosed, requiring that all Persons who have and wish to assert a claim against ALPHA shall do so by filing with the Receiver a proof of claim against ALPHA on or before 5:00 p.m. (Toronto time) on October 29, 2019 (the "**Claims Bar Date**"). Completed Proofs of Claim can be sent to the Receiver by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile or other electronic transmission at the address of the Receiver listed below, but must be received by the Receiver on or before the Claims Bar Date to be considered.

IF YOUR PROOF OF CLAIM IS NOT RECEIVED BY THE RECEIVER BY THE CLAIMS BAR DATE, YOUR CLAIM(S) AGAINST ALPHA WILL BE FOREVER BARRED AND EXTINGUISHED AND YOU SHALL NOT BE ENTITLED TO ANY DISTRIBUTION IN RESPECT OF THE CLAIM OR ANY FURTHER NOTICE OR ORDER MADE OR STEPS TAKEN IN THIS PROCEEDING.

Address of the Receiver:

RSM Canada Limited
Court-appointed Receiver and Liquidator of ALPHA
11 King Street West, Suite 700, Box 27
Toronto, Ontario M5H 4C7

Attention: Brenda Wong
Telephone: (647) 727-3621
Facsimile: (416) 480-2646
E-mail: brenda.wong@rsmcanada.com

Dated at Toronto this ____ day of September, 2019.

SCHEDULE "C"
NOTICE OF DISALLOWANCE

**In the Matter of the Receivership and Liquidation of
Apartments for Living for Physically Handicapped Association ("ALPHA")**

**NOTICE OF REVISION OR DISALLOWANCE
IN RESPECT OF CLAIMS AGAINST ALPHA**

To: _____

Pursuant to the Claims Process Order, the Receiver hereby gives you notice that the Receiver has reviewed your Proof of Claim and has revised or disallowed all or part of your purported Claim. Subject to further dispute by you in accordance with the Claims Process Order, your Proven Claim will be as follows:

	Currency	Amount as Submitted	Amount Allowed
Secured Claim			
Priority Claim			
Unsecured Claim			
Total Claim			

Reasons for Revision or Disallowance:

SERVICE OF DISPUTE NOTICES

If you intend to dispute this Notice of Revision or Disallowance, you must, no later than 30 days after the Receiver sends this Notice of Revision or Disallowance, notify the Receiver in writing by prepaid ordinary mail, registered mail, courier, personal delivery or facsimile or other electronic transmission to the following address:

RSM Canada Limited
Court-appointed Receiver and Liquidator of ALPHA
11 King Street West, Suite 700, Box 27
Toronto, Ontario M5H 4C7

Attention: Brenda Wong
Telephone: (647) 727-3621
Facsimile: (416) 480-2646
E-mail: brenda.wong@rsmcanada.com

IF YOU FAIL TO GIVE WRITTEN NOTICE OF INTENT TO DISPUTE THIS NOTICE OF REVISION OR DISALLOWANCE WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

DATED this _____ day of _____, 2019.

RSM Canada Limited, solely in its capacity as Court-appointed Receiver and Liquidator of Apartments for Living for Physically Handicapped Association, and not in its personal or corporate capacity

Per: _____

HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO

Applicant

-and-

APARTMENTS FOR LIVING FOR PHYSICALLY
HANDICAPPED ASSOCIATION

Respondent

Court File No. CV-18-596938-CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

CLAIM PROCESS ORDER

TORKIN MANES LLP

Barristers & Solicitors

151 Yonge Street, Suite 1500

Toronto ON M5C 2W7

Stewart Thom (55695C)

sthom@torkinmanes.com

Tel: 416-777-5197

Fax: 1-877-689-3872

Lawyers for the Receiver and Liquidator, RSM Canada
Limited

RCP-E 4C (May 1, 2016)