

TAB L

Court File No. CV-18-00602537-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE
JUSTICE HAINEY

) THURSDAY, THE 25TH DAY
)
) OF APRIL, 2019

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO INC. LTD., 1496765 ONTARIO INC. LTD. and
SUNSHINE PROPANE INC.

Respondents

APPLICATION UNDER s. 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c-B-3,
s. 101 of the *Courts of Justice Act*, R.S.O. 1990, c.C-43, and
Rules 14.05(2), (3) (d), (g) and (h) of the *Rules of Civil Procedure*

AMENDED APPROVAL AND VESTING ORDER
(Re 633 Main Street West, Port Colborne, Ontario)

THIS MOTION, made by **RSM Canada Limited** in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of all of the assets, undertakings and properties of 1527020 Ontario Inc. ("**1527020**"), including all proceeds thereof (collectively, the "**Property**") for an order approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Receiver and 2573702 Ontario Inc. dated January 19, 2019 and accepted on February 1, 2019 and appended to the Report of the Receiver dated February 13, 2019 (the "**Report**"), and vesting in 2684697 Ontario Inc. (the "**Purchaser**") 1527020's right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of respective counsel for the Receiver, the Applicants, the Purchaser, and such other counsel as were present, and no one else appearing, although properly served as appears from the affidavit of Michelle Jackson sworn February 13, 2019, filed:

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and that the Sale Agreement is commercially reasonable and in the best interests of 1527020 and its stakeholders. The execution of the Sale Agreement by the Receiver is hereby authorized and approved, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "**Receiver's Certificate**"), all of the Receiver's and all of 1527020's right, title and interest in and to the Purchased Assets described in the Sale Agreement and listed on Schedule B hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Hainey dated August 29, 2018; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.
3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of Niagara South Welland (#59) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land

Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule B hereto (the "**Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule C hereto.

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

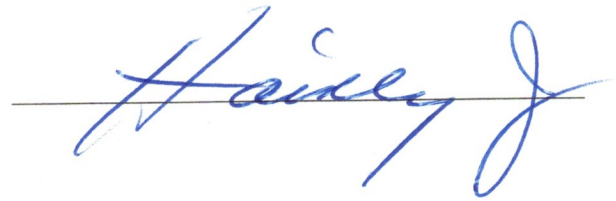
5. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

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

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of 1527020 and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of 1527020;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of 1527020 and shall not be void or voidable by creditors of 1527020, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

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



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

APR 25 2019

PER / PAR: *RW*

Schedule A – Form of Receiver's Certificate

Court File No. CV-18-00602537-00CL

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

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO INC. LTD., 1496765 ONTARIO INC. LTD. and
SUNSHINE PROPANE INC.

Respondents

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Hainey of the Ontario Superior Court of Justice (the "**Court**") dated August 29, 2018, RSM Canada Limited was appointed as the receiver and manager (the "**Receiver**") of all of the assets, undertakings and properties of 1527020 Ontario Inc. ("**1527020**"), including all proceeds thereof (collectively, the "**Property**").

B. Pursuant to an Order of the Court dated March 4, 2019, as amended by an Order of the Court dated April 25, 2019 (the "**Vesting Order**"), the Court approved the agreement of purchase and sale dated as of January 19, 2019 (the "**Sale Agreement**") between the Receiver and 2573702 Ontario Inc. and provided for the vesting in 2684697 Ontario Inc. (the "**Purchaser**") of the Receiver's and 1527020's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in section 16 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Date of Closing pursuant to the Sale Agreement;
2. The conditions to Closing as set out in section 16 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser;
3. The Transaction has been completed to the satisfaction of the Receiver; and
4. This Certificate was delivered by the Receiver at [TIME] on ► [DATE].

**RSM Canada Limited, solely in its capacity as
Court-appointed Receiver and Manager of 1527020
Ontario Inc. and not in its personal or corporate
capacity and without personal or corporate liability**

Per: _____

Name: ►

Title: ►

Schedule B – Purchased Assets

All of the Receiver's (if any) and 1527020's right, title and interest in and to the Property and the Building (as defined in the Sale Agreement) including, without limitation, the following real property:

MUNICIPAL ADDRESS:	633 Main Street West, Port Colborne, ON
LEGAL DESCRIPTION:	PT LT 32 CON 2 HUMBERSTONE AS IN RO555223; PORT COLBORNE
PIN:	64139 - 0013 (LT)

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

The following Instruments are to be discharged upon registration of the Vesting Order:

1. Instrument No. SN486746 registered on October 18, 2016, being a Charge in favour of Bank of Montreal in the principal amount of \$1,550,000.00.
2. Instrument No. SN486747 registered on October 18, 2016, being a Notice of Assignment of Rents (General) in favour of Bank of Montreal.

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

(unaffected by the Vesting Order)

Permitted Encumbrances with respect to the Property (as defined in the Sales Agreement) means:

1. The exceptions and qualifications set out in the *Land Titles Act* (Ontario) and/or on the parcel register for the Property;
2. The reservations, limitations, provisos and conditions expressed in the original grant from the Crown;
3. Any registered or unregistered easements, servitudes, rights-of-way, licences, restrictions that run with the land and other encumbrances and/or agreements with respect thereto (including, without limiting the generality of the foregoing, easements, rights-of-way and agreements for sewers, drains, gas and water mains or electric light and power or telephone, telecommunications or cable conduits, poles, wires and cables);
4. Inchoate liens for taxes, assessments, public utility charges, governmental charges or levies not at the time due or liens for same which are due but the validity of which are being contested in good faith by the Vendor provided that the Vendor has provided security which in the opinion of the Vendor, acting reasonably, is necessary to avoid any lien, charge or encumbrance arising with respect thereto;
5. Any encroachments, minor defects or irregularities indicated on any survey of the Property or which may be disclosed on an up-to-date survey of the Property;
6. Zoning (including, without limitation, airport zoning regulations), use and building by-laws and ordinances, federal, provincial or municipal by-laws and regulations, work orders, deficiency notices and any other noncompliance;
7. Any breaches of any applicable laws, including, without limitation, outstanding building permits, work orders and deficiency notices;
8. Any subdivision agreements, site plan agreements, development agreements and any other agreements with the municipality, region, publicly regulated utilities or other governmental authorities having jurisdiction;
9. Defects or irregularities in title to the Property;

10. The following instruments registered on title to the Property:

- i. Instrument No. AA73912 registered on June 11, 1962 being a Bylaw
- ii. Instrument No. SN32426 registered on May 6, 2004 is a Notice of Site Plan Agreement between Young Bros. Garage Limited and The Corporation of The City of Port Colborne

-and-

Court File No. CV-18-00602537-00CL
2495087 ONTARIO INC. et al.
Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

**AMENDED APPROVAL AND VESTING ORDER
(Re 633 Main Street West, Port Colborne, Ontario)**

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP

155 Wellington Street West

35th Floor

Toronto, ON M5V 3H1

Tel: 416.646.4300

Fax: 416.646.4301

Jeffrey Larry (LSC# 44608D)

Tel: 416.646.4330

jeff.larry@paliaroland.com

Elizabeth Rathbone (LSO# 70331U)

Tel: 416.646.7488

elizabeth.rathbone@paliaroland.com

Lawyers for the Receiver

a:30
COUNSEL SLIP

COURT FILE NO CV-18-00602537-00CLDATE APR 25 2019NO ON LIST 1TITLE OF
PROCEEDING

BANK OF MONTREAL

2495087 ONTARIO INC.
v. et al.

COUNSEL FOR:

PLAINTIFF(S)

DEFENDANT(S)

INTERVENOR(S)

S. Thom

for Receiver, RSM Canada Limited

PHONE & FAX NOS

416-777-5197

416-863-0305

sthom@forkinmores.com

COUNSEL FOR:

DEFENDANT(S)

INTERVENOR(S)

PHONE & FAX NOS

April 25, 2019

I am satisfied that this motion should be granted on the terms of the attached amended approval and vesting order.

Hainey J.

TAB M

Court File No. CV-18-00602537-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
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SUNSHINE PROPANE INC.

Respondents

THIRD REPORT OF THE RECEIVER

July 23, 2019

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I. INTRODUCTION

1. By Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated August 29, 2018 (the “**Appointment Order**”), RSM Canada Limited was appointed receiver and manager (the “**Receiver**”), without security, of all of the assets, undertakings and properties of 1496765 Ontario Ltd. (“**1496765 (Etobicoke)**”), 1651033 Ontario Ltd. (“**1651033 (Burlington)**”), 1527020 Ontario Inc. (“**1527020 (Port Colborne)**”), 2495087 Ontario Inc. (“**2495087 (Port Elgin)**”), 2496800 Ontario Inc. (“**2496800 (Goderich)**”), and Sunshine Propane Inc. (“**Sunshine**”) (collectively the “**Debtors**” or the “**Companies**”) acquired for, or used in relation to the businesses carried on by the Debtors, including all proceeds thereof (the “**Property**”). A copy of the Appointment Order is attached to this report as Appendix “**A**”.
2. On February 13, 2019, the Receiver brought a motion, returnable on February 21, 2019, for the purpose of, *inter alia*:
 - (a) seeking approval of the sale of the Etobicoke Property (defined below), the Burlington Property (defined below) and the Port Colborne Property (defined below); and
 - (b) seeking the Court’s authorization of certain payments including an interim distribution.

A copy of the Receiver’s first report to the Court dated February 13, 2019 (the “**First Report**”) in support of the Receiver’s motion is attached hereto, without appendices, as Appendix “**B**”.

3. On February 21, 2019, the Debtors attended at the motion hearing to oppose the Receiver's sale of the Etobicoke Property, the Burlington Property and the Port Colborne Property and to seek an adjournment of the motion in order to allow them to prepare a response. A copy of the Endorsement of Justice McEwen adjourning the motion to March 4, 2019 (the "**February 21 Endorsement**") is attached hereto as Appendix "**C**".
4. On March 4, 2019, the Receiver's motion was heard and Justice Chiappetta:
 - (a) granted Approval and Vesting Orders in respect of each of the Etobicoke Property, the Burlington Property and the Port Colborne Property; and
 - (b) granted a Distribution Order (the "**March 4 Distribution Order**") authorizing the Receiver to make certain payments as contemplated in the First Report, to make an interim distribution to Bank of Montreal ("**BMO**") on account of its outstanding indebtedness and authorizing various ancillary relief. A copy of the March 4 Distribution Order is attached hereto as Appendix "**D**".
5. A copy of Justice Chiappetta's Endorsement made on March 4, 2019 (the "**March 4 Endorsement**") is attached to this report as Appendix "**E**".
6. On March 21, 2019, Justice Hailey issued an order amending the Approval and Vesting Order of March 4, 2019 in respect of the Burlington Property (the "**March 21 Order**") to add Instrument No. HR1589610 to Schedule C listing the claims to be deleted and expunged from title to that property. A copy of the March 21 Order is attached hereto as Appendix "**F**".
7. On April 1, 2019, the Receiver brought a motion, returnable on April 12, 2019, for the purpose of, *inter alia*, seeking:

- (a) approval of the sale of the Port Elgin Property (defined below), including the approval to terminate a lease in respect of the Port Elgin Property between 2495087 Ontario Inc. and Naveed Amin, operating as “Shawarma King”, dated July 27, 2018 (the “**Shawarma King Lease**”);
- (b) the Court’s authorization to destroy certain documents; and
- (c) the Court’s authorization of certain payments including an interim distribution.

A copy of the Receiver’s second report to the Court dated March 29, 2019 (the “**Second Report**”) in support of the Receiver’s motion is attached hereto, without appendices, as Appendix “**G**”.

8. On April 12, 2019, the Receiver’s motion was heard and Justice Chiappetta:
 - (a) granted an Approval and Vesting Order (“**Port Elgin Approval and Vesting Order**”) in respect of the Port Elgin Property, a copy of which is attached hereto as Appendix “**H**”; and
 - (b) granted an Order (the “**Second Report Order**”) authorizing (i) the Receiver to make certain payments as contemplated in the Second Report, (ii) the Receiver to destroy certain records, (iii) the Receiver to terminate the Shawarma King Lease; (iv) the Receiver to make an interim distribution to BMO on account of its outstanding indebtedness and (v) various ancillary relief. A copy of the Second Report Order is attached hereto as Appendix “**I**”.
9. On April 12, 2019, Justice Chiappetta issued an Amended Distribution Order (“the “**Amended March 4 Distribution Order**”) to clarify in Paragraph 8 of the

- March 4 Distribution Order the amount the Receiver was authorized to pay to BMO from the sale of the Burlington Property. A copy of the Amended March 4 Distribution Order is attached hereto as Appendix “J”.
10. On April 24, 2019, the Receiver brought a motion, returnable on April 25, 2019, for the purpose of, seeking certain amendments to the March 4, 2019 Order in order to accommodate the Port Colborne Purchaser’s request that, for the purpose of completing the sale of the Port Colborne Property, title to the Port Colborne Property be conveyed to 2684697 Ontario Inc. (the “**Substituted Port Colborne Purchaser**”), and not the Port Colborne Purchaser, on closing. A copy of the Receiver’s Supplemental Report to the First Report of the Receiver to the Court dated April 24, 2019 (the “**Supplemental Report to the First Report**”) in support of the Receiver’s motion is attached hereto, without appendices, as Appendix “K”.
 11. On April 25, 2019, Justice Hainey issued an Order amending the Approval and Vesting Order dated March 4, 2019 in respect of the sale of the Port Colborne Property (the “**Port Colborne Amended Approval and Vesting Order**”) to provide for the conveyance of the Port Colborne Property to the Substituted Port Colborne Purchaser. A copy of the Port Colborne Amended Approval and Vesting Order and the Endorsement of Justice Hainey made April 25, 2019, are attached hereto as Appendix “L”.
 12. The Orders made by the Court and the reports of the Receiver referred to in this report, together with related Court documents, have been posted on the

Receiver's website which can be found at rsmcanada.com/2495087-ontario-et-al.

Purpose of Third Report

13. The purpose of this third report of the Receiver (the "**Third Report**") is to:
- (i) report to the Court on the activities of the Receiver since the date of the Second Report to July 23, 2019;
 - (ii) report to the Court on the closing of the sale of the Port Colborne Property;
 - (iii) report to the Court on closing of the sale of the Port Elgin Property;
 - (iv) report to the Court on the status of the marketing of the Goderich Property;
 - (v) provide the Court with a summary of the Receiver's cash receipts and disbursements for the period August 29, 2018 to July 12, 2019; and
 - (vi) seek Orders:
 - a. authorizing the Receiver to release the holdback of \$254,948.40 from the proceeds of sale of the Burlington Property and to distribute these funds to BMO;
 - b. approving the Supplemental Report to the First Report;
 - c. approving the Third Report and the Receiver's conduct and activities to July 23, 2019;
 - d. approving the fees and disbursements of the Receiver incurred to May 31, 2019;
 - e. approving the fees and disbursements of Torkin Manes LLP incurred in respect of the closings of the sales of the Etobicoke Property, the

Burlington Property, the Port Colborne Property and the Port Elgin Property; and

- f. approving the fees and disbursements of Paliare Roland LLP incurred to April 30, 2019.

Terms of Reference

- 14. In preparing the Third Report and making the comments herein, the Receiver has relied upon information from third-party sources (collectively, the “**Information**”). Certain of the information contained in the Third Report may refer to, or is based on, the Information. As the Information has been provided by other parties, or obtained from documents filed with the Court in this matter, the Receiver has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Receiver has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards pursuant to the CPA Canada Handbook and, accordingly, the Receiver expresses no opinion or other form of assurance in respect of the Information.
- 15. Defined terms in the Third Report have, unless indicated otherwise herein, the same meanings as set out in the First Report, the Supplemental Report to the First Report and the Second Report.
- 16. Unless otherwise stated, all dollar amounts contained in the Third Report are expressed in Canadian dollars.
- 17. As set out in the First Report, the Receiver is not in possession of any recent financial information of the Debtors. Accordingly, the Receiver is administering

the receiverships of the Debtors on the assumption that the only assets of the Debtors are the Etobicoke Property, the Burlington Property, the Port Colborne Property, the Port Elgin Property and the Goderich Property (collectively, the “**Properties**”), cash on hand and miscellaneous chattels.

II. BACKGROUND

The Parties

Bank of Montreal

18. This section provides a condensed summary of the parties primarily involved in this proceeding. Additional information in respect of the parties, as well as to the background information relating to the Receiver’s appointment, can be found in Paragraphs 9 to 32 of the First Report.
19. BMO is the Applicant in these proceedings and is the primary secured creditor of each of the Companies. As of July 27, 2018, the Debtors were indebted to BMO in the aggregate amount of \$9,992,297.94.
20. The security held by BMO consists of mortgages over the Properties, as well as security agreements over the other assets of the Companies. Certain Debtors have guaranteed certain other Debtors’ indebtedness to BMO.

1496765 (Etobicoke)

21. 1496765 (Etobicoke) is an Ontario Corporation that as of the date of the Receiver’s appointment, held legal and beneficial title to a 0.4 acre real property municipally known as 5462 Dundas Street West, Etobicoke, Ontario (the “**Etobicoke Property**”). As at the date of the Appointment Order, 1496765

(Etobicoke) operated an automatic car wash and auto detailing business at the Etobicoke Property.

22. In addition to the car wash, located at the Etobicoke Property was a propane refill centre.
23. The Etobicoke Property, with the exception of the propane refill centre, has been sold by the Receiver.

1651033 (Burlington)

24. 1651033 (Burlington) is an Ontario Corporation that as of the date of the Receiver's appointment, held legal and beneficial title to a 1.2 acre real property municipally known as 5223 Dundas Street, Burlington, Ontario (the "**Burlington Property**"), on which is located a car wash. As at the date of the Appointment Order, the renovations to the Burlington Property had not been completed and the car wash was not in operation.
25. The Burlington Property has been sold by the Receiver.

1527020 (Port Colborne)

26. 1527020 (Port Colborne) is an Ontario Corporation that as of the date of the Receiver's appointment, held legal and beneficial title to a 1.9 acre real property municipally known as 633 Main Street West, Port Colborne, Ontario (the "**Port Colborne Property**") from which, as at the date of the Appointment Order, 1527020 (Port Colborne) operated a self-service and automatic car wash.
27. The Port Colborne Property has been sold by the Receiver.

2495087 (Port Elgin)

28. 2495087 (Port Elgin) is an Ontario Corporation that as of the date of the Receiver's appointment, held title to the real property municipally known as 591 and 595 Goderich Street, Port Elgin, Ontario (the "**Port Elgin Property**"). The Port Elgin Property is situated on approximately 0.6 acres of land. As at the date of the Appointment Order, located on the Port Elgin Property were:
- (a) a self-serve gas bar operating under the Ultramar brand;
 - (b) a two-storey commercial building (approximately 4,000 sq. ft.) consisting of
 - (i) an ExpressMart convenience store, (ii) a retail store on the ground floor and (iii) a residential apartment on the second floor; and
 - (c) a separate one-storey building (approximately 3,000 sq. ft.) occupied by a Tim Horton's restaurant.
29. 2495087 (Port Elgin) operated the gas station and convenience store and leased the other premises to tenants.
30. The Port Elgin Property has been sold by the Receiver.

2496800 (Goderich)

31. 2496800 (Goderich) is an Ontario Corporation that holds legal and beneficial title to a 0.5 acre real property municipally known as 274 Bayfield Road, Goderich, Ontario (the "**Goderich Property**"). As at the date of the Appointment Order, located on the Goderich Property were:
- (a) a self-serve gas bar operating under the Ultramar brand;
 - (b) a one-storey commercial building containing an ExpressMart convenience store (approximately 860 sq. ft.); and
 - (c) an automatic car wash (approximately 1,200 sq. ft.).

32. 2496800 (Goderich) operated the gas station, the convenience store and the car wash.
33. The Goderich Property has not been sold and the Receiver continues to market the Goderich Property.

Sunshine

34. Sunshine is an Ontario Corporation incorporated on January 28, 2010.
35. The head office and mailing address for Sunshine is registered as 5462 Dundas St. West, which is the same address as that of 1496765 (Etobicoke), being the Etobicoke Property. Upon its appointment, the Receiver thought that Sunshine's operations consisted of the propane refill business. However, based on the Receiver's enquiry, the Ontario Fuels Safety License for the propane business is issued to Sam Propane Inc., and not to Sunshine.
36. The Respondents are independent from each other, but appear connected or otherwise related and/or owned by members of the same extended family.

III. COMPLETION OF THE SALE OF THE PORT COLBORNE PROPERTY

37. In the First Report, the Receiver provided the Court with details of the proposed sale transaction with 2573702 Ontario Inc. for the Port Colborne Property.
38. In the Supplemental Report to the First Report, the Receiver set out for the Court the Port Colborne's Purchaser's request that the conveyance of the Port Colborne Property be made to the Substituted Port Colborne Purchaser.
39. Following the issuance of the Port Colborne Amended Approval and Vesting Order, the Receiver proceeded to close the sale transaction.

40. A copy of the Receiver's Certificate filed with the Court on May 2, 2019 is attached to this report as Appendix "**M**".

IV. COMPLETION OF THE SALE OF THE PORT ELGIN PROPERTY

41. In the Second Report, the Receiver provided the Court with details of the proposed sale transaction with Amalethan Xavier in trust for a company to be incorporated and subsequently assigned to 2678361 Ontario Inc. ("**2678361**") for the Port Elgin Property. Following the issuance of the Port Elgin Approval and Vesting Order, the Receiver proceeded to close the sale transaction.
42. A copy of the Receiver's Certificate filed with the Court on April 30, 2019 is attached to this report as Appendix "**N**".
43. Following the closing of the transaction, 2678361 informed the Receiver that certain overflow valves for the gas station had been removed between the time that the Port Elgin Purchaser viewed the Port Elgin Property and the closing date of the sale. The Receiver contacted Parkland Fuel Corporation ("**Parkland**") which attended at the site to return the overflow valves. When Parkland arrived at the Port Elgin Property, which was two days after 2678361 informed the Receiver of the issue, Parkland saw that the overflow valves were being replaced by a firm hired by 2678361. 2678361 subsequently submitted a request that the Receiver reimburse 2678361 the amount of \$4,628.48 representing 2678361's cost to replace the overflow valves. The Receiver has advised 2678361 that since Parkland attended to return the overflow valves at the same time as the purchaser's service provider, the Receiver did not see why a reimbursement to

the purchaser was required. No further communication has been received by the Receiver in respect of this matter.

V. STATUS OF THE SALE OF THE GODERICH PROPERTY

44. The Goderich Property was listed for sale at a listing price of \$2.9 million. As set out in the First Report, as part of the Receiver's marketing process, interested parties were advised that offers for the Properties would be reviewed on or after January 18, 2019. At that time Avison recommended to the Receiver that Avison continue its marketing activities for the Goderich Property.
45. The Receiver has engaged in ongoing discussions with Avison with respect to the marketing of the Goderich Property. Based on those discussions, the listing price of the Goderich Property was reduced to \$2.4 million and \$1.9 million on or about April 25, 2019 and June 19, 2019, respectively.
46. The Receiver will provide the Court with details of offers received for the Goderich Property when the Receiver seeks the Court's approval to complete a sale of the Goderich Property.

VI. BOOKS AND RECORDS AND COMPUTERS

47. In the Second Report, the Receiver set out that no parties contacted the Receiver to make arrangements to remove any remaining items or personal property at the Properties. As a result, prior to the sale of the Etobicoke Property, the Receiver attended at the Etobicoke Property and removed books and records found at the Etobicoke Property including books and records pertaining to the

Debtors, records pertaining to individuals (the “**Personal Documents**”) or books and records pertaining to other entities (the “**Non-debtor Documents**”).

48. A summary of the documents was attached at Appendix “M” to the Second Report. The Receiver set out its intention to provide a copy of that list to Canada Revenue Agency (“**CRA**”) and to inquire of CRA whether it wished to review any of the records, as certain of the records may assist CRA to assess the liabilities, if any, that the individual Debtor companies may have to CRA.
49. By letter dated April 15, 2019 (the “**April 15 Letter**”), the Receiver provided CRA with the list of documents and indicated that if CRA wished to review any of the documents, CRA should contact the Receiver by April 30, 2019. A copy of the April 15 Letter is attached to this report as Appendix “O”. The Receiver did not receive from CRA a response to its letter.
50. The Second Report Order authorized the Receiver to destroy any Non-debtor Documents and Personal Documents as the Receiver may consider appropriate. The Personal Documents and the Non-debtor Documents have now been destroyed by the Receiver.
51. As discussed in the Second Report, the Receiver removed from the Etobicoke Property and the Port Colborne Property any computers that did not appear to be integrated with the car wash operations. As authorized in the Second Report Order, the Receiver has arranged for the hard drives to be destroyed.

VII. CONSTRUCTION LIEN CLAIM OF SDM CONSTRUCTION INC.

52. Shortly after the Receiver's appointment, SDM Construction Inc. ("**SDM**") registered a lien on title to the Burlington Property in the amount of \$2,549,484 (the "**Lien**") in connection with construction work allegedly performed by SDM prior to the appointment of the Receiver. The Receiver understands that SDM was engaged by 1651033 (Burlington) to demolish the existing car wash facilities located on the Burlington Property and construct a new fully-automated car wash facility in its place.
53. SDM appears to have subsequently issued a Statement of Claim in connection with the Lien (the "**Lien Action**") and, on November 30, 2018, SDM registered on title to the Burlington Property a corresponding Certificate of Action. It does not appear that leave of the Court was sought prior to the issuance of the Lien Action and the Receiver has not been provided with a copy of the pleading.
54. The construction work to be performed by SDM was not finished prior to the Receiver's appointment and the Receiver did not engage SDM (or any other party) to complete the work that had been started. The Burlington Property remained, substantially, in the same unfinished state from the date of the Receiver's appointment to the time of sale.
55. At the return of the Receiver's motion for approval of the sale of the Burlington Property, counsel for SDM was in attendance. SDM did not oppose the approval of the Burlington APS or the issuance of the Approval and Vesting Order relating the Burlington Property, but requested that certain revisions be made to the terms

of a proposed distribution order being sought by the Receiver together with approval of the sale.

56. In particular, SDM requested that proceeds of sale be held back from distribution to BMO, 1651033 (Burlington)'s senior secured creditor, pending the determination of SDM's claim of priority over BMO's interest in the Burlington Property. As a result of the position taken by SDM, the March 4 Distribution Order included the requirement that the Receiver hold back from distribution "a hold back equal to the maximum amount of a potential construction lien claim on the Burlington Property by SDM Construction Inc."
57. At a subsequent attendance before the Court on April 12, 2019, the Receiver sought, and was granted, an amendment to the March 4 Distribution Order to specify the exact amount of the holdback. Specifically, the above holdback reference was replaced with "the Receiver shall hold back from distribution, the amount of \$254,948.40 pending the determination of SDM Construction Inc.'s claim for priority". The Receiver notes that the \$254,948.40 (the "**Funds Held Back**") represents 10% of the value of the Lien claim.

1651033 (Burlington's) Indebtedness and Mortgage in favour of BMO

58. The Receiver has received from BMO information with respect to the indebtedness of 1651033 (Burlington) to BMO and particulars as to the timing of advance(s) made, including that:
 - (a) 1651033 (Burlington) executed a Fixed Rate Term Loan Agreement (the "**Loan**") dated March 24, 2014 for a loan in the principal amount of

\$3,180,000. Attached as Appendix "P" is a copy of the Loan agreement.

1651033 (Burlington) did not have any other loan facilities with BMO;

- (b) consistent with the below copied screenshot of BMO's electronic transaction history, all funds advanced to 1651033 (Burlington) pursuant to the Loan, being the total amount of \$3,180,000 (the "**Advance**"), were advanced by BMO to 1651033 (Burlington) on April 3, 2014:

```

TRANSIT 3858  RPT.125  DETAIL TRANSACTION REPORT  PAGE  5,965  15/APR/2014

6997-541      START *NAME:FRILB16510  -000  TSA      B/FWD:      0.00
               IN CAD* LFA: 3APR2014  OPENED: 3APR2014  C/FWD: 3,180,000.00-
* 3,180,000.00- TF 3APR14 3858 OP 869 00004 3APR14 ET15:08
-3858-1044-784

```

- (c) no subsequent advances were made to 1651033 (Burlington) by BMO at any time after the initial Advance;
- (d) in addition to other security held by BMO, the Loan is secured by a first-ranking demand mortgage in favour of BMO in the amount of \$3,180,000 (the "**Mortgage**"). The Mortgage was registered on title to the Burlington Property on April 2, 2014, the day prior to the Advance, as instrument no. HR1172775. Attached as Appendix "Q" is a copy of the Mortgage;
- (e) a second mortgage was registered on title to the Burlington Property in favour of BMO on July 15, 2014 as instrument number HR1196588 (the "**Second Mortgage**"). No funds were advanced by BMO to 1651033 (Burlington) in relation to the Second Mortgage, which was granted to BMO as security for 1651033 (Burlington)'s guarantee of the corporate indebtedness of 1496765 (Etobicoke);

(f) as of July 2, 2018, coinciding with the approximate date of demand for repayment issued by BMO, 1651033 (Burlington) was indebted to BMO in the total amount of \$2,524,405.73, plus interest accruing thereon. Apart from the proceeds realized from the sale of the Burlington Property, there have been no realizations from assets of 1651033 (Burlington) which would decrease the level of indebtedness to BMO and, accordingly, proceeds realized from the sale of the Burlington Property are insufficient to repay in full the amount owing by 1651033 (Burlington) to BMO and secured by the Mortgage.

The SDM Lien

59. The SDM lien was registered on title to the Burlington Property on August 31, 2018 as Instrument HR1568135. Attached as Appendix "R" collectively are copies of Instrument HR1568135 (Lien) and HR1589610 (Certificate of Action, together with copy of Certificate).
60. Instrument HR1568135 indicates as follows:

Name and Address of Owner Sanjay Dubey: 111 Regina Road, Unit 2, Woodbridge, Ontario L4L 8N5 Name and address of person to whom lien claimant supplied services or materials Carwash Company 1651033 Ontario Inc. Time within which services or materials were supplied from 2017/08/01 to 2018/08/29 Short description of services or materials that have been supplied Contract to build Carwash and Oil change facility including Site service, site grading, Property Maintenance new build addition, roofing, masonry, asphalt, curbs, new door, garage doors, construction fencing and other services related to contract. Contract price or subcontract price 2,549,484.00 Amount claimed as owing in respect of services or materials that have been supplied 2,549,484.00

The lien claimant claims a lien against the interest of every person identified as an owner of the premises described in said PIN to this lien.

61. BMO has informed the Receiver:

- (a) of BMO's position that BMO's Loan to 1651033 (Burlington) was fully advanced and secured by the Mortgage more than three years prior to the commencement of work on the Burlington Property by SDM;
- (b) that BMO's position with respect to the relative priorities as between BMO's Mortgage and the SDM Lien was set out by BMO's counsel in correspondence delivered to SDM by BMO on June 20, 2019. Therein, BMO identified a number of other issues of concern with respect to the validity and enforceability of the Lien Claim and sought guidance from SDM as to whether SDM did in fact intend to assert a priority over BMO's Mortgage. Attached as Appendix "S" is a copy of BMO's June 20, 2019 correspondence to SDM.

62. On July 22, 2019, counsel to SDM advised counsel to the Receiver that SDM does not oppose BMO's priority to the Funds Held Back or the distribution of the Funds Held Back to BMO. Attached as Appendix "T" is a copy of SDM's counsel's July 22, 2019 correspondence to the Receiver and its counsel.

VIII. RECEIVER'S INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

63. Attached to this report as Appendix "U" is the Receiver's Interim Statement of Receipts and Disbursements for the period August 29, 2018 to July 12, 2019 (the "R&D"). The R&D sets out the Receiver's receipts and disbursements for each of the Debtors, as well as on a combined basis.

64. On a summary combined basis, total receipts were \$10,304,245 and total disbursements were \$2,249,593, resulting in a net cash balance of \$8,054,652 prior to distributions to BMO, as follows:

Company Name	Cash Receipts	Cash Disbursements	Excess of Receipts over Disbursements	Payments to Secured Creditor	Net Funds on Hand
1496765 (Etobicoke)	\$ 3,804,830	\$ 698,207	\$ 3,106,623	\$ (2,202,185)	\$ 904,438
1651033 (Burlington)	\$ 2,589,712	\$ 471,422	\$ 2,118,290	\$ (1,800,000)	\$ 318,290
1527020 (Port Colborne)	\$ 979,959	\$ 364,891	\$ 615,068	\$ (540,000)	\$ 75,068
2495087 (Port Elgin)	\$ 2,625,067	\$ 513,264	\$ 2,111,803	\$ (2,050,000)	\$ 61,803
2496800 (Goderich)	\$ 298,383	\$ 195,674	\$ 102,709	\$ -	\$ 102,709
Sunshine	\$ 6,293	\$ 6,135	\$ 158	\$ -	\$ 158
Total	\$ 10,304,245	\$ 2,249,593	\$ 8,054,652	\$ (6,592,185)	\$ 1,462,467

IX. INTERIM DISTRIBUTIONS

65. In accordance with the March 4 Distribution Order and the Second Report Order, since the date of the Second Report, the Receiver has made the following payments:
- i) to BMO, from the proceeds from the sale of the Etobicoke Property, \$2,202,184.89 representing repayment of 1496765 (Etobicoke)'s indebtedness to BMO;
 - ii) to BMO, from the proceeds from the sale of the Burlington Property, \$1,800,000 representing partial repayment of 1651033 (Burlington)'s indebtedness to BMO;
 - iii) to BMO, from the proceeds from the sale Port Elgin Property, the advances totaling \$99,000 under Receiver Certificates # 4 and 12 plus accrued interest;

- iv) to BMO, from the proceeds from the sale of the Port Elgin Property, \$2,050,000 representing partial repayment of 2495087 (Port Elgin)'s indebtedness to BMO;
 - v) to BMO, from the proceeds from the sale of the Port Colborne Property, the advances totaling \$99,000 under Receiver Certificates # 3, 7 and 10 plus accrued interest; and
 - vi) to BMO, from the proceeds from the sale of the Port Colborne Property, \$540,000 representing partial repayment of 1527020 (Port Colborne)'s indebtedness to BMO.
66. The Receiver requested from CRA a formal request for payment of its deemed trust claims prior to making any payments to CRA.
67. In response to its request, the Receiver received letters claiming the following amounts as being outstanding:
- i) source deductions of \$2,691.46 for 1496765 (Etobicoke)– no deemed trust
 - ii) HST for 1496765 (Etobicoke) of \$45,583.08 – no deemed trust
 - iii) HST for 2496800 (Goderich) of \$26,588.17 – no deemed trust
 - iv) HST for Sunshine of \$3,390.99 – deemed trust of \$1,428.25
 - v) Sunshine unsecured claim for corporate taxes of \$150,190.51.
68. With reference to the amounts for which deemed trust claims were not made by CRA, CRA verbally advised the Receiver that CRA could not claim a deemed trust in respect of the source deductions relating to 1496765 (Etobicoke) since CRA had not prepared a proper breakdown of the amounts owing for source deductions, and could not claim a deemed trust for the HST

relating to 1496765 (Etobicoke) and 2496800 (Goderich) since the amounts claimed are based on CRA's notional assessments and not actual returns filed by the Companies.

X. PROFESSIONAL FEES

69. The Receiver's accounts total \$76,653.00 in fees plus HST of \$9,964.93 for a total amount of \$86,617.93 for the period March 1, 2019 (including one entry for February 28, 2019) to May 31, 2019 (the "**Receiver's Accounts**"). A copy of the Receiver's Accounts, together with a summary of the accounts, the total billable hours charged per the accounts, and the average hourly rate charged per the accounts, is set out in the Affidavit of Daniel Weisz sworn July 23, 2019 attached to this report as Appendix "**V**".
70. The Receiver engaged Torkin Manes LLP ("**Torkin**"), counsel to the Applicants, to provide the legal services required to effect the closings of the sales of the Etobicoke Property, the Burlington Property, the Port Colborne Property and the Port Elgin Property. Torkin's accounts total \$55,158.69 in fees and disbursements and \$7,024.10 in HST for a total of \$62,182.79 (the "**Torkin Accounts**") for the period February 11, 2019 to June 12, 2019. A copy of the Torkin Accounts, together with a summary of the personnel, hours and hourly rates described in the Torkin Accounts, is set out in the Affidavit of Stephanie Eiley sworn July 19, 2019 attached to this report as Appendix "**W**".
71. The accounts of the Receiver's counsel, Paliare Roland total \$24,279.45 in fees and disbursements and \$3,109.93 in HST for a total of \$27,389.38 (the "**Paliare Roland Accounts**") for the period March 1, 2019 to April 30, 2019. A copy of the

Paliare Roland Accounts, together with a summary of the personnel, hours and hourly rates described in the Paliare Roland Accounts, is set out in the Affidavit of Sarita Sanasie sworn July 23, 2019 attached to this report as Appendix "X".

72. The Receiver is seeking approval of the Receiver's Accounts, the Torkin Accounts and the Paliare Roland Accounts.

XI. CONCLUSION AND REQUEST OF THE COURT

73. The Receiver respectfully requests that the Court grant Orders which provide for the following:

- a. authorizing the Receiver to release the Funds Held Back of \$254,948.40 and to distribute those funds to BMO;
- b. approving the Supplemental Report to the First Report;
- c. approving the Third Report and the Receiver's conduct and activities to July 23, 2019; and
- d. approving the Receiver's Accounts, the Torkin Accounts and the Paliare Roland Accounts.

All of which is respectfully submitted to this Court as of this 23rd day of July, 2019.

RSM CANADA LIMITED

In its capacity as Court Appointed Receiver and Manager of
1496765 Ontario Ltd., 1651033 Ontario Ltd., 1527020 Ontario Inc.,
2495087 Ontario Inc., 2496800 Ontario Inc., and Sunshine Propane Inc.
and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CFF, CIRP, LIT
Senior Vice President

TAB N

Court File No: CV-18-00602537-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE *MADAME*)JUSTICE *CONWAY*)MONDAY, THE 29TH DAY OF
JULY, 2019

BANK OF MONTREAL

Applicant

- and -

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO INC. LTD., 1496765 ONTARIO INC. LTD. and
SUNSHINE PROPANE INC.

Respondents

APPLICATION UNDER s. 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c-
B-3, s. 101 of the *Courts of Justice Act*, R.S.O. 1990, c.C-43, and
Rules 14.05(2), (3) (d), (g) and (h) of the *Rules of Civil Procedure*

ORDER

THIS MOTION, made by **RSM Canada Limited** in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of all of the assets, undertakings and properties of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. (the "**Debtors**") for, among other things, an order approving the Receiver's fees and those of its counsel and authorizing the Receiver to, among other things, release the holdback of \$254,948.40 held from the proceeds of sale of the real property municipally known as

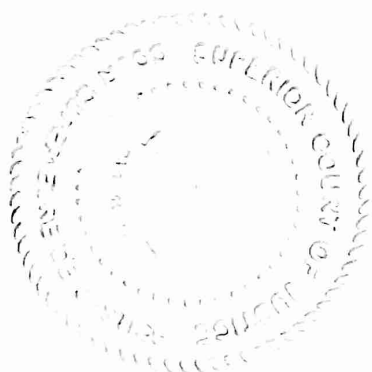
5223 Dundas Street, Burlington, Ontario (the "**Burlington Property**"), and to distribute these holdback funds to the Bank of Montreal ("**BMO**"), as described further in the Third Report of the Receiver dated July 23, 2019 (the "**Third Report**"), was heard this day at Toronto, Ontario.

ON READING the Third Report and the Appendices attached thereto, and on hearing the submissions of respective counsel for the Receiver and the Applicant, and no one else appearing, although properly served as appears from the affidavit of Sarita Sanasie, sworn July 23, 2019, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS AND DECLARES** that the Third Report and the conduct and activities of the Receiver to July 23, 2019 set out therein be and are hereby approved.
3. **THIS COURT ORDERS AND DECLARES** that the Supplemental Report to the First Report dated April 24, 2019 and the conduct and activities of the Receiver set out therein be and are hereby approved.
4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period ended May 31, 2019 as set out in the Third Report be and are hereby approved.
5. **THIS COURT ORDERS** that the Receiver's statement of receipts and disbursements as of July 12, 2019 as set out in the Third Report, be and are hereby approved.
6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's counsel, Paliare Roland Rosenberg Rothstein LLP, for the period ended April 30, 2019, as set out in the Third Report, be and are hereby approved.
7. **THIS COURT ORDERS** that the fees and disbursements of Torkin Manes LLP incurred in respect of the closings of the sales of the Etobicoke Property, the Burlington

Property, the Port Colborne Property and the Port Elgin Property, as set out in the Third Report, be and are hereby approved.

8. **THIS COURT ORDERS** that the Receiver is authorized to release the holdback of \$254,948.40 held from the proceeds of sale of the Burlington Property and to distribute these funds to BMO.



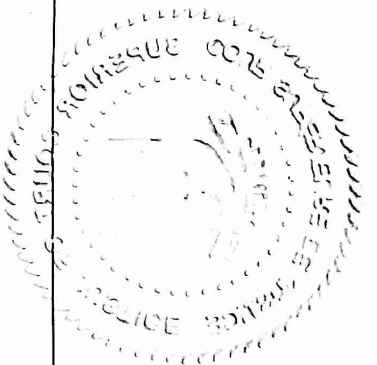
Courtesy J.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:
JUL 31 2019

PER / PAR: *a*

BANK OF MONTREAL

Applicant



-and-

Court File No. CV-18-00602537-00CL
2495087 ONTARIO INC. et al.

Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

ORDER

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP
155 Wellington Street West
35th Floor
Toronto, ON M5V 3H1
Tel: 416.646.4300
Fax: 416.646.4301

Jeffrey Larry (LSO# 44608D)
Tel: 416.646.4330
jeff.larry@paliareroland.com

Elizabeth Rathbone (LSO# 70331U)
Tel: 416.646.7488
elizabeth.rathbone@paliareroland.com

Lawyers for the Receiver



COUNSEL SLIP

COURT FILE NO CV-18-602537-00CL DATE: July 29/2019

BANK OF MONTREAL
vs.

No. ON LIST 4

TITLE OF
PROCEEDING

2495087 ONTARIO INC.

COUNSEL FOR:

Phone & Fax No

Plaintiff (s)

Applicant (s)

Petitioner (s)

S. Thom (Bank of Montreal)

T: 416-777-5197 F: 416-863-6305

sthom@torckinmanes.com

COUNSEL FOR:

Phone & Fax No

Defendant (s)

Respondent (s)

Jeffrey Lamy

+ 416 646 4330

for RSM Canada,

f 416 646 4301

the Receiver

e jeff.lamy@paliaresolend.com

July 29/19

OTG as signed by me, approving R's 3rd report, fees, etc. SDM, the lien claimant, has now confirmed that it is not opposing distribution of the hold back to BMO or ~~the~~ BMO's priority over the lien.

Conway J.

TAB O

Court File No. CV-18-00602537-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO LTD., 1496765 ONTARIO LTD. and
SUNSHINE PROPANE INC.

Respondents

FOURTH REPORT OF THE RECEIVER

September 13, 2019

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I. INTRODUCTION

1. By Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated August 29, 2018 (the “**Appointment Order**”), RSM Canada Limited was appointed receiver and manager (the “**Receiver**”), without security, of all of the assets, undertakings and properties of 1496765 Ontario Ltd. (“**1496765 (Etobicoke)**”), 1651033 Ontario Ltd. (“**1651033 (Burlington)**”), 1527020 Ontario Inc. (“**1527020 (Port Colborne)**”), 2495087 Ontario Inc. (“**2495087 (Port Elgin)**”), 2496800 Ontario Inc. (“**2496800 (Goderich)**”), and Sunshine Propane Inc. (“**Sunshine**”) (collectively the “**Debtors**” or the “**Companies**”) acquired for, or used in relation to the businesses carried on by the Debtors, including all proceeds thereof (the “**Property**”). A copy of the Appointment Order is attached to this report as Appendix “**A**”.
2. On February 13, 2019, the Receiver brought a motion, returnable on February 21, 2019, for the purpose of, *inter alia*:
 - (a) seeking approval of the sale of the Etobicoke Property (defined below), the Burlington Property (defined below) and the Port Colborne Property (defined below); and
 - (b) seeking the Court’s authorization of certain payments including an interim distribution.

A copy of the Receiver’s first report to the Court dated February 13, 2019 (the “**First Report**”) in support of the Receiver’s motion is attached hereto, without appendices, as Appendix “**B**”.

3. On February 21, 2019, the Debtors attended at the motion hearing to oppose the Receiver's sale of the Etobicoke Property, the Burlington Property and the Port Colborne Property and to seek an adjournment of the motion in order to allow them to prepare a response. A copy of the Endorsement of Justice McEwen adjourning the motion to March 4, 2019 (the "**February 21 Endorsement**") is attached hereto as Appendix "**C**".
4. On March 4, 2019, the Receiver's motion was heard and Justice Chiappetta:
 - (a) granted Approval and Vesting Orders in respect of each of the Etobicoke Property, the Burlington Property and the Port Colborne Property; and
 - (b) granted a Distribution Order (the "**March 4 Distribution Order**") authorizing the Receiver to make certain payments as contemplated in the First Report, to make an interim distribution to Bank of Montreal ("**BMO**") on account of its outstanding indebtedness and authorizing various ancillary relief. A copy of the March 4 Distribution Order is attached hereto as Appendix "**D**".
5. A copy of Justice Chiappetta's Endorsement made on March 4, 2019 (the "**March 4 Endorsement**") is attached hereto as Appendix "**E**".
6. On March 21, 2019, Justice Hainey issued an order amending the Approval and Vesting Order of March 4, 2019 in respect of the Burlington Property (the "**March 21 Order**") to add Instrument No. HR1589610 to Schedule C listing the claims to be deleted and expunged from title to that property. A copy of the March 21 Order is attached hereto as Appendix "**F**".
7. On April 1, 2019, the Receiver brought a motion, returnable on April 12, 2019, for the purpose of, *inter alia*, seeking:

- (a) approval of the sale of the Port Elgin Property (defined below), including the approval to terminate a lease in respect of the Port Elgin Property between 2495087 Ontario Inc. and Naveed Amin, operating as “Shawarma King”, dated July 27, 2018 (the “**Shawarma King Lease**”);
- (b) the Court’s authorization to destroy certain documents; and
- (c) the Court’s authorization of certain payments including an interim distribution.

A copy of the Receiver’s second report to the Court dated March 29, 2019 (the “**Second Report**”) in support of the Receiver’s motion is attached hereto, without appendices, as Appendix “G”.

8. On April 12, 2019, the Receiver’s motion was heard and Justice Chiappetta:
 - (a) granted an Approval and Vesting Order (the “**Port Elgin Approval and Vesting Order**”) in respect of the Port Elgin Property, a copy of which is attached hereto as Appendix “H”; and
 - (b) granted an Order (the “**Second Report Order**”) authorizing (i) the Receiver to make certain payments as contemplated in the Second Report, (ii) the Receiver to destroy certain records, (iii) the Receiver to terminate the Shawarma King Lease; (iv) the Receiver to make an interim distribution to BMO on account of its outstanding indebtedness and (v) various ancillary relief. A copy of the Second Report Order is attached hereto as Appendix “I”.
9. On April 12, 2019, Justice Chiappetta issued an Amended Distribution Order (“the “**Amended March 4 Distribution Order**”) to clarify in Paragraph 8 of the

- March 4 Distribution Order the amount the Receiver was authorized to pay to BMO from the sale of the Burlington Property. A copy of the Amended March 4 Distribution Order is attached hereto as Appendix "J".
10. On April 24, 2019, the Receiver brought a motion, returnable on April 25, 2019, for the purpose of seeking certain amendments to the March 4, 2019 Order in order to accommodate the Port Colborne Purchaser's request that, for the purpose of completing the sale of the Port Colborne Property, title to the Port Colborne Property be conveyed to 2684697 Ontario Inc. (the "**Substituted Port Colborne Purchaser**"), and not the Port Colborne Purchaser, on closing. A copy of the Receiver's Supplemental Report to the First Report of the Receiver to the Court dated April 24, 2019 (the "**Supplemental Report to the First Report**") in support of the Receiver's motion is attached hereto, without appendices, as Appendix "K".
11. On April 25, 2019, Justice Hainey issued an Order amending the Approval and Vesting Order dated March 4, 2019 in respect of the sale of the Port Colborne Property (the "**Port Colborne Amended Approval and Vesting Order**") to provide for the conveyance of the Port Colborne Property to the Substituted Port Colborne Purchaser. A copy of the Port Colborne Amended Approval and Vesting Order and the Endorsement of Justice Hainey made April 25, 2019, are attached hereto as Appendix "L".
12. On July 23, 2019, the Receiver brought a motion, returnable on July 29, 2019, for the purpose of, *inter alia*, seeking an order authorizing the Receiver to release the holdback of \$254,948.40 held from the proceeds of sale of the Burlington

Property and to distribute those funds to BMO. A copy of the Receiver's Third Report in support of the Receiver's motion is attached hereto, without appendices, as Appendix "M".

13. On July 29, 2019, Justice Conway made an order the ("**July 29 Order**"), *inter alia*, authorizing the Receiver to release the holdback of \$254,948.40 and distribute those funds to BMO. A copy of the July 29 Order and Endorsement of Justice Conway made July 29, 2019, are attached hereto as Appendix "N".
14. The Orders made by the Court and the reports of the Receiver referred to in this report, together with related Court documents, have been posted on the Receiver's website which can be found at rsmcanada.com/2495087-ontario-et-al.

Purpose of Fourth Report

15. The purpose of this fourth report of the Receiver (the "**Fourth Report**") is to:
 - (a) report to the Court on the activities of the Receiver since the date of the Third Report to September 4, 2019;
 - (b) report to the Court on the results of the sales process for the Goderich Property;
 - (c) provide the Court with a summary of the Receiver's cash receipts and disbursements for the period August 29, 2018 to August 31, 2019; and
 - (d) seek Orders:
 - i) authorizing and directing the Receiver to enter into and carry out the terms of the Goderich APS (as defined below), together with any further amendments thereto deemed necessary by the Receiver in its sole

opinion, and vesting title to the Goderich Property in the Goderich Purchaser (each as defined below), or as it may further direct in writing, free and clear of claims and encumbrances, upon closing of the transaction under the Goderich APS and the delivery of a Receiver's certificate to the Goderich Purchaser;

- ii) sealing Confidential Appendix "R" to the Fourth Report until the closing of the sale of the Goderich Property;
- iii) approving the Goderich Interim Distribution (as defined below);
- iv) authorizing the Receiver to destroy the Port Colborne Records;
- v) approving the Fourth Report and the Receiver's conduct and activities to September 4, 2019;
- vi) approving the fees and disbursements of the Receiver incurred from June 1, 2019 to July 31, 2019, including the fees and disbursements of the Receiver in respect of Sunshine Propane Inc. that are for the period March 1, 2019 to July 31, 2019; and
- vii) approving the fees and disbursements of Paliare Roland Rosenberg Rothstein LLP ("**Paliare**") incurred from May 1, 2019 to July 31, 2019.

Terms of Reference

16. In preparing the Fourth Report and making the comments herein, the Receiver has relied upon information from third-party sources (collectively, the "**Information**"). Certain of the information contained in the Fourth Report may refer to, or is based on, the Information. As the Information has been provided by other parties, or obtained from documents filed with the Court in this matter,

the Receiver has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Receiver has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards pursuant to the CPA Canada Handbook and, accordingly, the Receiver expresses no opinion or other form of assurance in respect of the Information.

17. Defined terms in the Fourth Report have, unless indicated otherwise herein, the same meanings as set out in the First Report, the Supplemental Report to the First Report, the Second Report and the Third Report.
18. Unless otherwise stated, all dollar amounts contained in the Fourth Report are expressed in Canadian dollars.
19. As set out in the First Report, the Receiver is not in possession of any recent financial information of the Debtors. Accordingly, the Receiver is administering the receiverships of the Debtors on the assumption that the only assets of the Debtors are the Etobicoke Property, the Burlington Property, the Port Colborne Property, the Port Elgin Property and the Goderich Property (collectively, the **"Properties"**), cash on hand and miscellaneous chattels.

II. BACKGROUND

The Parties

Bank of Montreal

20. This section provides a condensed summary of the parties primarily involved in this proceeding. Additional information in respect of the parties, as well as to the

background information relating to the Receiver's appointment, can be found in Paragraphs 9 to 32 of the First Report.

21. BMO is the Applicant in these proceedings and is the primary secured creditor of each of the Companies. As of July 27, 2018, the Debtors were indebted to BMO in the aggregate amount of \$9,992,297.94.
22. The security held by BMO consists of mortgages over the Properties, as well as security agreements over the other assets of the Companies. Certain Debtors have guaranteed certain other Debtors' indebtedness to BMO.

1496765 (Etobicoke)

23. 1496765 (Etobicoke) is an Ontario Corporation that as of the date of the Receiver's appointment, held legal and beneficial title to a 0.4 acre real property municipally known as 5462 Dundas Street West, Etobicoke, Ontario (the "**Etobicoke Property**"). As at the date of the Appointment Order, 1496765 (Etobicoke) operated an automatic car wash and auto detailing business at the Etobicoke Property. A propane refill centre was also located at the Etobicoke Property.
24. The Etobicoke Property, with the exception of the propane refill centre, has been sold by the Receiver.

1651033 (Burlington)

25. 1651033 (Burlington) is an Ontario Corporation that as of the date of the Receiver's appointment, held legal and beneficial title to a 1.2 acre real property municipally known as 5223 Dundas Street, Burlington, Ontario (the "**Burlington Property**"), on which was located a car wash. As at the date of the Appointment

Order, the renovations to the Burlington Property had not been completed and the car wash was not in operation.

26. The Burlington Property has been sold by the Receiver.

1527020 (Port Colborne)

27. 1527020 (Port Colborne) is an Ontario Corporation that as of the date of the Receiver's appointment, held legal and beneficial title to a 1.9 acre real property municipally known as 633 Main Street West, Port Colborne, Ontario (the "**Port Colborne Property**") from which, as at the date of the Appointment Order, 1527020 (Port Colborne) operated a self-service and automatic car wash.

28. The Port Colborne Property has been sold by the Receiver.

2495087 (Port Elgin)

29. 2495087 (Port Elgin) is an Ontario Corporation that as of the date of the Receiver's appointment, held title to the real property municipally known as 591 and 595 Goderich Street, Port Elgin, Ontario (the "**Port Elgin Property**"). As at the date of the Appointment Order, located on the Port Elgin Property were a self-serve gas bar, a commercial building consisting of a convenience store, retail store and residential apartment, and a Tim Horton's restaurant.

30. The Port Elgin Property has been sold by the Receiver.

2496800 (Goderich)

31. 2496800 (Goderich) is an Ontario Corporation that holds legal and beneficial title to a 0.5 acre real property municipally known as 274 Bayfield Road, Goderich, Ontario (the "**Goderich Property**"). As at the date of the Appointment Order, located on the Goderich Property were a self-serve gas bar, an ExpressMart

convenience store and an automatic car wash. 2496800 (Goderich) operated the gas station, the convenience store and the car wash.

32. The Receiver has entered into an agreement of purchase and sale for the Goderich Property and is seeking the Court's approval of the Goderich APS.

Sunshine

33. Sunshine is an Ontario Corporation incorporated on January 28, 2010.
34. The head office and mailing address for Sunshine is registered as 5462 Dundas St. West, which is the same address as that of 1496765 (Etobicoke), being the Etobicoke Property. Upon its appointment, the Receiver thought that Sunshine's operations consisted of the propane refill business. However, based on the Receiver's enquiry, the Ontario Fuels Safety License for the propane business is issued to Sam Propane Inc., and not to Sunshine.

Relationship between Respondent Parties

35. The Respondents are independent from each other, but appear connected or otherwise related and/or owned by members of the same extended family.

III. RELEASE OF HOLDBACK

36. Further to the July 29 Order, the holdback of \$254,948.40 from the proceeds of sale of the Burlington Property, that was the subject of the Amended March 4 Distribution Order, was released and the funds were distributed to BMO on July 29, 2019.

IV. BOOKS AND RECORDS

37. The Receiver is in possession of corporate records for Young Bros. Garage Limited ("**Young Bros**") dated 1967 to 2006 and for 1515477 Ontario Inc. ("**1515477**") dated 2002 that were located at the Port Colborne Property. The 1515477 and Young Bros records are collectively referred to as the "**Port Colborne Records**".
38. The Receiver understands that 1515477 and Young Bros amalgamated in 2002 and that the amalgamated company which operated under the name Young Bros changed its name in 2008 to 1527020 Ontario Inc.
39. The Receiver intends to destroy the Port Colborne Records and requests the Court's authority to do so.

V. SALE OF THE GODERICH PROPERTY

40. On July 5, 2019, an offer was received from Anil Ahluwalia In Trust (the "**Goderich Purchaser**") for the Goderich Property. The agreement of purchase and sale was fully executed and accepted on July 31, 2019 (the "**Goderich APS**").
41. The Goderich APS was subject to a 30-day conditional period, which was due to expire on August 30, 2019.
42. On August 29, 2019, the Goderich Purchaser waived its condition.

VI. THE GODERICH APS

43. Salient terms of the Goderich APS include (all capitalized terms in this section not defined in the Goderich APS are as otherwise defined in the Fourth Report):
- (a) the purchased assets include the Goderich Property;
 - (b) a deposit of 10% of the Purchase Price has been received from the purchaser;
 - (c) the offer is firm as the Purchaser has waived the Purchaser's Condition;
 - (d) the Goderich APS is conditional on court approval and the issuance of an order vesting title to the purchased assets in the purchaser free and clear of claims and encumbrances, other than those specifically itemized in the Goderich APS;
 - (e) the purchaser is buying the Property on an "as is, where is" basis; and
 - (f) closing of the sale provided for in the Goderich APS is scheduled to occur on the tenth Business Day following the date on which the Vesting Order is granted, or such other date as agreed between the purchaser and the Receiver.
44. A copy of the Goderich APS, including information relating to the Receiver's marketing efforts, is attached to this report at Confidential Appendix "R".

VII. APPROVAL OF THE SALE

45. The Receiver believes that the marketing process undertaken by the Receiver was appropriate for the type of property in question, and provided sufficient market exposure to the Goderich Property for the following reasons:

-
- (a) notice of the sale of the Properties was sent to more than 1,200 parties;
 - (b) the Goderich Property was listed for sale on MLS, Avison's website and Loopnet; and
 - (c) the Goderich Property was exposed to the market for a period of seven months.
46. The terms of the Goderich APS are acceptable to BMO.
47. The Receiver therefore recommends the approval of the Goderich APS by this Honourable Court.
48. The Receiver believes that details of the Goderich APS and information relating to the Receiver's marketing efforts should be kept confidential until the closing of the transaction. The Receiver is of the view that public disclosure thereof would have a negative impact on the future marketing of the Goderich Property should the transaction not be approved or completed.
49. The Receiver therefore respectfully requests that Confidential Appendix "R" be sealed until after the closing of the sale of the Goderich Property.

VIII. RECEIVER'S INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

50. Attached to this report as Appendix "O" is the Receiver's Interim Statement of Receipts and Disbursements for the period August 29, 2018 to August 31, 2019 (the "R&D"). The R&D sets out the Receiver's receipts and disbursements for each of the Debtors, as well as on a combined basis.

51. On a summary combined basis, total receipts were \$10,313,236 and total disbursements were \$2,273,609 resulting in a net cash balance of \$8,039,626 prior to distributions to BMO, as follows:

Company Name	Cash Receipts	Cash Disbursements	Excess of Receipts over Disbursements	Payments to Secured Creditor	Net Funds on Hand
1496765 (Etobicoke)	\$ 3,811,676	\$ (699,986)	\$ 3,111,690	\$ (2,202,185)	\$ 909,505
1651033 (Burlington)	\$ 2,590,515	\$ (473,202)	\$ 2,117,313	\$ (2,054,948)	\$ 62,364
1527020 (Port Colborne)	\$ 980,350	\$ (366,685)	\$ 613,665	\$ (540,000)	\$ 73,665
2495087 (Port Elgin)	\$ 2,625,739	\$ (512,689)	\$ 2,113,049	\$ (2,050,000)	\$ 63,049
2496800 (Goderich)	\$ 298,661	\$ (214,912)	\$ 83,749	\$ -	\$ 83,749
Sunshine	\$ 6,296	\$ (6,135)	\$ 161	\$ -	\$ 161
Total	\$ 10,313,236	\$ (2,273,609)	\$ 8,039,626	\$ (6,847,133)	\$ 1,192,493

IX. PROPOSED INTERIM DISTRIBUTION

52. Upon the closing of the sale of the Goderich Property and receipt by the Receiver of the net sales proceeds therefrom, the Receiver proposes to make the following payments from the net proceeds, after payment of the property taxes and commission payable to Avison (the “**Goderich Interim Distribution**”):
- (a) to BMO, the advances totaling \$99,000 under Receiver Certificates # 5 and 13, plus accrued interest;
 - (b) to 1496765 (Etobicoke), the advances totaling \$195,000 that the Receiver transferred on March 20, 2019 from the Receiver’s trust account in respect of 1496765 (Etobicoke) to the Receiver’s bank account in respect of 2496800 (Goderich), to fund disbursements incurred by 2496800 (Goderich) during the receivership; and

- (c) to BMO, an amount not exceeding the outstanding indebtedness of 2496800 (Goderich) to BMO secured by BMO's first mortgage over the Goderich Property.

X. PROFESSIONAL FEES

53. The Receiver's accounts total \$19,055.50 in fees plus HST of \$2,477.24 for a total amount of \$21,532.74 for the period June 1, 2019 to July 31, 2019, including the fees and disbursements of the Receiver in respect of Sunshine Propane Inc. that are for the period March 1, 2019 to July 31, 2019 (the "**Receiver's Accounts**"). A copy of the Receiver's Accounts, together with a summary of the accounts, the total billable hours charged per the accounts, and the average hourly rate charged per the accounts, is set out in the Affidavit of Daniel Weisz sworn September 12, 2019 attached to this report as Appendix "**P**".
54. The accounts of the Receiver's counsel, Paliare, total \$7,910.85 in fees and disbursements and \$986.82 in HST for a total of \$8,897.67 for the period May 1, 2019 to July 31, 2019 (the "**Paliare Roland Accounts**"). A copy of the Paliare Roland Accounts, together with a summary of the personnel, hours and hourly rates described in the Paliare Roland Accounts, is set out in the Affidavit of Sarita Sanasie sworn September 12, 2019 attached to this report as Appendix "**Q**".
55. The Receiver is seeking approval of the Receiver's Accounts and the Paliare Roland Accounts.

XI. CONCLUSION AND REQUEST OF THE COURT

56. The Receiver respectfully requests that the Court grant orders:

- (a) authorizing and directing the Receiver to enter into and carry out the terms of the Goderich APS, together with any further amendments thereto deemed necessary by the Receiver in its sole opinion, and vesting title to the Goderich Property in the Goderich Purchaser, or as the Goderich Purchaser may further direct in writing, free and clear of claims and encumbrances, upon closing of the transaction under the Goderich APS and the delivery of a Receiver's certificate to the Goderich Purchaser;
- (b) sealing Confidential Appendix "R" to the Fourth Report until the closing of the sale of the Goderich Property;
- (c) authorizing the Receiver to destroy the Port Colborne Records;
- (d) approving the Goderich Interim Distribution;
- (e) approving the Fourth Report and the Receiver's conduct and activities to September 4, 2019;
- (f) approving the fees and disbursements of the Receiver incurred from June 1, 2019 to July 31, 2019 including the fees and disbursements of the Receiver in respect of Sunshine Propane Inc. that are for the period March 1, 2019 to July 31, 2019; and
- (g) approving the fees and disbursements of Paliare incurred from May 1, 2019 to July 31, 2019.

All of which is respectfully submitted to this Court as of this 13th day of September, 2019.

RSM CANADA LIMITED

In its capacity as Court Appointed Receiver and Manager of
1496765 Ontario Ltd., 1651033 Ontario Ltd., 1527020 Ontario Inc.,
2495087 Ontario Inc., 2496800 Ontario Inc., and Sunshine Propane Inc.
and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CFF, CIRP, LIT
Senior Vice President

TAB P

Court File No: CV-18-00602537-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE

JUSTICE

HANEY

)
)
)WEDNESDAY, THE 25TH DAY OF

SEPTEMBER, 2019



BANK OF MONTREAL

Applicant

- and -

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO ~~INC~~LTD., 1496765 ONTARIO ~~INC~~ LTD. and
SUNSHINE PROPANE INC.

Respondents

APPLICATION UNDER s. 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c-B-3,
s. 101 of the *Courts of Justice Act*, R.S.O. 1990, c.C-43, and
Rules 14.05(2), (3) (d), (g) and (h) of the *Rules of Civil Procedure*

ORDER

THIS MOTION, made by **RSM Canada Limited** in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of all of the assets, undertakings and properties of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. (the "**Debtors**"), for an order authorizing the Receiver to, among other things, authorize and direct the Receiver to enter into and carry out an agreement of purchase and sale for the Goderich Property,

as defined and described further in the Fourth Report of the Receiver dated September 13, 2019 (the "**Fourth Report**"), was heard this day at Toronto, Ontario.

ON READING the Fourth Report and the Confidential Appendices attached thereto, and on hearing the submissions of counsel for the Receiver and the Applicants, and no one else appearing, although properly served as appears from the affidavit of Michelle Jackson sworn September 16, 2019, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS AND DECLARES** that the Fourth Report and the conduct and activities of the Receiver to September 4, 2019 set out therein be and are hereby approved.
3. **THIS COURT ORDERS** that Confidential Appendix "R" to the Fourth Report be sealed until the closing of the sale of the Goderich Property.
4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period June 1, 2019 to July 31, 2019, including the fees and disbursements of the Receiver in respect of Sunshine Propane Inc. for the period March 1, 2019 to July 31, 2019, as set out in the Fourth Report be and are hereby approved.
5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's counsel for the period May 1, 2019 to July 31, 2019 as set out in the Fourth Report be and are hereby approved.
6. **THIS COURT ORDERS** that the Receiver's statement of receipts and disbursements as of August 31, 2019 as set out in the Fourth Report be and is hereby approved.
7. **THIS COURT ORDERS** that the Receiver is authorized to destroy the corporate records in its possession dated 1967 to 2006 for Young Bros. Garage Limited and dated

2002 for 1515477 Ontario Inc. that were located at the property municipally known as 633 Main Street West, Port Colborne, Ontario.

8. **THIS COURT ORDERS** that the Receiver is authorized to pay from the proceeds of sale of the Goderich Property, after payments of the property taxes and commissions payable to Avison Young in respect of the sale of the Goderich Property, the following (subject to such hold backs as the Receiver determines, in its sole discretion, are appropriate):

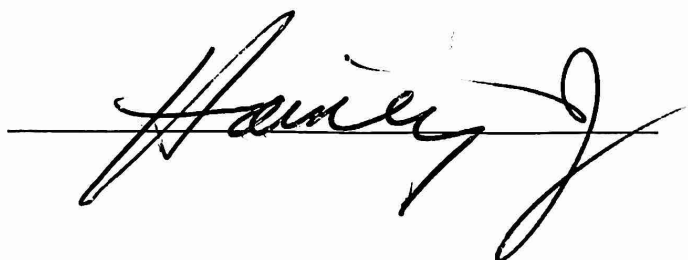
- (a) to BMO, the advances totaling \$99,000 under Receiver Certificates nos. 5 and 13 plus accrued interest;
- (b) to 1496765 Ontario Ltd., the advances totalling \$195,000 received from 1496765 (Etobicoke) to fund disbursements incurred in respect of 2496800 (Goderich) during the receivership; and
- (c) to BMO, an amount not exceeding the outstanding indebtedness of 2496800 Ontario Inc. to BMO secured by BMO's first mortgage over the Goderich Property.

9. **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.

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LE / DANS LE REGISTRE NO:

SEP 26 2019

PER / PAR: RW

A handwritten signature in black ink, appearing to read 'Hamer', is written over a horizontal line.

BANK OF MONTREAL

Applicant

-and-

Court File No. CV-18-00602537-00CL
2495087 ONTARIO INC. et al.

Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
PROCEEDING COMMENCED AT
TORONTO

ORDER

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP
155 Wellington Street West
35th Floor
Toronto, ON M5V 3H1
Tel: 416.646.4300
Fax: 416.646.4301

Jeffrey Larry (LSO# 44608D)
Tel: 416.646.4330
jeff.larry@paliareroland.com

Elizabeth Rathbone (LSO# 70331U)
Tel: 416.646.7488
elizabeth.rathbone@paliareroland.com

Lawyers for the Receiver

TAB Q

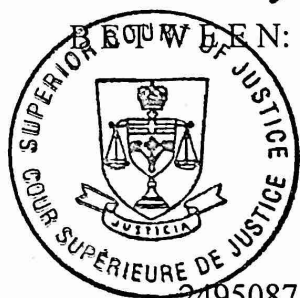
Court File No. CV-18-00602537-00CL

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

THE HONOURABLE
JUSTICE

HAINES

WEDNESDAY, THE 25TH DAY
OF SEPTEMBER, 2019



BETWEEN:

BANK OF MONTREAL

Applicant

-and-

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO INC. LTD., 1496765 ONTARIO INC. LTD. and
SUNSHINE PROPANE INC.

Respondents

APPLICATION UNDER s. 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c-B-3,
s.101 of the *Courts of Justice Act*, R.S.O. 1990, c.C-43, and
Rules 14.05(2), (3) (d), (g) and (h) of the *Rules of Civil Procedure*

APPROVAL AND VESTING ORDER

THIS MOTION, made by RSM Canada Limited in its capacity as the Court-appointed receiver and manager (the "**Receiver**") of all of the assets, undertakings and properties of 2496800 Ontario Inc. ("**2496800**"), including all proceeds thereof (collectively, the "**Property**") for an order approving the sale transaction (the "**Transaction**") contemplated by an Agreement of Purchase and Sale made as of July 31, 2019 and Amendment of Agreement of Purchase and Sale dated September 17, 2019 (collectively, the "**Sale Agreement**") between the Receiver and Anil Ahluwalia In Trust (Company to be Incorporated) and 2715620 Ontario Inc. and vesting 2496800's right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**") in 2715620 Ontario Inc. (hereinafter referred to as the "**Purchaser**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list,

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and that the Sale Agreement is commercially reasonable and in the best interests of 2496800 and its stakeholders. The execution of the Sale Agreement by the Receiver is hereby authorized and approved, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "**Receiver's Certificate**"), all of the Receiver's and all of 2496800's right, title and interest in and to the Purchased Assets described in the Sale Agreement and listed on Schedule B hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice **Hainey** dated **August 29, 2018**; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.
3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of Huron (**#22**) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule B hereto (the "**Real Property**") in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule C hereto.

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

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

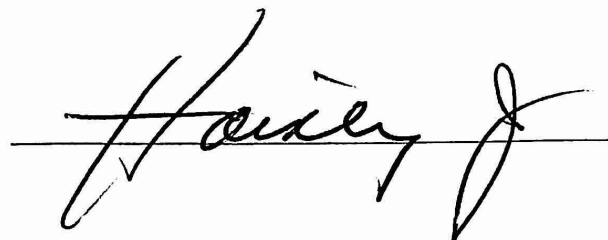
6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of 2496800 and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of 2496800;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of 2496800 and shall not be void or voidable by creditors of 2496800, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

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

Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

A handwritten signature in cursive script, appearing to read "Huxley J.", written over a horizontal line.

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

SEP 26 2019

PER / PAR: RW

Schedule A – Form of Receiver's Certificate

Court File No. CV-18-00602537-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N:

BANK OF MONTREAL

Applicant

-and-

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
 1651033 ONTARIO INC. LTD., 1496765 ONTARIO INC. LTD. and
 SUNSHINE PROPANE INC.

Respondents

APPLICATION UNDER s. 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c-B-3,
 s.101 of the *Courts of Justice Act*, R.S.O. 1990, c.C-43, and
 Rules 14.05(2), (3) (d), (g) and (h) of the *Rules of Civil Procedure*

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Hainey of the Ontario Superior Court of Justice (the "**Court**") dated August 29, 2018, RSM Canada Limited was appointed as the receiver and manager (the "**Receiver**") of all of the assets, undertakings and properties of 2496800 Ontario Inc. ("**2496800**"), including all proceeds thereof (collectively, the "**Property**").

B. Pursuant to an Order of the Court dated September 25, 2019 (the "**Vesting Order**"), the Court approved the sale transaction (the "**Transaction**") contemplated by an Agreement of Purchase and Sale made as of July 31, 2019 and Amendment of Agreement of Purchase and Sale dated September 17, 2019 (collectively, the "**Sale Agreement**") between the Receiver and Anil Ahluwalia In Trust (Company to be Incorporated) and 2715620 Ontario Inc. and vesting 2496800's right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**") in 2715620 Ontario Inc. (hereinafter referred to as the "**Purchaser**"), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the

Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in section 16 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Date of Closing pursuant to the Sale Agreement;
2. The conditions to Closing as set out in section 16 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser;
3. The Transaction has been completed to the satisfaction of the Receiver; and
4. This Certificate was delivered by the Receiver at [TIME] on ► [DATE].

**RSM Canada Limited, solely in its capacity as
Court-appointed Receiver and Manager of 2496800
Ontario Inc. and not in its personal or corporate
capacity and without personal or corporate liability**

Per: _____

Name: ►

Title: ►

Schedule B – Purchased Assets

All of the Receiver's (if any) and 2496800's right, title and interest in and to the Property and the Building (as defined in the Sale Agreement) including, without limitation, the following real property:

MUNICIPAL ADDRESS: 274 Bayfield Road, Town of Goderich, ON

LEGAL DESCRIPTION: PT LT 8 CON C GODERICH AS IN R238350; TOWN OF GODERICH

PIN: 41142-0029 (LT)

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

The following Instruments are to be discharged upon registration of the Vesting Order:

1. Instrument No. HC120626 registered on December 19, 2016, being a Charge in favour of Bank of Montreal in the principal amount of \$1,825,000.00.
2. Instrument No. HC120627 registered on December 19, 2016, being a Notice of Assignment of Rents (General) in favour of Bank of Montreal.
3. Instrument No. HC120631 registered on December 19, 2016 being a Postponement by CST Canada Co. in favour of Bank of Montreal.
4. HC119843 2016/11/16 NOTICE OF LEASE CST CANADA CO.
5. HC126905 2017/09/27 APL CH NAME INST CST CANADA CO. CST CANADA INC. RE HC119843.
6. HC126906 2017/09/27 APL CH NAME INST CST CANADA INC. COUCHE-TARD INC. RE HC119843.
7. HC126946 2017/09/28 NO ASSG LESSEE INT COUCHE-TARD INC. PARKLAND FUEL CORPORATION.

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

(unaffected by the Vesting Order)

Permitted Encumbrances with respect to the Property (as defined in the Sales Agreement) means:

1. The exceptions and qualifications set out in the *Land Titles Act* (Ontario) and/or on the parcel register for the Property;
2. The reservations, limitations, provisos and conditions expressed in the original grant from the Crown;
3. Any registered or unregistered easements, servitudes, rights-of-way, licences, restrictions that run with the land and other encumbrances and/or agreements with respect thereto (including, without limiting the generality of the foregoing, easements, rights-of-way and agreements for sewers, drains, gas and water mains or electric light and power or telephone, telecommunications or cable conduits, poles, wires and cables);
4. Inchoate liens for taxes, assessments, public utility charges, governmental charges or levies not at the time due or liens for same which are due but the validity of which are being contested in good faith by the Vendor provided that the Vendor has provided security which in the opinion of the Vendor, acting reasonably, is necessary to avoid any lien, charge or encumbrance arising with respect thereto;
5. Any encroachments, minor defects or irregularities indicated on any survey of the Property or which may be disclosed on an up-to-date survey of the Property;
6. Zoning (including, without limitation, airport zoning regulations), use and building by-laws and ordinances, federal, provincial or municipal by-laws and regulations, work orders, deficiency notices and any other noncompliance;
7. Any breaches of any applicable laws, including, without limitation, outstanding building permits, work orders and deficiency notices;
8. Any subdivision agreements, site plan agreements, development agreements and any other agreements with the municipality, region, publicly regulated utilities or other governmental authorities having jurisdiction;
9. Defects or irregularities in title to the Property;

- 6 -

10. The following instruments registered on title to the Property:
- i. Instrument No. R44303 registered on 1960/11/17 being a Bylaw.
 - ii. Instrument No. R240616 registered on 1988/03/04 being an Agreement with the Town of Goderich.

BANK OF MONTREAL

Applicant

-and-

Court File No. CV-18-00602537-00CL
2495087 ONTARIO INC. et al.

Respondents

ONTARIO**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST****PROCEEDING COMMENCED AT
TORONTO****ORDER****PALIARE ROLAND ROSENBERG ROTHSTEIN LLP**
155 Wellington Street West
35th Floor

Toronto, ON M5V 3H1

Tel: 416.646.4300

Fax: 416.646.4301

Jeffrey Larry (LSO# 44608D)

Tel: 416.646.4330

jeff.larry@paliaeroland.com

Elizabeth Rathbone (LSO# 70331U)

Tel: 416.646.7488

elizabeth.rathbone@paliaeroland.com

Lawyers for the Receiver

TAB R

Court File No. CV-18-00602537-00CL

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

B E T W E E N:

BANK OF MONTREAL

Applicant

-and-

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO INC. LTD., 1496765 ONTARIO INC. LTD. and
SUNSHINE PROPANE INC.

Respondents

APPLICATION UNDER s. 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c-B-3,
s.101 of the *Courts of Justice Act*, R.S.O. 1990, c.C-43, and
Rules 14.05(2), (3) (d), (g) and (h) of the *Rules of Civil Procedure*

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Hainey of the Ontario Superior Court of Justice (the “**Court**”) dated August 29, 2018, RSM Canada Limited was appointed as the receiver and manager (the “**Receiver**”) of all of the assets, undertakings and properties of 2496800 Ontario Inc. (“**2496800**”), including all proceeds thereof (collectively, the “**Property**”).

B. Pursuant to an Order of the Court dated September 25, 2019 (the “**Vesting Order**”), the Court approved the sale transaction (the “**Transaction**”) contemplated by an Agreement of Purchase and Sale made as of July 31, 2019 and Amendment of Agreement of Purchase and Sale dated September 17, 2019 (collectively, the “**Sale Agreement**”) between the Receiver and Anil Ahluwalia In Trust (Company to be Incorporated) and 2715620 Ontario Inc. and vesting 2496800's right, title and interest in and to the assets described in the Sale Agreement (the “**Purchased Assets**”) in 2715620 Ontario Inc. (hereinafter referred to as the “**Purchaser**”), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in section 16 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and

(iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Date of Closing pursuant to the Sale Agreement;
2. The conditions to Closing as set out in section 16 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser;
3. The Transaction has been completed to the satisfaction of the Receiver; and
4. This Certificate was delivered by the Receiver at 1:44pm [TIME] on October 10, 2019 [DATE].

**RSM Canada Limited, solely in its capacity as
Court-appointed Receiver and Manager of
2496800 Ontario Inc. and not in its personal
or corporate capacity and without personal or
corporate liability**

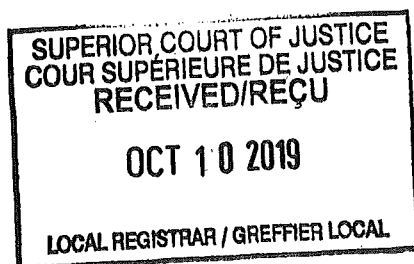
Per: _____

Name: Daniel Weisz

Title: Senior Vice President

I have the authority to bind the corporation

41362.0005/13125458_1



BANK OF MONTREAL
Applicant

-and- 1527020 ONTARIO INC., et al.
Respondents

Court File No. CV-18-00602537-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

RECEIVER'S CERTIFICATE

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 Applicant, Bank of Montreal

RCP-E 4C (May 1, 2016)

TAB S

RSM Canada Limited
Court Appointed Receiver and Manager of
2495087 Ontario Inc. et al
Interim Statement of Receipts and Disbursements
For the period August 29, 2018 to December 15, 2019

	1496765 Ontario Ltd. (Etobicoke)	1651033 Ontario Ltd. (Burlington)	1527020 Ontario Inc. (Port Colb.)	2495087 Ontario Inc. (Port Elgin)	2496800 Ontario Inc. (Goderich)	Sunshine Propane Inc.	Total
Receipts							
Advances from secured lender (1)	\$ 99,000	87,000	99,000	99,000	99,000	-	483,000
Cash on hand & bank	2,596	-	-	172	909	-	3,677
Funding advanced to other companies (2)	-	-	-	-	-	3,576	3,576
HST collected / refund	-	-	38,824	3,030	-	-	41,854
Miscellaneous	18,015	4,198	5,097	2,719	4,547	3,299	37,875
Rent	-	-	-	21,225	-	-	21,225
Sale of property	3,700,000	2,500,000	850,000	2,500,000	1,300,000	-	10,850,000
Total receipts	\$ 3,819,611	2,591,198	992,921	2,626,146	1,404,456	6,875	11,441,207
Disbursements							
Appraisals	\$ 3,800	4,200	3,800	3,800	3,800	-	19,400
Commission on sale of property	185,000	125,000	42,500	125,000	65,000	-	542,500
Deemed trust claims	-	-	-	-	-	3,293	3,293
Funding advanced to other companies (2)	3,576	-	-	-	-	-	3,576
Insurance	7,220	5,381	3,351	4,298	13,172	-	33,422
Legal fees (3)	30,397	31,572	42,872	40,849	22,525	-	168,215
Miscellaneous	1,261	1,378	2,500	638	533	345	6,655
Phase I ESA updates	2,185	2,385	2,585	1,800	2,100	-	11,055
Property management fees	7,747	8,248	9,523	14,577	18,481	-	58,576
Property taxes	11,364	85,426	23,544	29,569	8,830	-	158,734
Receiver's fees (4)	82,686	72,666	77,932	85,692	76,058	2,833	397,867
Repairs and maintenance	3,701	1,529	3,350	11,726	2,242	-	22,547
Repayment of advances (1)	101,426	88,954	101,915	102,010	104,947	-	499,251
Security patrols	13,580	16,060	37,175	37,905	79,470	-	184,190
Snow removal / landscaping	5,680	650	6,355	3,839	6,420	-	22,944
Taking possession	4,926	615	1,685	4,948	4,134	-	16,308
Travel	263	206	691	1,448	503	-	3,111
Utilities - hydro	2,528	429	2,713	6,636	3,128	-	15,433
Utilities - gas	2,476	-	1,987	181	956	-	5,600
Utilities - water	359	1,714	1,945	1,870	-	-	5,888
Waste removal / disposal	-	-	-	508	501	-	1,009
HST/PST paid	45,307	34,803	30,579	42,974	37,631	404	191,698
Total disbursements	\$ 515,481	481,217	397,000	520,269	450,431	6,875	2,371,272
Excess of Receipts over Disbursements	\$ 3,304,130	2,109,981	595,921	2,105,877	954,025	-	9,069,934
Less: Payments to Secured Creditor (5)	(2,202,185)	(2,054,948)	(540,000)	(2,050,000)	(900,000)	-	(7,747,133)
Net funds on hand	\$ 1,101,946	55,032	55,921	55,877	54,025	-	1,322,801

Notes

- (1) The amount of \$483,000 represents funds advanced by Bank of Montreal under Receiver Certificates # 1 to 13. Receiver Certificates # 2, 6 and 9 were repaid, with accrued interest, upon the sale of the Etobicoke Property. Receiver Certificates # 1, 8 and 11 were repaid, with accrued interest, upon the sale of the Burlington Property. Receiver Certificates # 4 and 12 were repaid, with accrued interest, upon the sale of the Port Elgin Property. Receiver Certificates # 3, 7 and 10 were repaid, with accrued interest, upon the sale of the Port Colborne Property. Receiver Certificates # 5 and 13 were repaid, with accrued interest, upon the sale of the Goderich Property.
- (2) Net transfers from the receivership trust account of 1496765 Ontario Ltd. to fund disbursements for the other companies under the receivership.
- (3) Legal fees billed have been allocated equally among the five properties. This amount includes legal fees to November 30, 2019.
- (4) The Receiver's fees are billed to each Debtor for work specific to that Debtor. In addition, where the work performed is on account of two or more Debtors, the fees are tracked on a combined basis and then allocated equally to each of the five properties. This amount includes receiver fees to October 31, 2019.
- (5) Distributions were made to the Bank of Montreal on account of its security over the respective company's assets.

*This Appendix forms part of the Fifth Report of the Receiver dated December 18, 2019
and should only be read in conjunction therewith.*

TAB T

Jeffrey Larry
T 416.646.4330 Asst 416.646.7404
F 416.646.4301
E jeff.larry@paliaroland.com
www.paliaroland.com

File 95326

November 25, 2019

VIA EMAIL

Daniel Weisz
Senior Vice-President
RSM Canada Limited
11 King St. W., Suite 700, Box 27,
Toronto, Ontario, Canada, M5H 4C7

Dear Mr. Weisz:

Re: Receivership of 2495087 Ontario Inc. et al (the "Debtors")

You have asked us in your capacity as court-appointed receiver and manager of the Debtors, to review certain guarantee, security and related documentation relating to 1496765 Ontario Ltd. (the "**Guarantor**")'s obligations to the Bank of Montreal ("**BMO**") arising from the Guarantor's guarantee of the other Debtors' debts to BMO.

This review supplements our security review dated February 12, 2019 (the "**Security Review**"), and attached hereto as Schedule "A". This review is subject to all the assumptions and clarifications set out in the Security Review.

SCOPE OF REVIEW

The scope of our review supplements the Security Review, and is limited to a) those security and related documents listed in Schedule "A" to the Security Review and b) the documents related to the Guarantees (defined below) (collectively, the "**Documents**"). The only searches and inquiries conducted by us are those referred to in the Security Review, the results of which are summarized in Schedule "D" attached thereto (the "**Search Results**").

This report is limited to the laws of the Province of Ontario and the federal laws of Canada applicable therein. We express no opinion with respect to the validity of Documents to the extent such validity is governed by the laws of any other Jurisdiction.

Chris G. Paliare
Ian J. Roland
Ken Rosenberg
Linda R. Rothstein
Richard P. Stephenson
Nick Coleman
Donald K. Eady
Gordon D. Capern
Lily I. Harmer
Andrew Lokan
John Monger
Odette Soriano
Andrew C. Lewis
Megan E. Shortreed
Massimo Starnino
Karen Jones
Robert A. Centa
Nini Jones
Jeffrey Larry
Kristian Borg-Olivier
Emily Lawrence
Tina H. Lie
Jean-Claude Killey
Jodi Martin
Michael Fenrick
Ren Bucholz
Jessica Latimer
Lindsay Scott
Alysha Shore
Denise Cooney
Paul J. Davis
Lauren Pearce
Elizabeth Rathbone
Daniel Rosenbluth
Glynnis Hawe
Emily Home
Hailey Bruckner
Charlotté Calon

COUNSEL

Stephen Goudge, Q.C.

COUNSEL

Ian G. Scott, Q.C., O.C.
(1934 - 2006)

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP

155 WELLINGTON STREET WEST 35TH FLOOR TORONTO ONTARIO M5V 3H1 T 416.646.4300

Real Property Searches

On January 30, 2019, we conducted a search of title to the property owned by the Guarantor at the outset of this receivership at 5462 Dundas St W., Etobicoke, Ontario (the "**Property**").

The parcel register for the Property showed the following registrations as at the date of the search (and prior to the making of the Approval and Vesting Order dated March 4, 2019 (the "**AVO**")); in accordance with paragraph 4 of the AVO, the proceeds of sale of the Property stand in place and stead of the Property for purposes of determining the nature and priority of any claims:

PIN No. 07548-0145 (LT)

1. Charge/Mortgage granted by the Guarantor in favour of BMO, in the original principal sum of \$1,000,000.00, registered on April 2, 2014 as instrument No. AT3551060 (the "**149 Guarantee Mortgage**");
2. Charge/Mortgage granted by the Guarantor in favour of BMO, in the original principal sum of \$2,450,000.00, registered on July 15, 2014 as instrument No. AT3633478 (the "**BMO Mortgage**");
3. Notice of Assignment of Rents General in favour of BMO registered on July 15, 2014 at instrument No. AT3633479;
4. Postponement of the 165 Guarantee Mortgage to the BMO Mortgage granted by BMO in favour of BMO, registered on July 15, 2014 as instrument No. AT3633480; and
5. Charge/Mortgage granted by the Guarantor in favour of 10831824 Canada Inc., in the original principal amount of \$572,000, registered on June 14, 2018 at instrument No. AT4886114.

GUARANTEE REVIEW

Subject to the assumptions and qualifications set out in this letter, we have the following comments on and opinions with respect to the Documents.

The Guarantees

The Guarantor guaranteed the following indebtedness to BMO:

1. 1651033 Ontario Inc.'s indebtedness in the principal amount of \$3,180,000, pursuant to a Guarantee Agreement executed March 24, 2014 (the "**165 Guarantee**");

2. 1527020 Ontario Inc.'s indebtedness in the amount of \$1,550,000, pursuant to a Guarantee Agreement executed October 14, 2016 (the "**152 Guarantee**");
3. 2496800 Ontario Inc.'s, indebtedness in the amount of \$1,850,000, pursuant to a Guarantee Agreement executed November 26, 2016 (the "**2496 Guarantee**");
4. 2495087 Ontario Inc.'s, indebtedness in the amount of \$2,360,000, pursuant to a Guarantee Agreement executed March 8, 2017 (the "**2495 Guarantee**" and, together with the 165 Guarantee, the 152 Guarantee, and the 2496 Guarantee, the "**Guarantees**").

On April 2, 2014, the Guarantor granted BMO the 149 Guarantee Mortgage which secured, pursuant to its terms, all present and future indebtedness of the Guarantor to BMO, including indebtedness arising out of guarantee liabilities. The charge was registered on title on April 2, 2014 as instrument No. AT3551060.

Subsequently, on July 15, 2014, the Guarantor granted BMO the BMO Mortgage which similarly secures, pursuant to its terms, all present and future indebtedness of the Guarantor to BMO, including indebtedness arising out of guarantee liabilities. That same day, BMO registered a postponement of the 149 Guarantee Mortgage to the BMO Mortgage.

In both the 149 Guarantee Mortgage and the BMO Mortgage, "indebtedness" is defined as:

all present and future indebtedness and liability now or hereafter owing by the Mortgagor to the Mortgagee whether direct or indirect, absolute or contingent, or revolving or non-revolving, whether incurred by the Mortgagor alone or together with any other debtor or debtors and whether incurred pursuant to the provisions of the Mortgage or otherwise including all principal, interest, guarantee liabilities, letter of credit indemnity liabilities, bankers' acceptance indemnity liabilities, fees and expenses now or hereafter owing by the Mortgagor to the Mortgagee [emphasis added].

In respect of the charges granted by the Guarantor to BMO:

1. *149 Guarantee Mortgage*. The 149 Guarantee Mortgage grants, by its terms, a fixed charge in second position on the Property in favour of BMO.
2. *BMO Mortgage*. The BMO Mortgage grants, by its terms, a fixed charge in first position on the Property in favour of BMO.

OPINIONS WITH RESPECT TO VALIDITY AND PRIORITY OF SECURITY

In our opinion, based on the assumptions and subject to the qualifications set out herein, the BMO Mortgage is a valid first charge on the Property, and the 149 Guarantee Mortgage is a valid second charge on the Property. Both the 149 Guarantee Mortgage and the BMO Mortgage secure the Guarantor's guarantees to BMO in the amount set out in the respective charges.

This review is provided to you in your capacity as court-appointed receiver of the Debtor pursuant to the order of the Honourable Mr. Justice Hainey dated August 29, 2018. This letter may not be relied on by any other person without our prior written consent.

Please do not hesitate to contact us if you wish to discuss any of the foregoing.

Yours very truly,
PALIARE ROLAND ROSENBERG ROTHSTEIN LLP



Jeffrey Larry
JL:ss
Encl.

Doc 3148131 v1

TAB U

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO LTD., 1496765 ONTARIO LTD. and
SUNSHINE PROPANE INC.

Respondents

AFFIDAVIT OF DANIEL WEISZ
(Sworn December 18, 2019)

I, DANIEL WEISZ, of the City of Vaughan, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a Senior Vice-President of RSM Canada Limited ("**RSM**") and as such I have personal knowledge of the matters to which I hereinafter depose, save and except those matters based upon information and belief, in which case I have stated the source of such facts, all of which I verily believe to be true.

6. I make this affidavit in support of a motion for an Order approving the Receiver's fees and disbursements and for no other or improper purpose.

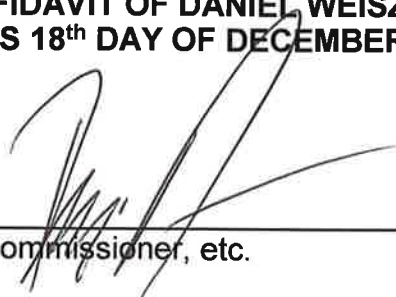
Brian Alan Tannenbaum, a Commissioner, etc.,
 Commissioner for RSM Canada LLP
 and RSM Canada Limited.
 Expires January 5, 2021.

)))))))



DANIEL WEISZ

**THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF DANIEL WEISZ SWORN BEFORE ME
THIS 18th DAY OF DECEMBER, 2019**

A handwritten signature in black ink, appearing to read 'Bryan Allan Tannenbaum', is written over a horizontal line.

A Commissioner, etc.

Bryan Allan Tannenbaum, a Commissioner, etc.,
Province of Ontario, for RSM Canada LLP
and RSM Canada Limited.
Expires January 5, 2021.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
 Court-appointed Receiver and Manager
 of 1496765 Ontario Ltd.
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date November 12, 2019

Client File 7842321-10003

Invoice 11

No. 5832084

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., **1496765 Ontario Ltd. ("149")** and Sunshine Propane Inc. for the period August 1, 2019 to October 31, 2019.

Date	Professional	Description
08/06/2019	Brenda Wong	Review of cheque received from City of Toronto re property tax refund.
08/08/2019	Anne Baptiste	Filing of banking documentation.
08/22/2019	Anne Baptiste	Filing of banking documentation.
09/04/2019	Anne Baptiste	Prepare July bank reconciliation.
09/12/2019	Anne Baptiste	Prepare disbursement cheques.
09/16/2019	Brenda Wong	Arrange for transfer of funds to Sunshine Propane Inc. to fund disbursements.
09/20/2019	Anne Baptiste	Prepare disbursement cheques.
09/27/2019	Anne Baptiste	Prepare August bank reconciliation.
10/03/2019	Anne Baptiste	Filing of banking documentation.
10/04/2019	Brenda Wong	Call from Canada Revenue Agency requesting access to 2018 pre-receivership records of the company in order to conduct a trust exam.
10/09/2019	Anne Baptiste	Prepare disbursement cheques.
10/15/2019	Brenda Wong	Review and respond to letter from D&A Group re amount due to Gore Mutual.
10/17/2019	Anne Baptiste	Prepare disbursement cheques; prepare September bank reconciliation.
10/28/2019	Anne Baptiste	Filing of banking documentation.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

November 12, 2019
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FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Brenda Wong, CIRP, LIT	Senior Manager	0.4	\$395	\$ 158.00
Anne Baptiste	Estate Administrator	1.3	\$110	143.00
Total hours and professional fees		<u>1.7</u>		\$ 301.00
HST @ 13%				39.13
Total payable				\$ 340.13

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
 Court-appointed Receiver and Manager
 of 1651033 Ontario Ltd.
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date November 12, 2019

Client File 7842321-10002

Invoice 11

No. 5832028

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., **1651033 Ontario Ltd.**, 1496765 Ontario Ltd. and Sunshine Propane Inc. for the period August 1, 2019 to October 31, 2019.

Date	Professional	Description
08/08/2019	Anne Baptiste	Filing of banking documentation.
08/16/2019	Anne Baptiste	Prepare disbursement cheques.
08/22/2019	Anne Baptiste	Filing of banking documentation.
09/04/2019	Anne Baptiste	Prepare July bank reconciliation.
09/12/2019	Anne Baptiste	Prepare disbursement cheques.
09/27/2019	Anne Baptiste	Prepare August bank reconciliation.
10/03/2019	Anne Baptiste	Filing of banking documentation.
10/09/2019	Anne Baptiste	Prepare disbursement cheques.
10/17/2019	Anne Baptiste	Prepare disbursement cheques; prepare September bank reconciliation.
10/28/2019	Anne Baptiste	Filing of banking documentation.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

November 12, 2019
Invoice 11
Page 2

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Anne Baptiste	Estate Administrator	1.2	\$110	\$ 132.00
Total hours and professional fees		<u>1.2</u>		\$ 132.00
HST @ 13%				17.16
Total payable				\$ 149.16

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited



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Licensed Insolvency Trustee
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 Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
 Court-appointed Receiver and Manager
 of 1527020 Ontario Inc.
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date November 12, 2019

Client File 7842321-10001

Invoice 11

No. 5831992

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., 2496800 Ontario Inc., **1527020 Ontario Inc.**, 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. for the period August 1, 2019 to October 31, 2019.

Date	Professional	Description
08/08/2019	Anne Baptiste	Filing of banking documentation.
08/16/2019	Anne Baptiste	Prepare disbursement cheques.
08/22/2019	Anne Baptiste	Filing of banking documentation.
08/26/2019	Brenda Wong	Review emails and disbursements re status of outstanding Torkin Manes LLP invoice, prepare cheque requisition for payment of account.
08/27/2019	Brenda Wong	File HST return for period ending July 31, 2019.
09/04/2019	Anne Baptiste	Prepare July bank reconciliation; prepare disbursement cheque.
09/12/2019	Anne Baptiste	Prepare disbursement cheques.
09/27/2019	Anne Baptiste	Prepare August bank reconciliation.
10/03/2019	Anne Baptiste	Filing of banking documentation.
10/09/2019	Anne Baptiste	Prepare disbursement cheques.
10/17/2019	Anne Baptiste	Prepare disbursement cheques; prepare August bank reconciliation.
10/28/2019	Anne Baptiste	Filing of banking documentation.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

November 12, 2019
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 Page 2

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Brenda Wong, CIRP, LIT	Senior Manager	0.4	\$395	\$ 158.00
Anne Baptiste	Estate Administrator	1.4	\$110	154.00
Total hours and professional fees		1.8		\$ 312.00
HST @ 13%				40.56
Total payable				\$ 352.56

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



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Licensed Insolvency Trustee
 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
 Court-appointed Receiver and Manager of
 2495087 Ontario Inc.
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date November 12, 2019

Client File 7842321-10006
Invoice 11
No. 5832172

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of **2495087 Ontario Inc.**, 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. for the period August 1, 2019 to October 31, 2019.

Date	Professional	Description
08/08/2019	Anne Baptiste	Filing of banking documentation.
08/09/2019	Brenda Wong	Follow up with Federated Insurance re partial refund of annual premium paid upon early cancellation of the policy.
08/14/2019	Brenda Wong	Call from Federated Insurance re status of refund cheque.
08/16/2019	Anne Baptiste	Prepare disbursement cheques.
08/16/2019	Brenda Wong	Email to Union Gas to request refund of credit on account; receipt of refund from Federated Insurance and process for posting.
08/16/2019	Donna Nishimura	Deposit cheque at the bank.
08/21/2019	Brenda Wong	Follow up with TDL Group regarding Tim Horton's rent payments paid to Receiver in error on July 3, 2019.
08/22/2019	Anne Baptiste	Processing receipts and filing of banking documentation.
09/03/2019	Donna Nishimura	Deposit cheque at the bank.
09/04/2019	Anne Baptiste	Prepare July bank reconciliation; prepare disbursement cheques; filing of banking documentation.
09/12/2019	Anne Baptiste	Prepare disbursement cheques.
10/02/2019	Brenda Wong	Follow up with Torkin Manes LLP re Statement of Account received.
10/03/2019	Anne Baptiste	Filing of banking documentation.
10/07/2019	Brenda Wong	Review Torkin Manes invoice and process for payment.
10/08/2019	Brenda Wong	Respond to email from Tim Hortons re May, June and July rent paid in error to Receiver.
10/09/2019	Anne Baptiste	Prepare disbursement cheques.
10/17/2019	Anne Baptiste	Prepare disbursement cheques; prepare August bank reconciliation.

November 12, 2019
 Invoice 11
 Page 2

Date	Professional	Description
10/23/2019	Brenda Wong	Email to TDL Group re remittance advice received and check online statement to see if funds were received in the Receiver's account; email to Westario Power Inc. to follow up re refund of credit balances.
10/28/2019	Anne Baptiste	Filing re banking documentation.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Brenda Wong, CIRP, LIT	Senior Manager	1.1	\$395	\$ 434.50
Anne Baptiste/Donna Nishimura	Estate Administrator	1.8	\$110	198.00
Total hours and professional fees		<u>2.9</u>		\$ 632.50
HST @ 13%				82.23
Total payable				\$ 714.73

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



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Licensed Insolvency Trustee
 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
 F +1 416 480 2646

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To RSM Canada Limited
 Court-appointed Receiver and Manager of
 2496800 Ontario Inc.
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date October 10, 2019

Client File 7842321-10000

Invoice 11

No. 5797622

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., **2496800 Ontario Inc.**, 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. for the period August 1, 2019 to September 30, 2019.

Date	Professional	Description
08/01/2019	Brenda Wong	Review 2019 final tax bill received from Town of Goderich and forward copy to Avison Young; review summary of activities.
08/06/2019	Brenda Wong	Review email from Avison Young re purchaser's request for a site visit, discussion with K. Avison of Avison Young re same and email and discussion with Moreau On Site Property Services ("Moreau") re its availability for a site visit; emails to Avison Young and Moreau to confirm arrangements.
08/08/2019	Anne Baptiste	Filing of banking documentation.
08/14/2019	Brenda Wong	Calls from Moreau re purchaser's site visit today.
08/16/2019	Anne Baptiste	Prepare disbursement cheques.
08/16/2019	Brenda Wong	Review Goderich Hydro invoice.
08/19/2019	Brenda Wong	Review Moreau bill and email to Moreau re question on the bill.
08/21/2019	Brenda Wong	Review Moreau invoices for payment.
08/21/2019	Daniel Weisz	Discussion with K. Avison re status of the sale of the property.
08/22/2019	Anne Baptiste	Prepare disbursement cheques; filing of banking documentation.
08/22/2019	Daniel Weisz	Review email from K. Avison re purchaser's comments re status of due diligence.
08/23/2019	Brenda Wong	Review emails re purchaser's comments on condition of Goderich car wash and email to Receiver's consultant re same; email to K. Avison re consultant's comments.
08/23/2019	Daniel Weisz	Email update to Bank of Montreal ("BMO") re status of the sale of the property and exchange emails with J. Locke of BMO regarding same; email to K. Avison.

October 10, 2019
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 Page 2

Date	Professional	Description
08/26/2019	Brenda Wong	Review emails re offer and proposed price reduction; email to Receiver's consultant re condition of car wash.
08/26/2019	Daniel Weisz	Review email from C. Hunt of BMO re sale of the Goderich property and respond to same; email to K. Avison re status of the sale and position re potential price adjustment; review email from the purchaser's agent; draft email to be sent to Receiver's consultant re letter from purchaser's agent; discussion with K. Avison re same.
08/28/2019	Brenda Wong	Discussion with and review email from K. Avison re purchaser's request for price reduction; email to BMO re purchaser's request for a price reduction and proposed response; email to Avison Young providing the Receiver's position.
08/29/2019	Brenda Wong	Review email from Avison Young re status of offer; call and email to Moreau re site tour request; email to Avison Young to inquire on status of the purchaser's position re Ultramar.
08/29/2019	Daniel Weisz	Review email from K. Avison re status of the sale of the property; email to BMO and Torkin Manes LLP ("Torkin") re court date required; email to K. Avison; discussion with S. Thom of Torkin on same; exchange emails with J. Larry of Paliare Roland Rosenberg Rothstein LLP on same; review waiver received from K. Avison and email to S. Thom and S. Eiley of Torkin re same; review and sign waiver; review and sign updated waiver.
09/03/2019	Brenda Wong	Emails with Moreau and Avison Young to confirm purchaser's site visit.
09/04/2019	Daniel Weisz	Review agreement of purchase and sale and email to J. Larry re same; review and exchange emails re possible court dates; email to K. Avison re court date scheduled.
09/04/2019	Anne Baptiste	Prepare July bank reconciliation; post receipts to Ascend; prepare disbursement cheques; filing of banking documentation.
09/05/2019	Daniel Weisz	Exchange emails with J. Locke re date for application to court for approval of the sale of the property.
09/10/2019	Brenda Wong	Emails with Avison Young and call with Moreau re purchaser's request for a site visit.
09/11/2019	Brenda Wong	Follow up with Moreau and Avison Young re site visit; respond to email from ERT Power re meter reading.
09/11/2019	Daniel Weisz	Exchange correspondence with BMO re extension of listing agreement; review and sign listing agreement extension and email to K. Avison re same.
09/12/2019	Anne Baptiste	Prepare disbursement cheques.
09/13/2019	Daniel Weisz	Discussion with K. Avison re name of purchaser's counsel; review draft approval and vesting order; discussion with K. Avison re name of purchaser's counsel; review email from K. Avison and email to S. Eiley re same; exchange emails with S. Eiley re date of closing.
09/13/2019	Brenda Wong	Call to Moreau to confirm date of meter reading; follow up with Tert & Ross Ltd. re its outstanding July and August bills.
09/16/2019	Daniel Weisz	Email to S. Eiley re purchaser's intention re branding of gas station.
09/17/2019	Daniel Weisz	Review draft amending agreement to agreement of purchase and sale and call in to S. Eiley; discussion with S. Eiley and sign amending agreement; email to K. Avison re same.
09/20/2019	Anne Baptiste	Post receipts to Ascend; prepare disbursement cheques.

October 10, 2019
 Invoice 11
 Page 3

Date	Professional	Description
09/20/2019	Daniel Weisz	Review returned amending agreement.
09/23/2019	Brenda Wong	Review bills for payment.
09/23/2019	Daniel Weisz	Discussion with S. Thom and email to Avison Young requesting information in anticipation of court attendance on September 25; review draft amended approval and vesting order and email to counsel re same; discussion with S. Thom re same.
09/24/2019	Daniel Weisz	Review emails; discussion with J. Larry re court attendance tomorrow.
09/25/2019	Daniel Weisz	Prepare for and attend in court re application for court approval.
09/25/2019	Brenda Wong	Calls to EARTH Power and Union Gas to notify of sale of the property and request final meter reading.
09/27/2019	Brenda Wong	Send notice to Parkland re sale of property and removal of Parkland equipment and signage; arrange for posting of September 25 orders to the Receiver's webpage.
09/27/2019	Daniel Weisz	Review and sign cheques.
09/27/2019	Anne Baptiste	Prepare disbursement cheques.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

October 10, 2019
 Invoice 11
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FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	5.8	\$525	\$ 3,045.00
Brenda Wong, CIRP, LIT	Senior Manager	3.0	\$395	1,185.00
Anne Baptiste	Estate Administrator	2.1	\$110	231.00
Total hours and professional fees		10.9		\$ 4,461.00
HST @ 13%				579.93
Total payable				\$ 5,040.93

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



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RSM CANADA LIMITED
Licensed Insolvency Trustee
 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
 F +1 416 480 2646

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To RSM Canada Limited
 Court-appointed Receiver and Manager of
 2496800 Ontario Inc.
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date November 12, 2019

Client File 7842321-10000
Invoice 12
No. 5831963

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., **2496800 Ontario Inc.**, 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. for the period October 1, 2019 to October 31, 2019.

Date	Professional	Description
10/01/2019	Brenda Wong	Follow up in response to email from Avison Young regarding purchaser's request for another site visit on October 3.
10/02/2019	Brenda Wong	Follow up with Parkland Fuel Corporation ("Parkland") as to its intentions with respect to its equipment and signage installed at 274 Bayfield; review Tert & Ross Ltd. ("T&R") invoice and email to T&R re same.
10/02/2019	Daniel Weisz	Review email from Parkland and discussion with B. Wong on same.
10/03/2019	Anne Baptiste	Prepare disbursement cheques; filing of banking documentation.
10/04/2019	Daniel Weisz	Review draft closing documents and email to S. Eiley of Torkin Manes LLP ("Torkin") re same; review of assignment of purchase agreement and email to S. Eiley re same.
10/04/2019	Brenda Wong	Respond to questions from Torkin re property taxes and chattels and Parkland property; email to Town of Goderich to request amount of current property tax arrears.
10/07/2019	Brenda Wong	Obtain keys for 274 Bayfield for transfer to Torkin; emails with Town of Goderich and to Torkin re 2019 final tax bill; review T&R invoice; review statement of adjustments; emails with Torkin and Avison Young re its commission invoice.
10/07/2019	Daniel Weisz	Review draft document re Parkland assets remaining on site and email to S. Eiley re same; review S. Eiley response and discussion with B. Wong on same; review purchaser's comment re same and email to S. Eiley re same.
10/08/2019	Daniel Weisz	Review and address emails re Parkland attendance at the property and discussion with B. Wong on same; attend at Torkin and meet with A. Riches and S. Eiley to sign closing documents and discuss matters relating to closing;

November 12, 2019
 Invoice 12
 Page 2

Date	Professional	Description
		discussion with S. Eiley and A. Riches on status of Parkland items and email to Avison Young re same.
10/08/2019	Brenda Wong	Review Avison Young commission invoice and forward to Torkin; review Funds Statement; review email from Parkland and call and emails with Moreau On Site Property Services ("Moreau"), Parkland and Avison Young re availability for site attendance; call with Torkin and D. Weisz re sign-off required; review summary of activities.
10/09/2019	Anne Baptiste	Prepare disbursement cheques.
10/09/2019	Brenda Wong	Emails with Moreau, Parkland and Avison Young re site visit scheduled.
10/10/2019	Daniel Weisz	Review emails re attendance at the property today with Parkland and the purchaser; various discussions and emails with representatives of Moreau, Parkland and Torkin to effect the closing of the sale; email to Bank of Montreal ("BMO") re the closing of the sale; review and update summary of activities.
10/10/2019	Brenda Wong	Review emails re status of closing; review email from Parkland confirming property on site; call to Torkin to confirm wire transfer details; call with Moreau to confirm keys may be released.
10/11/2019	Daniel Weisz	Exchange emails with J. Locke of BMO re request for quantum of 2496800's indebtedness to BMO; discussion with B. Wong re closing of the sale; discussion with B. Wong re amount to be repaid to BMO; prepare enclosure letter to BMO re partial repayment of indebtedness.
10/11/2019	Brenda Wong	Review and file emails; prepare paperwork for posting of sale proceeds to Ascend; respond to email from Town of Goderich re payment of property taxes; review invoices for payment; email to HUB International Insurance Brokers to cancel insurance.
10/17/2019	Anne Baptiste	Prepare disbursement cheques and cheque mailing; prepare August bank reconciliation.
10/18/2019	Brenda Wong	Review final accounts from Moreau and T&R.
10/28/2019	Anne Baptiste	Filing of banking documentation; prepare disbursement cheques.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

November 12, 2019
 Invoice 12
 Page 3

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	5.0	\$525	\$ 2,625.00
Brenda Wong, CIRP, LIT	Senior Manager	3.6	\$395	1,422.00
Anne Baptiste	Estate Administrator	1.6	\$110	176.00
Total hours and professional fees		10.2		\$ 4,223.00
HST @ 13%				548.99
Total payable				\$ 4,771.99

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



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 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

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To RSM Canada Limited
 Court-appointed Receiver and Manager
 of Sunshine Propane Inc.
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date November 12, 2019

Client File 7842321-10004
Invoice 8
No. 5832123

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and **Sunshine Propane Inc.** for the period August 1, 2019 to October 31, 2019.

Date	Professional	Description
09/04/2019	Anne Baptiste	Prepare July bank reconciliation.
09/20/2019	Anne Baptiste	Post deposits to Ascend; prepare disbursement cheques.
09/27/2019	Anne Baptiste	Prepare August bank reconciliation.
10/03/2019	Anne Baptiste	Filing re banking documentation.
10/17/2019	Anne Baptiste	Prepare September bank reconciliation.
10/28/2019	Anne Baptiste	Filing re banking documentation.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

November 12, 2019
Invoice 8
Page 2

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Anne Baptiste	Estate Administrator	0.7	\$110	\$ 77.00
Total hours and professional fees		<u>0.7</u>		\$ 77.00
HST @ 13%				10.01
Total payable				\$ 87.01

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited



GST/HST: 80784 1440 RT 0001

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Licensed Insolvency Trustee
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 Toronto, ON M5H 4C7

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F +1 416 480 2646

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To RSM Canada Limited
 Court-appointed Receiver and Manager of
 2495087 Ontario Inc. et al
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date October 10, 2019

Client File 7842321-10005

Invoice 11

No. 5797681

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. for the period August 1, 2019 to September 30, 2019.

Date	Professional	Description
08/01/2019	Daniel Weisz	Review summary of activities.
08/01/2019	Brenda Wong	Review summary of activities.
08/08/2019	Daniel Weisz	Review account rendered by Paliare Roland Rosenberg Rothstein LLP ("Paliare Roland").
08/12/2019	Brenda Wong	Allocate Paliare Roland invoice and process for payment.
08/16/2019	Anne Baptiste	Prepare disbursement cheques.
08/16/2019	Daniel Weisz	Review and sign cheques.
08/29/2019	Brenda Wong	Begin drafting Fourth Report to Court.
09/02/2019	Brenda Wong	Prepare updated statement of receipts and disbursements ("R&D").
09/03/2019	Brenda Wong	Prepare confidential appendix re sale of the Goderich property.
09/03/2019	Daniel Weisz	Review and update Fourth Report to Court and confidential appendix to the report; discussion with J. Larry of Paliare Roland re status of court date.
09/04/2019	Brenda Wong	Review D. Weisz edits to the draft report and send to Paliare Roland to review; prepare fee affidavit; review comments from Paliare Roland, make changes and send to Torkin Manes LLP.
09/05/2019	Daniel Weisz	Review changes to report to court and update same; review R&D.
09/06/2019	Brenda Wong	Make revisions to R&D; prepare cheque requisitions for payment of disbursements.
09/09/2019	Usama Emad	Update the interim report of Receiver pursuant to Section 246(2) of the Bankruptcy and Insolvency Act ("246 Report") and R&D as of August 31, 2019; provide to B. Wong for review.
09/10/2019	Brenda Wong	Reference draft report to source documents and make additional edits/updates to the report; review and make changes to draft 246 Report.

October 10, 2019
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Date	Professional	Description
09/11/2019	Daniel Weisz	Discussion with B. Wong on status of report to court; review and update 246 Report.
09/12/2019	Daniel Weisz	Update report, affidavit of fees, review draft notice of motion and court order and provide comments to J. Larry.
09/13/2019	Daniel Weisz	Review and update report to court and sign same; review and update schedule re estimated funds to be available for BMO and discussion with B. Wong on same; review final schedule and email to J. Locke of BMO re same; attend at Paliare Roland re final report and fee affidavit.
09/13/2019	Brenda Wong	Finalize report and appendices and send to Paliare Roland; prepare estimate of funds available for distribution.
09/16/2019	Brenda Wong	Arrange for posting of motion record and Receiver's Fourth Report to the Receiver's webpage; review Canada Revenue Agency ("CRA") correspondence re its RT0001 and RP0001 unsecured and deemed trust claims.
09/18/2019	Brenda Wong	Call to CRA re its notional assessment and prepare letter to CRA.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

October 10, 2019
 Invoice 11
 Page 3

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	7.7	\$525	\$ 4,042.50
Brenda Wong, CIRP, LIT	Senior Manager	9.1	\$395	3,594.50
Usama Emad, CPA	Senior Associate	1.3	\$195	253.50
Anne Baptiste	Estate Administrator	0.1	\$110	11.00
Total hours and professional fees		18.2		\$ 7,901.50
HST @ 13%				1,027.20
Total payable				\$ 8,928.70

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



316
RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

GST/HST: 80784 1440 RT 0001

To RSM Canada Limited
Court-appointed Receiver and Manager of
2495087 Ontario Inc. et al
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date November 12, 2019

Client File 7842321-10005

Invoice 12

No. 5832151

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. for the period October 1, 2019 to October 31, 2019.

Date	Professional	Description
10/07/2019	Brenda Wong	Review Paliare Roland Rosenberg Rothstein LLP invoice and process for payment.
10/08/2019	Brenda Wong	Letter to Canada Revenue Agency to request release of RT0002 refunds.
10/09/2019	Brenda Wong	Review and sign disbursement cheques.
10/10/2019	Daniel Weisz	Review and sign cheques; review and update summary of activities.
10/11/2019	Daniel Weisz	Review statement of receipts and disbursements and discussion with B. Wong on same; meet with J. Locke to review the status of the receivership administration; letter to counsel with respect to the status of the receivership administration.
10/11/2019	Brenda Wong	Update the Statement of Receipts and Disbursements; prepare cheque requisitions for payments to be made.
10/15/2019	Brenda Wong	File quarterly HST returns and RC145.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

November 12, 2019
 Invoice 12
 Page 2

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	1.3	\$525	\$ 682.50
Brenda Wong, CIRP, LIT	Senior Manager	2.2	\$395	869.00
Total hours and professional fees		<u>3.5</u>		\$ 1,551.50
HST @ 13%				201.70
Total payable				\$ 1,753.20

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
 11 King St W, Suite 700, Box 27
 Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
 Court-appointed Receiver and Manager of
 2495087 Ontario Inc. et al
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date December 16, 2019

Client File 7842321-10005

Invoice 13

No. 5854067

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. for the period November 1, 2019 to November 30, 2019.

Date	Professional	Description
11/05/2019	Daniel Weisz	Discussion with S. Thom of Torkin Manes LLP re finalization of receivership administration; discussion with B. Wong on same; discussion with J. Larry of Paliare Roland Rosenberg Rothstein LLP ("Paliare Roland") re same and opinion required.
11/06/2019	Daniel Weisz	Discussion with J. Locke re status of receivership administration.
11/08/2019	Brenda Wong	Review and sign disbursement cheques; begin drafting Receiver's Fifth Report; review status of filings/assessments for the payroll, HST and corporate tax accounts.
11/11/2019	Daniel Weisz	Discussion with S. Thom re status of the Receiver's application to court; work on Fifth Report to the Court.
11/12/2019	Brenda Wong	Review edits to the draft report and make additional changes; prepare updated statement of receipts and disbursements ("R&D"); prepare affidavit of fees and estimate of fees to completion.
11/12/2019	Daniel Weisz	Review summary of activities.
11/13/2019	Daniel Weisz	Update report, review R&D, email to J. Larry re same.
11/17/2019	Brenda Wong	Review Paliare Roland comments on draft report; made edits to R&D.
11/18/2019	Brenda Wong	Prepare draft email to Canada Revenue Agency ("CRA") to follow up on various issues, review changes, finalize and send.
11/18/2019	Daniel Weisz	Review J. Larry changes to draft report, discussion with B. Wong on R&D; discussion with J. Larry on cross-guarantees; email to J. Locke requesting loan balances.
11/19/2019	Daniel Weisz	Discussion with J. Larry re proposed distribution motion.
11/20/2019	Brenda Wong	Call from B. Clements of CRA re status of HST accounts and refunds owed; send fax to CRA re accounts with outstanding HST issues.

December 16, 2019
 Invoice 13
 Page 2

Date	Professional	Description
11/20/2019	Daniel Weisz	Discussion with S. Thom re funds on hand.
11/26/2019	Daniel Weisz	Review draft opinion on guarantees provided by 1496765 to Bank of Montreal and email to J. Larry on same; discussion with J. Larry on draft opinion; email to J. Larry re terms of Order to be obtained.
11/27/2019	Daniel Weisz	Discussion with S. Thom on Receiver's report to court; review S. Thom and J. Larry comments on draft report, discussion with J. Larry and update report.
11/29/2019	Daniel Weisz	Discussion with S. Thom re finalization of receivership.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	5.6	\$525	\$ 2,940.00
Brenda Wong, CIRP, LIT	Senior Manager	6.1	\$395	2,409.50
Total hours and professional fees		11.7		\$ 5,349.50
HST @ 13%				695.44
Total payable				\$ 6,044.94

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited

**THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF DANIEL WEISZ SWORN BEFORE ME
THIS 18th DAY OF DECEMBER, 2019**



A Commissioner, etc.

*Bryan Allan Tannenbaum, a Commissioner, etc.
Province of Ontario, for RSM Canada LLP
and RSM Canada Limited.
Expires January 5, 2021*

In the Matter of the Receivership of
 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc.,
 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc.
 Summary of Receiver's Fees
 For the Period August 1, 2019 to November 30, 2019
 and Estimated to Completion

Invoice Date	Period	Hours	Fees	HST	Total	Average Hourly Rate
1496765 Ontario Ltd.						
	August 1 to October 31, 2019	1.7	\$ 301.00	\$ 39.13	\$ 340.13	\$ 177.06
		1.7	\$ 301.00	\$ 39.13	\$ 340.13	\$ 177.06
1651033 Ontario Ltd.						
	August 1 to October 31, 2019	1.2	\$ 132.00	\$ 17.16	\$ 149.16	\$ 110.00
		1.2	\$ 132.00	\$ 17.16	\$ 149.16	\$ 110.00
1527020 Ontario Inc.						
	August 1 to October 31, 2019	1.8	\$ 312.00	\$ 40.56	\$ 352.56	\$ 173.33
		1.8	\$ 312.00	\$ 40.56	\$ 352.56	\$ 173.33
2495087 Ontario Inc.						
	August 1 to October 31, 2019	2.9	\$ 632.50	\$ 82.23	\$ 714.73	\$ 218.10
		2.9	\$ 632.50	\$ 82.23	\$ 714.73	\$ 218.10
2496800 Ontario Inc.						
	August 1 to September 30, 2019	10.9	\$ 4,461.00	\$ 579.93	\$ 5,040.93	\$ 409.27
	October 1 to 31, 2019	10.2	\$ 4,223.00	\$ 548.99	\$ 4,771.99	\$ 414.02
		21.1	\$ 8,684.00	\$ 1,128.92	\$ 9,812.92	\$ 823.29
Sunshine Propane Inc.						
	August 1 to October 31, 2019	0.7	\$ 77.00	\$ 10.01	\$ 87.01	\$ 110.00
		0.7	\$ 77.00	\$ 10.01	\$ 87.01	\$ 110.00
COMBINED						
	August 1 to September 30, 2019	18.2	\$ 7,901.50	\$ 1,027.20	\$ 8,928.70	\$ 434.15
	October 1 to 31, 2019	3.5	\$ 1,551.50	\$ 201.70	\$ 1,753.20	\$ 443.29
	November 1 to 30, 2019	11.7	\$ 5,349.50	\$ 695.44	\$ 6,044.94	\$ 457.22
		33.4	\$ 14,802.50	\$ 1,924.34	\$ 16,726.84	\$ 443.19
Total fees to November 30, 2019		62.8	\$ 24,941.00	\$ 3,242.35	\$ 28,183.35	\$ 397.15
Estimated to completion			\$ 25,000.00	\$ 3,250.00	\$ 28,250.00	
Total fees			\$ 49,941.00	\$ 6,492.35	\$ 56,433.35	

TAB V

Court File No.: CV-18-00602537-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

2495087 ONTARIO INC., 2496800 ONTARIO INC., 1527020 ONTARIO INC.,
1651033 ONTARIO ~~INC~~LTD., 1496765 ONTARIO ~~INC~~LTD. and
SUNSHINE PROPANE INC.

Respondents

APPLICATION UNDER s. 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C.
1985 c-B-3,
s. 101 of the *Courts of Justice Act*, R.S.O. 1990, c.C-43, and
Rules 14.05(2), (3) (d), (g) and (h) of the *Rules of Civil Procedure*

**AFFIDAVIT OF SARITA SANASIE
(Sworn December 16, 2019)**

I, Sarita Sanasie, of the City of Toronto, in the Province of Ontario, **MAKE
OATH AND SAY:**

1. I am an assistant at the law firm of Paliare Roland Rosenberg Rothstein LLP ("Paliare Roland"). I have personal knowledge of the matters to which I hereinafter refer.
2. Pursuant to the order of the Honourable Justice Hainey dated August 29, 2018 (the "Appointment Order"), RSM Canada Limited was appointed as the receiver (the "**Receiver**") of all the assets, undertakings and properties of 2495087 Ontario Inc., 2496800 Ontario Inc., 1527020 Ontario Inc., 1651033 Ontario Ltd., 1496765 Ontario Ltd. and Sunshine Propane Inc. (collectively, the

"Debtors") acquired for, or used in relation to businesses carried on by the Debtors.

3. Pursuant to the Appointment Order, Paliare Roland has provided services to and incurred disbursements on behalf of the Receiver. The detailed invoices attached hereto and marked as **Exhibit "A"** (the "Dockets") set out Paliare Roland's fees and disbursements from August 1, 2019 to December 15, 2019. The Dockets describe the services provided and the amounts charged by Paliare Roland.

4. The following is a summary of the professionals whose services are reflected in the Dockets, including hourly rates, fees billed, hours billed and the average hourly rate charged by Paliare Roland. The hourly rates charged are the usual hourly rates charged by Paliare Roland for the listed professionals.


Professional	Hourly Rate	Hours Billed	Fees Billed
Jeff Larry, Partner, 2001 Call	\$675/hr	9.50	6,615.00
Elizabeth Rathbone, Associate, 2016 Call	\$450/hr	8.20	3,960.00
Subtotal		17.10	\$10,575.00

5. Inclusive of HST and disbursements, the total amount of the Dockets are **\$12,746.67**.

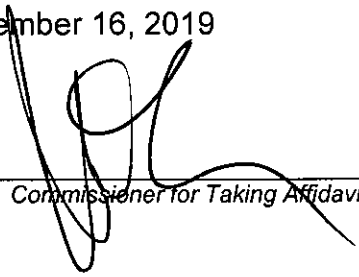
6. Paliare Roland estimates further fees of \$1,500, plus HST, in connection with the completion of this receivership.

SWORN BEFORE ME, at the City of
Toronto, in the Province of Ontario this
16th day of December, 2019.


A Commissioner, etc.


Sarita Sanasie

This is Exhibit "A" referred to in the Affidavit of Sarita Sanasie
sworn December 16, 2019



Commissioner for Taking Affidavits (or as may be)



35th Floor
155 Wellington St. West
Toronto, Ontario M5V 3H1
Canada

416.646.4300
paliareroland.com

Private and Confidential
Danny Weisz
RSM Canada Limited
11 King Street West, Suite 700
Box 27
Toronto, Ontario M5H 4C7

September 30, 2019
Invoice No.: 92097
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

FOR PROFESSIONAL SERVICES RENDERED on this matter for the period ending September 30, 2019:

Total Fees	\$ 3,510.00
Non Taxable Disbursements	320.00
Total Disbursements subject to HST	414.25
Total HST	510.15
INVOICE TOTAL	<u>\$ 4,754.40</u>

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP

Per:

Jeffrey Larry



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Toronto, Ontario M5V 3H1
Canada

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September 30, 2019
Invoice No.: 92097
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

FOR PROFESSIONAL SERVICES RENDERED on this matter for the period ending September 30, 2019:

DATE	LYR	DESCRIPTION	RATE	HOURS	AMOUNT
29/08/19	JL	Review email correspondence re: sale of property;	675.00	0.30	202.50
04/09/19	JL	Discussions with D. Weisz and S. Thom; review and comment on Receiver's Report;	675.00	0.60	405.00
11/09/19	JL	Review and provide comments on Receiver's Report;	675.00	0.50	337.50
12/09/19	JL	Revisions to draft Order; correspondence with B. Wong;	675.00	0.40	270.00
13/09/19	JL	Finalize motion record; meeting with D. Weisz;	675.00	0.90	607.50
23/09/19	JL	Review revisions to Approval and Vesting Order;	675.00	0.30	202.50
24/09/19	JL	Revisions to Approval and Vesting Order; email correspondence with S. Thom; call with D. Weisz;	675.00	0.80	540.00
25/09/19	JL	Prepare for and attend at motion;	675.00	1.40	945.00

RSM Canada Limited

Invoice No.: 92097
 Our File No.: 6595-
 95326
 Page No.: 2

TIME SUMMARY

MEMBER	POSITION	HOURS	RATE	VALUE
Jeffrey Larry (JL)	Partner	5.20	675.00	3,510.00
OUR FEES				\$ 3,510.00
HST at 13%				456.30

Non Taxable Disbursements:

16/09/19	Filing Fee Re: Motion Record Cheque No. 35952 for Ref 95326 issued to Minister of Finance	320.00
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Taxable Disbursements:

	Laser Copies	181.50
	Photocopies	77.75
19/08/19	Process Server Fees/Disbursements Re: Issued and Entered Order Voucher No. 23556 for Invoice No. 2019-1576 issued by (11) Reliance Legal Services Limited	40.00
30/09/19	Process Server Fees/Disbursements Re: Motion Record Voucher No. 24025 for Invoice No. 2019-1831 issued by (11) Reliance Legal Services Limited	75.00
30/09/19	Process Server Fees/Disbursements Re: Entered Order Voucher No. 24038 for Invoice No. 2019-1892 issued by (11) Reliance Legal Services Limited	40.00

Total Taxable Disbursements	414.25
HST at 13%	53.85

INVOICE TOTAL**\$ 4,754.40**



35th Floor
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Canada

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Toronto, Ontario M5H 4C7

September 30, 2019
Invoice No.: 92097
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

**REMITTANCE COPY
PLEASE REMIT WITH PAYMENT**

Total Fees	\$ 3,510.00
Non Taxable Disbursements	320.00
Total Disbursements subject to HST	414.25
Total HST	510.15
INVOICE TOTAL	\$ 4,754.40



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Canada

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November 30, 2019
Invoice No.: 93529
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

FOR PROFESSIONAL SERVICES RENDERED on this matter for the period ending November 30, 2019:

Total Fees	\$ 6,187.50
Total Disbursements subject to HST	7.80
Total HST	805.39
INVOICE TOTAL	\$ 7,000.69

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP

Per:

Jeffrey Larry



35th Floor
155 Wellington St. West
Toronto, Ontario M5V 3H1
Canada

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RSM Canada Limited
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Toronto, Ontario M5H 4C7

November 30, 2019
Invoice No.: 93529
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

FOR PROFESSIONAL SERVICES RENDERED on this matter for the period ending November 30, 2019:

DATE	LYR	DESCRIPTION	RATE	HOURS	AMOUNT
11/11/19	JL	Discussion with D. Weisz; discussion with E. Rathbone re: opinion;	675.00	0.30	202.50
17/11/19	ER	Draft opinion re guarantees; e- mails with J Larry re same; review Receiver's reports re same;	450.00	2.10	945.00
18/11/19	ER	Review and revise opinion re guarantees; e-mails and confers with J Larry re same;	450.00	1.60	720.00
19/11/19	JL	Call with D. Weisz; review and consider security issue further;	675.00	0.80	540.00
19/11/19	ER	Confer with J Larry re 149 guarantees;	450.00	0.10	45.00
20/11/19	JL	Discussion with S. Thom re: guarantee issues; call with D. Weisz; review schedules of indebtedness;	675.00	0.80	540.00
21/11/19	JL	Review and respond to S. Thom email; consider and revise opinion;	675.00	0.40	270.00
21/11/19	ER	Review e-mails re guarantees; review and revise opinion re same;	450.00	0.80	360.00
22/11/19	ER	Review and revise opinion re 149	450.00	0.70	315.00

ERRORS AND OMISSIONS EXCLUDED TERMS: DUE UPON RECEIPT. AMOUNTS ARE STATED IN CANADIAN DOLLARS UNLESS OTHERWISE INDICATED.
INTEREST AT THE RATE OF 2% PER ANNUM WILL BE CHARGED ON ALL AMOUNTS NOT PAID WITHIN ONE MONTH FROM THE DATE OF THIS INVOICE.
HARMONIZED SALES TAX REGISTRATION NUMBER 88366 4518 RT 0001

RSM Canada Limited

Invoice No.: 93529
 Our File No.: 6595-
 95326
 Page No.: 2

DATE	LYR	DESCRIPTION	RATE	HOURS	AMOUNT
		guarantee; confer and e-mail with J Larry re same;			
25/11/19	ER	Confer with J Larry re security review re 149 guarantee; review and revise same;	450.00	1.10	495.00
26/11/19	JL	Call with D. Weisz re: opinion and discharge;	675.00	0.50	337.50
27/11/19	JL	Call with D. Weisz; drafting discharge Order;	675.00	0.90	607.50
28/11/19	ER	Draft notice of motion, order re discharge;	450.00	1.80	810.00

TIME SUMMARY

MEMBER	POSITION	HOURS	RATE	VALUE
Jeffrey Larry (JL)	Partner	3.70	675.00	2,497.50
Elizabeth Rathbone (ER)	Associate	8.20	450.00	3,690.00

OUR FEES \$ 6,187.50
 HST at 13% 804.38

Taxable Disbursements:

Cerlox and Binding 7.80

HST at 13% 1.01

INVOICE TOTAL \$ 7,000.69



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Box 27
Toronto, Ontario M5H 4C7

November 30, 2019
Invoice No.: 93529
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

**REMITTANCE COPY
PLEASE REMIT WITH PAYMENT**

Total Fees	\$ 6,187.50
Total Disbursements subject to HST	7.80
Total HST	805.39
INVOICE TOTAL	\$ 7,000.69



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Canada

416.646.4300
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Private and Confidential
Danny Weisz
RSM Canada Limited
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December 16, 2019
Invoice No.: 93595
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

FOR PROFESSIONAL SERVICES RENDERED on this matter for the period ending December 16, 2019:

Total Fees	\$ 877.50
Total HST	114.08
INVOICE TOTAL	\$ 991.58

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP

Per:

A handwritten signature in black ink, appearing to be 'Jeffrey Larry'.

Jeffrey Larry



35th Floor
155 Wellington St. West
Toronto, Ontario M5V 3H1
Canada

416.646.4300
paliareroland.com

Private and Confidential
Danny Weisz
RSM Canada Limited
11 King Street West, Suite 700
Box 27
Toronto, Ontario M5H 4C7

December 16, 2019
Invoice No.: 93595
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

FOR PROFESSIONAL SERVICES RENDERED on this matter for the period ending December 16, 2019:

DATE	LYR	DESCRIPTION	RATE	HOURS	AMOUNT
02/12/19	JL	Draft Discharge Order;	675.00	0.90	607.50
12/12/19	ER	E-mails re scheduling time with court; confer with J Larry re same;	450.00	0.20	90.00
13/12/19	ER	Review and revise scheduling form; confers with J Larry, M Jackson re same; attend to scheduling issues; e-mails with Court re same;	450.00	0.40	180.00

TIME SUMMARY

MEMBER	POSITION	HOURS	RATE	VALUE
Jeffrey Larry (JL)	Partner	0.90	675.00	607.50
Elizabeth Rathbone (ER)	Associate	0.60	450.00	270.00

OUR FEES	\$ 877.50
HST at 13%	114.08

INVOICE TOTAL	\$ 991.58
----------------------	------------------



35th Floor
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Canada

416.646.4300
paliareroland.com

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Danny Weisz
RSM Canada Limited
11 King Street West, Suite 700
Box 27
Toronto, Ontario M5H 4C7

December 16, 2019
Invoice No.: 93595
Our File No.: 6595-95326

RE: 2495087 Ontario Inc. et al

**REMITTANCE COPY
PLEASE REMIT WITH PAYMENT**

Total Fees	\$ 877.50
Total HST	114.08
INVOICE TOTAL	\$ 991.58

BANK OF MONTREAL

-and-

2495087 ONTARIO INC. et al.

Applicant

Respondents

	ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST PROCEEDING COMMENCED AT TORONTO
	AFFIDAVIT OF SARITA SANASIE
	PALIARE ROLAND ROSENBERG ROTHSTEIN LLP 155 Wellington Street West 35th Floor Toronto, ON M5V 3H1 Tel: 416.646.4300 Fax: 416.646.4301 Jeffrey Larry (LSO# 44608D) Tel: 416.646.4330 jeff.larry@paliareroland.com Elizabeth Rathbone (LSO# 70331U) Tel: 416.646.7488 elizabeth.rathbone@paliareroland.com Lawyers for the Receiver

BANK OF MONTREAL
Applicant

-and-

Court File No. CV-18-00602537-00CL
2495087 ONTARIO INC. et al.
Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

MOTION RECORD

PALIARE ROLAND ROSENBERG ROTHSTEIN LLP
155 Wellington Street West
35th Floor
Toronto, ON M5V 3H1
Tel: 416.646.4300
Fax: 416.646.4301

Jeffrey Larry (LSUC# 44608D)
Tel: 416.646.4330
jeff.larry@paliareroland.com

Elizabeth Rathbone (LSO# 70331U)
Tel: 416.646.7488
elizabeth.rathbone@paliareroland.com

Lawyers for the Receiver