

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) WEDNESDAY, THE 27TH
)
JUSTICE KOEHNEN) DAY OF OCTOBER, 2021

B E T W E E N:

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

DISCHARGE ORDER

THIS MOTION, made by RSM Canada Limited (“**RSM**”) court-appointed receiver and liquidator (in such capacity, the “**Receiver**”) of the assets, undertaking and property of Apartments for Living for Physically Handicapped Association (“**ALPHA**”), seeking an order:

- a) approving the conduct and activities of the Receiver as set out in the Fourth Report of the Receiver (the “**Fourth Report**”) dated October 22, 2021;
- b) approving the Final Fees and expenses of the Receiver and its counsel, as defined in the Fourth Report;

- c) approving the Receiver's Statement of Receipts and Disbursements for the period July 5, 2018 to September 30, 2021 (the "**R&D**");
- d) authorizing the Receiver to, after payment of the Final Fees, distribute the remaining proceeds available in the receivership estate to the Canada Revenue Agency ("**CRA**") and to Her Majesty the Queen in Right of Ontario ("**HMQ**") on a *pro rata* basis as set out in the Fourth Report, provided that neither HMQ nor CRA receive funds in excess of the indebtedness owed to them by ALPHA;
- e) authorizing the Receiver to complete the Remaining Duties including (all capitalized terms having the meaning ascribed to them in the Fourth Report):
 - a. finalization of materials for and attendance in Court in respect of the Receiver's discharge motion;
 - b. payment of the Final Fees; and
 - c. payment of the Distribution Funds to CRA and HMQ in the manner set out in the Fourth Report; and
- f) releasing RSM from liability and discharging RSM as Receiver upon the filing of a Receiver's Discharge Certificate

was heard this day by a judge of the Commercial List via zoom videoconference.

ON READING the Fourth Report and fee affidavits of Linda Godel and Daniel Weisz attached thereto, and on hearing the submissions of counsel for the Receiver, no parties being in opposition to the relief sought on this motion,

1. THIS COURT ORDERS that the Fourth Report, the conduct and activities of the Receiver as set out therein and the R&D attached thereto, are approved.

2. THIS COURT ORDERS that the Final Fees, as defined in the Fourth Report, are approved and that the Receiver is authorized to pay same.

3. THIS COURT ORDERS that the Receiver is authorized to complete the Remaining Duties and to pay the Distribution Funds, and the Final Distribution and the Surplus Funds Distribution, if any, in the manner set out in the Fourth Report, subject to the requirement that the Receiver is to return to Court for advice and directions should it come to be in possession of Surplus Funds (as defined in the Fourth Report) in an amount exceeding \$10,000.

4. THIS COURT ORDERS that upon performance of the Remaining Duties and upon the Receiver filing a certificate certifying that it has completed the Remaining Duties, RSM shall be discharged as Receiver of ALPHA, provided however that notwithstanding its discharge herein (a) RSM shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) RSM shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of RSM acting in its capacity as Receiver.

5. THIS COURT ORDERS AND DECLARES that RSM in its capacity as Receiver is hereby released and discharged from any and all liability that RSM now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of RSM while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, RSM is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

PAJ

HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO

Applicant

-and- APARTMENTS FOR LIVING FOR PHYSICALLY
HANDICAPPED ASSOCIATION
Respondents

Court File No. CV-18-596938-CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

DISCHARGE ORDER

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RCP-E 4C (May 1, 2016)