

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

THE POLISH ALLIANCE OF CANADA

Plaintiff

- and -

**POLISH ASSOCIATION OF TORONTO LIMITED,
MAREK MIASIK aka MAREK ADAM MIASIK, MARIA MIASIK,
JAN ARGYRIS aka LOUIS JOHN ELIE ARGYRIS aka LOUIS JOHN ARGYRIS aka
JOHN ARGYRIS, WLADYSLAW JASLAN aka WLADYSLAW JULIAN JASLAN,
HELENA JASLAN, EUGENIUSZ SKIBICKI, CZESLAWA ERICKSEN, STANISLAW
ROGOZ aka STAN ROGOZ, ALBERT JOSEPH FLIS AND RICHARD RUSEK**

Defendants

**SUPPLEMENTAL MOTION RECORD
(RETURNABLE ___ JUNE 2015)**

Date: 1 June 2015

GOWLING LAFLEUR HENDERSON LLP
Barristers & Solicitors
Suite 1600, 1 First Canadian Place
100 King Street West
Toronto, Ontario M5X 1G5

E. Patrick Shea (LSUC No. 39655K)
Tel: (416) 369-7399
Fax: (416) 862-7661
Email: patrick.shea@gowlings.com

Solicitors for Collins Barrow Toronto Limited,
Court Appointed Receiver and Manager

TO: BERNIE ROMANO PROFESSIONAL CORPORATION
Barrister and Solicitor
22 Goodmark Place, Suite 11
Toronto, Ontario M9W 6R2

Tel: (416) 213-1225, ex. 300
Fax: (416) 213-1251
Email: bernie@romanolaw.ca

AND TO: BOGDAN A. KAMINSKI
Barrister & Solicitor
3105 Dundas Street West, Suite 204
Mississauga, Ontario L5L 3R8

Tel: (905) 803-0721
Fax: (905) 820-9836
Email: bkaminski@kaminskilaw.ca

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TAB 1

Court File No.: CV-08-361644

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

THE POLISH ALLIANCE OF CANADA

Plaintiff

- and -

**POLISH ASSOCIATION OF TORONTO LIMITED,
MAREK MIASIK aka MAREK ADAM MIASIK, MARIA MIASIK,
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HELENA JASLAN, EUGENIUSZ SKIBICKI, CZESLAWA ERICKSEN, STANISLAW
ROGOZ aka STAN ROGOZ, ALBERT JOSEPH FLIS AND RICHARD RUSEK**

Defendants

AMENDED NOTICE OF MOTION

COLLINS BARROW TORONTO LIMITED, in its capacity as receiver and manager (the “Receiver”) of all of the assets, undertakings and properties of Branch 1-7 of The Polish Alliance of Canada and Polish Association of Toronto, Limited (“PATL”), will make a motion to the Court at a date and time to be scheduled at 361 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order scheduling the return of the Receiver’s Motion seeking to approve the Receiver’s activities and actions described in the First Report dated 22 August 2014, and the Receiver’s fees and disbursements and those of its counsel.
2. **An Order approving the Receiver’s activities and action described in the Third Report dated 15 April 2015 (the “Third Report”) and the Supplemental Report dated 1 June 2015 (the “Supplemental Report”).**

3. **An Order authorizing and directing the Receiver to retain a real estate agent to list for sale the property located at 32 Twenty-Fourth Street in Toronto (the "Toronto Property"), provided that the Receiver will return to the Court to seek an Order approving any sale of the Toronto Property.**
4. Advice and directions with respect to the identity of the directors of PATL.
5. Such further and other relief as this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

1. The grounds set forth in the Third Report **and the Supplemental Report**.
2. Such further and other grounds as counsel may advise and this Honourable Court may accept.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the Motion:

1. The Third Report **and the Supplemental Report**; and
2. Such further and other evidence as this Honourable Court may permit.

1 June 2015

GOWLING LAFLEUR HENDERSON LLP
Barristers & Solicitors
Suite 1600, 1 First Canadian Place
100 King Street West
Toronto, Ontario M5X 1G5

E. Patrick Shea (LSUC No. 39655K)
Tel: (416) 369-7399
Fax: (416) 862-7661

Solicitors for Collins Barrow Toronto Limited,
Court Appointed Receiver and Manager

Court File No.: CV-08-361644

B E T W E E N:

THE POLISH ALLIANCE OF CANADA
-Plaintiff-

v.

POLISH ASSOCIATION OF TORONTO LIMITED, et al
-Defendants-

ONTARIO

SUPERIOR COURT OF JUSTICE

(PROCEEDING COMMENCED AT TORONTO)

AMENDED NOTICE OF MOTION

GOWLING LAFLEUR HENDERSON LLP

Barristers and Solicitors

1 First Canadian Place

100 King Street West, Suite 1600

Toronto, ON M5X 1G5

E. Patrick Shea (LSUC No. 39655K)

Tel: (416) 369-7399

Fax: (416) 862-7661

Solicitors for Collins Barrow Toronto Limited,
Court Appointed Receiver and Manager

TAB 2

Court File No. CV-08-361644

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

THE POLISH ALLIANCE OF CANADA

Plaintiff

- and -

**POLISH ASSOCIATION OF TORONTO LIMITED,
MAREK MIASIK aka MAREK ADAM MIASIK, MARIA MIASIK, JAN ARGYRIS aka
LOUIS JOHN ELIE ARGYRIS aka LOUIS JOHN ARGYRIS aka JOHN ARGYRIS,
WLADYSLAW JASLAN aka WLADYSLAW JULIAN JASLAN, HELENA JASLAN,
EUGENIUSZ SKIBICKI, CZESLAWA ERICKSEN, STANISLAW ROGOZ aka STAN
ROGOZ, ALBERT JOSEPH FLIS AND RICHARD RUSEK**

Defendants

**SUPPLEMENTAL REPORT OF THE RECEIVER
(Dated as of 1 June 2015)**

1. This is a Supplemental Report to the Receiver's Third Report dated 15 April 2015. Defined terms used in this Supplemental Report are defined in the Receiver's Third Report dated 15 April 2015 (the "**Third Report**").

I. Background

2. The Receiver brought a Motion (the "**Receiver's Motion**") seeking, *inter alia*, approval for a process to solicit proposals to purchaser/develop the Lakeshore Property and advice and directions with respect to the identity of the directors of PATL. The Receiver's Motion was opposed by PAC and adjourned.
3. As is set out below, both the Branch and PAC have advised the Receiver that they do not wish the Receiver's Motion to proceed. Accordingly, the Receiver will not proceed at this

time to seek authority to implement a process to solicit proposals for the purchase/development of the Lakeshore Property. The Receiver is, however, amending the relief it is requesting to include an Order directing that a property beneficially owned by the Branch located at 32 Twenty-Fourth Street in Toronto (the “**Toronto Property**”) over which the Receiver has a charge be sold.

4. The purposes of this Supplemental Report are to:
 - (a) update the Court with respect to the matters arising subsequent to the delivery of the Third Report; and
 - (b) provide the Court with information with respect to the relief being sought by the Receiver with respect to the Toronto Property.

II. Matters Arising Subsequent to the Third Report

A. Communication from PAC

5. On 20 April 2015, counsel for PAC, Bogdan Kaminski, provided written comments with respect to the process the Receiver intended to employ to solicit proposals for the development/purchase of the Lakeshore Property. A copy of Mr. Kaminski’s letter is attached as **Schedule “A”**.
6. On 21 April 2015, the Receiver’s counsel, Gowlings replied to Mr. Kaminski’s letter and addressed PAC’s comments. A copy of Gowlings’ letter to Mr. Kaminski is attached as **Schedule “B”**.
7. PAC has not provided further comments and has not arranged for a meeting with the Receiver to discuss the process.

B. Communication from the Branch

8. Subsequent to the adjournment of the Receiver's Motion, the Branch advised the Receiver through counsel that it wished to wait until the Appeals brought in respect of the 27 May Order are determined before proceeding with the sale or development of the Lakeshore Property.

C. Payment of Costs

9. On 22 April 2015, PAC delivered a cheque for \$3,500 to pay the costs ordered by the Divisional Court.

D. PAC Motion Record

10. On 29 April 2015, PAC delivered a Responding Motion Record.
11. PAC is opposing the Receiver's Motion and, in the alternative, is seeking the following conditions to the Receiver being permitted to solicit proposals for the development/purchase of the Lakeshore Property:
 - (a) the Branch retain new counsel;
 - (b) the Branch engage in a "free and open" recruit of new members;
 - (c) a "normal relationship" be restored between PAC and the Branch;
 - (d) the Head Executive Board of PAC meet with the Branch to determine the Branch's wishes with respect to the Lakeshore Property; and
 - (e) an injunction is granted preventing certain of the Defendants from attending at the Lakeshore Property.
12. The PAC is also opposing the Receiver's request that the Court provide advice and directions with respect to the identity of the directors of PATL.
13. In light of the fact that Receiver will not be proceeding with the request that the Court approve a process to solicit proposals to purchase/develop the Lakeshore Property, there

is no need for the Receiver to address each of the conditions that PAC seeks to impose on the implementation of a process to solicit proposals for that property.

III. Sale of the Toronto Property

14. The Branch has beneficial ownership of the Lakeshore Property and the Toronto Property (together, the "**Branch Property**").
15. Legal title to the Toronto Property is held by a number of individuals in trust. A Parcel Register for the Toronto Property is attached as **Schedule "C"**. There is a registration against the Toronto Property in respect of tax obligations owing by one of the registered owners of the property.
16. Pursuant to the Appointment Order, the Receiver was granted a charge over the property of the Branch, including the Toronto Property, to secure the Receiver's professional fees and disbursements (the "**Administration Charge**"). In accordance with the terms of the Appointment Order, PAC provided the Receiver with a retainer of \$25,000, which is to be held and applied against the Receiver's final account.
17. As required by the Appointment Order, the Receiver has rendered accounts which have been forwarded to both counsel for the Plaintiff and the Branch. The Appointment Order contemplates that either the Plaintiff or the Defendants will pay the Receiver's accounts "forthwith". The Receiver has not received any payments from PAC or the Branch.
18. As at 31 May 2015, the Receiver had incurred \$147,111.92 in professional fees and disbursements (including HST) and, as at 23 May 2015, the Receiver's counsel, had incurred professional fees and disbursements of \$112,520.94, and had unbilled WIP and disbursements of \$45,473. A significant portion of the Receiver's disbursements represent payments to a third party made in connection with the Receiver's frequent attendances at the Lakeshore Property while the Receiver was responsible to open, attend and lock the Lakeshore Property premises.

19. While the Receiver's outstanding and future professional fees and disbursements could have been paid from the proceeds from the process to sell/develop the Lakeshore Property, it now appears to the Receiver that any sale/development of the Lakeshore Property will be delayed for an indefinite period. As a result, the Receiver is requesting that it be authorized to take steps to enforce the Administration Charge over the Toronto Property to secure payment of its professional fees and disbursements.
20. In the Receiver's view, based on the Receiver's review of the Branch's financial situation when the Receiver controlled the Branch's bank account, the Branch does not have sufficient cash to pay the Receiver's accounts or to obtain financing to pay the Receiver's accounts. While the Branch has authority, with approval of the Court and perhaps PAC, to borrow money secured against the Branch Property, it could be difficult for the Branch to borrow money secured against the Branch Property because the Branch does not generate sufficient revenue to service a mortgage against the Branch Property.
21. The Receiver has no knowledge with respect to PAC's financial resources. PAC has not, however, paid the Receiver's accounts and has given no indication that it intends to pay the Receiver's accounts. PAC has currently advised that the Appointment Order is unclear as to its obligation to pay the Receiver's accounts.
22. Unless PAC pays the Receiver's accounts, the only practical solution is for the Receiver to enforce the Administration Charge and sell the Lakeshore Property or the Toronto Property.
23. The Receiver has obtained an Estimate of Value for the Toronto Property that indicates that the sale of the Toronto Property should generate proceeds to enable payment of the outstanding Receiver's professional fees and expenses, including the professional fees and expenses of its counsel.
24. The Receiver is requesting authority to retain the services of a real estate agent to market the Toronto Property for sale. Any sale of the Toronto Property would be subject to approval of the Court and likely the making of an Order vesting the Toronto Property in a purchaser free and clear.

IV. PATL Directors

25. The documents respecting the meeting called to elect new directors for PATL are attached as **Schedule "D"**.
26. The by-laws for PATL are attached as **Schedule "E"**.

V. PAC Injunction Request

27. PAC requested, as a condition of the Receiver implementing a process to solicit proposals to purchase/develop the Lakeshore Property, that certain individuals be enjoined from attending at the Lakeshore Property.
28. It is not clear whether PAC intends to pursue this relief independent of the Receiver's Motion.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 1st day of June 2015.

COLLINS BARROW TORONTO LIMITED

In its capacity as Court-Appointed Receiver
and Manager of Branch 1-7 of The Polish Alliance
of Canada and Polish Association of Toronto, Limited
and not in its personal capacity

Per: 

Daniel Weisz, CPA, CA, CIRP
Senior Vice President

TAB A

SCHEDULE "A"

**BOGDAN A. KAMINSKI B.ENG., LL.B., MICHAL ANTONIK B. COM., LL.B., LL.M
IN ASSOCIATION**

REPLY TO:

Bogdan Kaminski B.Eng. LL.B
Barrister and Solicitor
3105 Dundas Street West, Suite 204
Mississauga, ON L5L 3R8

Tel: (905) 803 0721
Fax: (905) 803 9560
Email: bkaminski@kaminskilaw.ca

April 20th, 2015

GOWLING LAFLEUR HENDERSON LLP

Barristers and Solicitors
1 First Canadian Place
100 King Street West
Suite 1600
Toronto, ON M5X 1G5

Attention: Patrick Shea, Esq.
Your client: Receiver, Collins Barrow Toronto Limited

Dear Sirs:

RE: The Polish Alliance of Canada v Polish Association of Toronto Limited et al.
Court File No. CV-08-361644
My file number: 14-6538

The purpose of this letter is to provide you with my client's comments in regards to the process your client is proposing in regards to the initiation of the development procedure.

1. My client states that the process as proposed erodes its corporate by-law - the constitution of the Polish Alliance of Canada to the detriment of the organization and would only serve to sow further discord in the organization as a whole. My client finds support for this in the decision of Mr. Justice Myers:

(a) Mr. Justice Myers in his May 27th decision addressed himself to the interpretation of the constitution of the Polish Alliance of Canada:

(i) [46] "... But Article 59 cannot operate in the external world where branches - whether territorial divisions or unincorporated associations - cannot own or convey property said by the constitution to be owned internally by the branches. This is perfectly open to the parties to agree upon internally. Moreover, as these are major transactions for the organization and the PAC will be required to formally convey title, it is unsurprising that the approval of the Head Executive Board was required."

(ii) in para [50]: "..... Effectively, Articles 8,9 and 59 provide that legal title in the PAC and equitable title is in the branch members. Internally, however, the shares are owned, held and administered by the branch. That is, the branch's property while owned legally by the PAC, is held in trust for the members of the branch just it would be if it could be owned by the branch itself. Moreover, for internal purposes, although

owned by the PAC, the rights of ownership are delegated to and exercisable by the executive of the relevant branch”.

(iii) in para [52]: “This is not say that the Head Executive Board has no role internally. Its role is defined by the constitution. Mr. Miasik conceded that the Head Executive Board is to have internal oversight and supervision of the branches – if only honoured in breach by Branch 1 – 7 historically.

(iv) in para [89]: “ although PAC cannot force PATL to do anything, the members of PAC can agree on how to deal with their shareholdings in corporations like PATL and they seem to have done so. Once the executive of Branch 1 – 7 is reconstituted, an early order of business for the executive will be to elect a proper board of directors for PATL in accordance with article 8(b).

(b) Mr. Justice Myers in his endorsement dated June 20, 2014 stated:

(i) [7] “ The Receiver is to hold properties as a neutral officer of the court and is to do as little as it views reasonably possible to take control of all assets, or held in trust for, the members of the Branch and holds those assets pending election of a new executive of the Branch.

(c) Mr. Justice Myers in his endorsement dated September 17, 2014 stated:

[2] I leave to subsequent motion the issue of whether the Receiver should have are a role after the election whether in overseeing the property, overseeing the reconstitution of the branch members by the new executive and the Head Executive Board of the PAC, or controlling conveyances, encumbrances etc., so as to protect *status quo* pending the appeal or otherwise.

I apologize for these extensive quotes. But my client states that in view of Mr. Justice Myers decision and his subsequent endorsements, the Head Executive Board has a role to play in the decisions regarding the property, and they should not be surprised by such development proposal communicated to their lawyer on the morning of the AGM, March 28, 2015. This is especially so in light of the fact that the decisions concerning the matter could be described as occurring ones in a generation taking into account the value of the property involved and the impact of the process will have on other branches who have property on its own.

My client also believes that the role of the Receiver should be very minimal – maintaining the *status quo* while appeal and cross-appeal are pending. Please note that the Certificate of Completion was filed at the Court of Appeal on April 14, 2015, and all the timelines for the appeal and cross – appeal were triggered on that day.

2. My client believes that the process can be amended to reflect its position and interest. Thus alternatively to their total opposition to the commencement of the development process while appeals are pending, my client proposes:

(a) My client is of an opinion that by now the normal working relationship between them and the Executive of the Branch should have been established. Instead Mr. Romano refused to provide the retainer confirming his representation of Branch 1 – 7 and refused the request of the Head Executive Board for the contact with the Branch. Since he also

represents the Defendants which were removed from the membership by the decision of Mr. Justice Myers, in the eyes of my client at least, there is a perception that the proposal you received from Mr. Romano was not advanced by the Branch but by the Defendants. In this context, as you noted neither side is now seeking the motion for leave to appeal. Mr. Romano withdrawn his motion at the end of January, 2015 and I advised him that my client would not pursue such motion even earlier, so the Defendants should have no role whatsoever.

For this reason my client would wish to finally meet with the Executive of the Branch to confirm their desire to proceed with the development proposal. Thus, assuming the Receiver obtains authority to commence the development process, my client would like to see the working meeting with the Branch as one of the terms of the Order of Mr. Justice Myers.

(b) My client would like to see further expansion of membership of the Branch to prevent any perception that the faith of the Lakeshore property was decided by a rump branch directed from behind the scene by the Defendants. To this end my client would wishes that the Branch commences an open recruitment process not limited only to the old supporters who may or may not have moved away from geographical vicinity of the Branch. Thus, again assuming the Receiver obtains the authority to commence the development process; my client would like to see an open recruitment as one of the terms of the Order of Mr. Justice Myers.

(c) Assuming the Receiver obtains the authority to commence the development process, my client wishes that any "opportunity for the Branch and/or the Head Executive Board to identify developers who should be provided with the CIM and request for proposal" be removed from the process. This is for the reason you identified in the motion materials: "there is continued tension between the parties which makes it, as a practical matter, impossible for them to work together". One of the reasons for this tension is deeply held suspicion by the parties that development proposal process or development itself may result in significant direct or indirect personal gain to either a branch member or to a member of the Head Executive Board. To remove the ability of either party to nominate any developer(s) would go a long way to decrease the, rightly or wrongly held, suspicions and may lead to the parties reaching the common goals constructively.

(d) It is not clear from the motion materials what the Branch suggested to you. Do they wish to sell the Lakeshore Property and use the funds to buy and build some facilities elsewhere and perhaps have use for of some surplus funds, or to develop the Lakeshore Property remaining its owner and after to rip the benefits of income, or to sell the Lakeshore and then enter in some agreement with the developer to provide it with some facilities, either on ownership or rental basis? My client would wish that the options be spelled out more precisely, yet again, assuming the Receiver obtains the authority to commence the development process.

(e) Finally, still assuming the Receiver obtains the authority to commence the development process, my client would wish that facilities be provided in the new headquarters of the Branch for the offices of the Head Executive Board, the Library and Archive of the Polish Alliance of Canada, offices for the central executives of affiliated organizations like Ladies Circles, Polish School and Polish Teachers Association, and finally, conference/meeting/performance facility to hold meetings or performance of all or for all members or delegates of the Alliance.

3. I expect to be in funds to pay the cost of the Divisional Court Motion this Wednesday. If so, I will immediately deposit them into my trust and issue a cheque to the Receiver, or if you provide me with the direction re funds to Gowlings.

Those are my comments as to the process and the wish list only. I look forward to your reply.

Yours very truly



Bogdan A. Kaminski

cc. client by email

TAB B

SCHEDULE "B"



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E. Patrick Shea, LSM, CS
 Direct (416) 369-7399
 patrick.shea@gowlings.com

21 April, 2015

VIA FACSIMILE

Bogdan A. Kaminski, B, Eng, LL.B.
 Barrister and Solicitor
 3105 Dundas Street West, Suite 204
 Mississauga, ON
 L5L 3R8

Attention: Bogdan Kaminski

Dear Mr. Kaminski:

Re: The Polish Alliance of Canada v. Polish Association of Toronto Limited et al
Court File No. CV-08-361644

Thank you for your letter of 20 April 2015.

I do not think that His Honour's Reasons preclude the Receiver being authorized to engage in a process to solicit proposals to develop/purchase the Lakeshore Property. This role was certainly contemplated when we were last before His Honour. The Lakeshore Property is owned by PATL and is for the benefit of the members of Branch 1-7 and they wish to proceed to request proposals for the development/purchase of the property. The foregoing being said, we believe that we can address your specific concerns with respect to the process:

2(a). The relationship between your client and the Branch is certainly something that should be normalized, but it is not directly relevant to the process to be undertaken by the Receiver. You can certainly request that His Honour require a meeting, but I do not believe that can, or should, be part of the Order approving the process to solicit proposals in respect of the Lakeshore Property. We can advise you that the Receiver will be meeting with an Officer and Director of the Branch to discuss the process. The Receiver is also be willing to meet with your client to discuss the process and your client's concern with the process, if so requested.

2(b). I anticipate that the fate of the Lakeshore Property will be determined by the Court, taking into account recommendations of the Receiver, on full notice to your client and the Branch. The Receiver does not have any comment on the Branch's recruitment process vis-a-vis recruiting new members or whether the Court can or should order the Branch to do so. That is an issue for the Branch to determine. We have inquired of the Branch and have been told that they are accepting applications for membership.

2(c). There is no requirement that either PAC or the Branch provide a list of prospective developers to the Receiver. The Receiver and its professionals will identify a comprehensive list

gowlings

of developers. The ability of PAC and the Branch to provide names was included because we thought that the PAC and the Branch might wish to put forward the name of a developer(s) and the Receiver did not want to be criticized for not offering that possibility.

2(d). The Receiver will solicit proposals. The request for proposals will require that any proposals provide for alternative facilities for the Branch. We anticipate that developers will come up with proposals for how they wish to deal with the matter. The proposals will be assessed based on, *inter alia*, price and how the developer provides for a new facility. The proposed use of the funds to be provided upon a sale of the Lakeshore property will be put before the court by the Receiver once the results of the sale process are known and the amount of "surplus funds" can be estimated. At that time, you will have the opportunity to address any concerns that you may have.

2(e). While the issue as to whether the facility will be available for use by the PAC Head Executive Board will have to be determined as between the Branch and PAC based on the outcome of the Appeals, we anticipate that the new facility will include office space, conference/meeting facilities, etc. as per your clients "wish list".

We trust that the foregoing addresses all of your concerns with respect to the process. If you have any additional comments or concerns please let us know.

Sincerely,


GOWLING LAFLEUR HENDERSON LLP

E. Patrick Shea
EFS:fs

TOR_LAW\ 8678976\1

Sasso, Fiorella

From: RightFax E-mail Gateway [GOWLINGS\rfax93@smtpeast.gowlings.com]
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E. Patrick Shea
Direct 416-369-7399
patrick.shea@gowlings.com

Facsimile

To: Mr. Bogdan Kaminski
Company: Barrister and Solicitor
Fax Number: 905-820-9836
City/Country: Mississauga, ON
Phone Number: 905-803-0721

Date: April 21, 2015
Re: The Polish Alliance of Canada v. Polish Association of Toronto Limited et al
Total Pages: 3 (including cover)
File Number: T998294
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Gowling Lafleur Henderson LLP • Lawyers • Patent and Trade-mark Agents
1 First Canadian Place • 100 King Street West • Suite 1600 • Toronto • Ontario • M5X 1G5 • Canada T 416-862-7525 F 416-862-7661 gowlings.com

TOR_LAW\8678985\1

TAB C

SCHEDULE "C"



LAND REGISTRY OFFICE #66

07597-0012 (LT)

PAGE 1 OF 2
PREPARED FOR LSantos01
ON 2015/05/26 AT 14:01:19

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

PROPERTY DESCRIPTION: FT LT 98, PL 1571, AS IN E8462486; ETOBICOKE, CITY OF TORONTO

PROPERTY REMARKS:

ESTATE/QUALIFIER:

FEE SIMPLE

LT CONVERSION QUALIFIED

OWNERS' NAMES

ARGYRIS, JAN

FLIS, ALBERT

MIASIK, MAREK

ROGOZ, STAN

RUSEK, RICHARD

RECENTLY:

FIRST CONVERSION FROM BOOK 1920

CAPACITY SHARE

TRUS

TRUS

TRUS

TRUS

TRUS

PIN CREATION DATE:

1996/03/25

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
EFFECTIVE 2000/07/29		THE NOTATION OF THE "BLOCK IMPLEMENTATION DATE" OF 1996/03/25 ON THIS PIN				
WAS REPLACED WITH THE "PIN CREATION DATE" OF 1996/03/25						
** PRINTOUT INCLUDES ALL DOCUMENT TYPES AND DELETED INSTRUMENTS SINCE: 1996/03/22 **						
**SUBJECT, ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:						
**		SUBSECTION 44(1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *				
**		AND ESCHEATS OR FORFEITURE TO THE CROWN.				
**		THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF				
**		IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY				
**		CONVENTION.				
**		ANY LEASE TO WHICH THE SUBSECTION 70(2) OF THE REGISTRY ACT APPLIES.				
**DATE OF CONVERSION TO LAND TITLES: 1996/03/25 **						
E8462486	1976/05/27	TRANSFER		*** COMPLETELY DELETED ***	BILSKI, ADAM BILSKI, STEFANIA	
E80249	1997/05/08	TRANSMISSION-LAND		*** COMPLETELY DELETED *** RADOMSKI, FELIKS (ESTATE TRUSTEE)		
		CORRECTIONS: 'PARTY' CHANGED FROM 'BILSKI, STEFANIA (ESTATE TRUSTEE)' TO 'RADOMSKI, FELIKS (ESTATE TRUSTEE)' ON 1997/07/16 BY WHITBY.				
E81118	1997/05/14	TRANSFER		BILSKI, STEFANIA (ESTATE TRUSTEE) RADOMSKI, FELIKS (ESTATE TRUSTEE)	ARGYRIS, JAN FLIS, ALBERT MIASIK, MAREK ROGOZ, STAN	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



LAND
REGISTRY
OFFICE #66

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

PAGE 2 OF 2

PREPARED FOR LSantos01
ON 2015/05/26 AT 14:01:19

07597-0012 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIS FROM	PARTIS TO	CERT/ CEKD
B317117	2000/03/27	NOTICE		HER MAJESTY THE QUEEN IN RIGHT OF THE DEPARTMENT OF TRANSPORT CANADA	RUSEK, RICHARD	C
AT1888548	2008/09/05	CERTIFICATE		ONTARIO SUPERIOR COURT OF JUSTICE		C
AT1936799	2008/10/29	LIEN		HER MAJESTY THE QUEEN IN RIGHT OF CANADA AS REPRESENTED BY THE MINISTER OF NATIONAL REVENUE		C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.

TAB D

SCHEDULE "D"

BERNIE ROMANO PROFESSIONAL CORPORATION

Barristers and Solicitors

22 Goodmark Place, Suite 11

Toronto, Ontario, M9W 6R2

Telephone: 416 213 1225 Fax: 416 213 1251

Bernie Romano, B.Sc., LL.B.
Surya Sasan, B. Com. (Hons.), LL.B.bernie@romanolaw.ca
surya@romanolaw.ca

December 4, 2014

To:
Marian Celej
294 Armadale Avenue
Toronto, ON
M6S 3X4and to:
Helen Celej
294 Armadale Avenue
Toronto, ON
M6S 3X4and to:
Maria Dreher
c/o Ed Dreher
60 Ashmount Cres.
Etobicoke ON
M9R 1E1and to:
Emily Flis
33 - 37th Street
Toronto, ON
M8W 3L5and to:
Helena Grabowski
1400 Dixie Road
Apt. 608
Mississauga, ON
L5E 3E2and to:
Krystyna Kowalska
812 Burnhamthorpe
Road
Apt. 1401
Etobicoke, ON,
M9L 1W1and to:
Wladyslawa Kucharska
1173 Dreamerest Road
Mississauga, ON
L5V 1N6and to:
Adam Miasik
601 Windermere
Avenue
Toronto, ON
M6S 3L9and to:
Andrzej Miasik
192 Markland Road
Etobicoke, ON
M9C 1P7and to:
Piotr Miasik,
1320 Avon Crescent
Oakville, ON
L6J 2T7and to:
Renata Miasik,
192 Markland Road
Etobicoke, ON
M9C 1P7and to:
Eugeniusz Neuff
73 Botfield Avenue
Etobicoke ON
M9B 4E3and to:
Ksawera Neuff
73 Botfield
Avenue
Etobicoke ON
M9B 4E3and to:
Juno Piltz
18 Chestnut Hills Pkwy.
Etobicoke, ON
M9A 3P6and to:
Janina Pomorska
1765 Weston Road
Apt. 2009
Toronto, ON
M9N 3P7and to:
Lucjan Pomorski
1765 Weston Road
Apt. 2009
Toronto, ON
M9N 3P7and to:
Virginia Ross
3338 Grassfire Crescent
Mississauga, ON
L4Y 3K1and to:
Teresa Skibicki
14 Daniels Street
Etobicoke ON
M8Y 1L7and to:
Constance Zboch
121 Ling Road, Apt 904
Scarborough, ON,
M1E 4Y2and to:
Cecylia Zwara
200 Broadway Avenue
Suite 607
Orangeville, ON
L9W 5G3

Dear Sirs and Mesdames:

Re: Notice of Meeting of the Shareholders of The Polish Association of Toronto, Limited

Attached is a notice of a meeting for December 17, 2014 at 7:00 p.m. at 2282 Lakeshore Blvd. West, Toronto. A form of Proxy is also attached. Please call me or my assistant, Sandra Di Placido, if you have any questions or concerns. Thank you and best regards.

Yours very truly,

Bernie Romano Professional Corporation

per:

Bernie Romano

NOTICE OF MEETING OF THE SHAREHOLDERS
OF
THE POLISH ASSOCIATION OF TORONTO, LIMITED
(the "Corporation")

TAKE NOTICE that a meeting of the shareholders of the Corporation will be held at 2282 Lakeshore Boulevard West, Toronto, Ontario, M8V 1V3 on Wednesday, the 17th day of December, 2014 at 7:00pm for the following purposes:

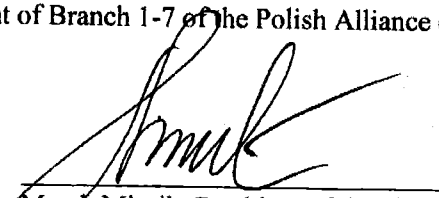
1. To accept the resignation of the existing Directors of the Corporation;
2. To elect three (3) new Directors of the Corporation; and
3. To transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

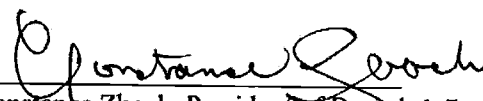
SHAREHOLDERS who are unable to attend the meeting in person may complete, date, and sign the enclosed form of proxy and return it in the envelope provided for that purpose. A person appointed by proxy must be a shareholder of the Corporation.

DATED at Toronto, this 4th day December, 2014.

BY ORDER OF Marek Miasik, President of the Corporation; and,

BY ORDER OF Constance Zboch, President of Branch 1-7 of the Polish Alliance of Canada


Marek Miasik, President of the Corporation


Constance Zboch, President of Branch 1-7
of the Polish Alliance of Canada

To:
 Marian Celej
 294 Armadale Avenue
 Toronto, Ontario
 M6S 3X4
 Tel: 416-763-6438

And To:
 Helen Celej
 294 Armadale Avenue
 Toronto, Ontario
 M6S 3X4
 Tel: 416-763-6438

And To:
 Maria Dreher
 c/o Ed Dreher
 Ed Dreher
edreher1@gmail.com
 60 Ashmount Cres.
 Etobicoke ON M9R 1E1
 Bus [905-264-7700](tel:905-264-7700) ext 105
 Cell: [416-996-2463](tel:416-996-2463)

And To:
 Emily Flis
 33 - 37th Street
 Toronto, Ontario
 M8W 3L5
 Tel: 416-259-6467

And To:
 Helena Grabowski
 1400 Dixie Road
 Apt. 608
 Mississauga, Ontario
 L5E 3E2
 Tel: 905-278-4825

And To:
 Krystyna Kowalska
 812 Burnhamthorpe Road
 Apt. 1401
 Etobicoke, Ontario
 M9L 1W1
 Tel: 416-621-1361

And To:
 Renata Miasik,
 192 Markland Road
 Etobicoke, Ontario
 M9C 1P7
 Tel: 416-252-4011

And To:
 Eugeniusz Neuff
 73 Botfield Avenue
 Etobicoke Ontario
 M9B 4E3
 Tel: 416-239-8618

And To:
 Ksawera Neuff
 73 Botfield Avenue
 Etobicoke Ontario
 M9B 4E3
 Tel: 416-239-8618

And To:
 Juno Piltz
 18 Chestnut Hills Pkwy.
 Etobicoke, Ontario
 M9A 3P6
 Tel: 416-231-4921

And To:
 Janina Pomorska
 1765 Weston Road
 Apt. 2009
 Toronto, Ontario
 M9N 3P7
 Tel: 416-241-3904

And To:
 Lucjan Pomorski
 1765 Weston Road
 Apt. 2009
 Toronto, Ontario
 M9N 3P7
 Tel: 416-241-3904

And To:
Wladyslawa Kucharska
1173 Dreamcrest Road
Mississauga, Ontario
L5V 1N6
Tel: 905-567-8661

And To:
Adam Miasik
601 Windermere Avenue
Toronto, Ontario
M6S 3L9
Tel: 416-769-6697

And To:
Andrzej Miasik
192 Markland Road
Etobicoke, Ontario
M9C 1P7
Tel: 416-252-4011

And To:
Piotr Miasik,
1320 Avon Crescent
Oakville, ON L6J 2T7
Tel: 905-338-5963

And To:
Virginia Ross
3338 Grassfire Crescent
Mississauga, Ontario
L4Y 3K1
Tel: 905-625-1347

And To:
Teresa Skibicki
14 Daniels Street
Etobicoke Ontario
M8Y 1L7
Tel: 416-259-9356

And To:
Constance Zboch
905 455 0149
Work 905 453 2121 ex 4216
121 Ling Road, Apt 904
Scarborough, Ont.
416 286 9017

And To:
Cecylia Zwara
200 Broadway Avenue
Suite 607
Orangeville, Ontario
L9W 5G3

PROXY

TO: THE POLISH ASSOCIATION OF TORONTO, LIMITED
(the "Corporation")

The undersigned, shareholder of the Corporation, hereby appoints _____ as the nominee of the undersigned with power of substitution to attend and act at the meeting of the shareholders of the Corporation to be held on the 17th day of December, 2014, and at any adjournment or adjournments thereof and to vote and otherwise act in the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof, and without limiting the generality of the foregoing, the undersigned hereby specifying that the share(s) represented by this proxy shall be VOTED in his discretion on or on any amendments or variations to the matters set forth in the notice of the said shareholder meeting and on any other matters which may properly come before the meeting or any adjournment or adjournments thereof.

THE FOREGOING APPOINTMENT OF A PROXY is a power coupled with an interest and IS IRREVOCABLE.

DATED the _____ day of _____, 2014.

Signature of Shareholder

Name of Shareholder (Please Print)

THE POLISH ASSOCIATION OF TORONTO, LIMITED

RESOLUTION OF THE MEMBERS OF
THE POLISH ASSOCIATION OF TORONTO, LIMITED (the
"Corporation")

1. BE IT RESOLVED THAT the Corporation accept the resignation of Louis John Elis Argyris as Director and Officer of the Corporation, the resignation is annexed to this resolution;
2. BE IT RESOLVED THAT the Corporation accept the resignation of Albert Joseph Flis as Director and Officer of the Corporation, the resignation is annexed to this resolution;
3. BE IT RESOLVED THAT the Corporation accept the resignation of Marek Adam Miasik as Director and Officer of the Corporation, the resignation is annexed to this resolution;
4. BE IT RESOLVED THAT Constance Zboch be and is hereby appointed as a Director of the Corporation;
5. BE IT RESOLVED THAT Adam Miasik be and is hereby appointed as a Director of the Corporation;
6. BE IT RESOLVED THAT Krystyna Kowalska be and is hereby appointed as a Director of the Corporation;

DATED the 17th day of December, 2014.

The foregoing resolution is hereby passed by the members / shareholders of the Corporation pursuant to the provisions of the Corporations Act, R.S.O. 1990, c. C.38, as evidenced by the signatures hereto of such members / shareholders.

DATED the 17th day of December, 2014.

MARIAN CELEJ / *BY PROXY*
Marian Celej

HELEN CELEJ / *BY PROXY*
Helen Celej

Maria Dreher

Emily Flis
Emily Flis

Helena Grabowski / BY PROXY
Helena Grabowski

Krystyna Kowalska
Krystyna Kowalska

W. Kucharska
Wladyslawa Kucharska

Adam Miasik
Adam Miasik

ANDRZEJ MIASIK / *BY PROXY*
Andrzej Miasik

PIOTR MIASIK / *BY PROXY*
Piotr Miasik

RENATA MIASIK / *BY PROXY*
Renata Miasik

E. NEUFF / K Neuff *BY PROX*
Eugeniusz Neuff

K Neuff
Ksawera Neuff

Juno Piltz
Juno Piltz

Janina Pomorska

Lucjan Pomorski

Virginia Ross
Virginia Ross

T. Skibicka
Teresa Skibicki

Constance Zboch
Constance Zboch

Cecylia Zwara

BERNIE ROMANO PROFESSIONAL CORPORATION

Barristers and Solicitors
22 Goodmark Place, Suite 11
Toronto, Ontario, M9W 6R2

Telephone: 416 213 1225 Fax: 416 213 1251

Bernie Romano, B.Sc., LL.B.
Surya Sasan, B. Com. (Hons.), LL.B.

bernie@romanolaw.ca
surya@romanolaw.ca

December 4, 2014

To:
Marian Celej
294 Armadale Avenue
Toronto, ON
M6S 3X4

and to:
Helen Celej
294 Armadale Avenue
Toronto, ON
M6S 3X4

and to:
Maria Dreher
c/o Ed Dreher
60 Ashmount Cres.
Etobicoke ON
M9R 1E1

and to:
Emily Flis
33 - 37th Street
Toronto, ON
M8W 3L5

and to:
Helena Grabowski
1400 Dixie Road
Apt. 608
Mississauga, ON
L5E 3E2

and to:
Krystyna Kowalska
812 Burnhamthorpe
Road
Apt. 1401
Etobicoke, ON,
M9L 1W1

and to:
Wladyslawa Kucharska
1173 Dreamcrest Road
Mississauga, ON
L5V 1N6

and to:
Adam Miasik
601 Windermere
Avenue
Toronto, ON
M6S 3L9

and to:
Andrzej Miasik
192 Markland Road
Etobicoke, ON
M9C 1P7

and to:
Piotr Miasik,
1320 Avon Crescent
Oakville, ON
L6J 2T7

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Renata Miasik,
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and to:
Lucjan Pomorski
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Mississauga, ON
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Teresa Skibicki
14 Daniels Street
Etobicoke ON
M8Y 1L7

and to:
Constance Zboch
121 Ling Road, Apt 904
Scarborough, ON.
M1E 4Y2

and to:
Cecylia Zwara
200 Broadway Avenue
Suite 607
Orangeville, ON
L9W 5G3

Dear Sirs and Mesdames:

Re: Notice of Meeting of the Shareholders of The Polish Association of Toronto, Limited

Attached is a notice of a meeting for December 17, 2014 at 7:00 p.m. at 2282 Lakeshore Blvd. West, Toronto. A form of Proxy is also attached. Please call me or my assistant, Sandra Di Placido, if you have any questions or concerns. Thank you and best regards.

Yours very truly,

Bernie Romano Professional Corporation

per:

Bernie Romano

NOTICE OF MEETING OF THE SHAREHOLDERS
OF
THE POLISH ASSOCIATION OF TORONTO, LIMITED
(the "Corporation")

TAKE NOTICE that a meeting of the shareholders of the Corporation will be held at 2282 Lakeshore Boulevard West, Toronto, Ontario, M8V 1V3 on Wednesday, the 17th day of December, 2014 at 7:00pm for the following purposes:

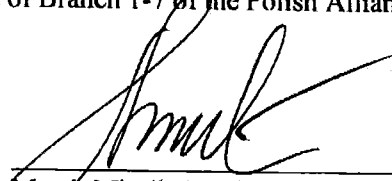
1. To accept the resignation of the existing Directors of the Corporation;
2. To elect three (3) new Directors of the Corporation; and
3. To transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

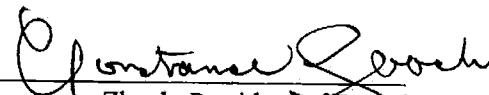
SHAREHOLDERS who are unable to attend the meeting in person may complete, date, and sign the enclosed form of proxy and return it in the envelope provided for that purpose. A person appointed by proxy must be a shareholder of the Corporation.

DATED at Toronto, this 4th day December, 2014.

BY ORDER OF Marek Miasik, President of the Corporation; and,

BY ORDER OF Constance Zboch, President of Branch 1-7 of the Polish Alliance of Canada


Marek Miasik, President of the Corporation


Constance Zboch, President of Branch 1-7
of the Polish Alliance of Canada

To:
 Marian Celej
 294 Armadale Avenue
 Toronto, Ontario
 M6S 3X4
 Tel: 416-763-6438

And To:
 Helen Celej
 294 Armadale Avenue
 Toronto, Ontario
 M6S 3X4
 Tel: 416-763-6438

And To:
 Maria Dreher
 c/o Ed Dreher
 Ed Dreher
 edreher1@gmail.com
 60 Ashmount Cres.
 Etobicoke ON M9R 1E1
 Bus 905-264-7700 ext 105
 Cell: 416-996-2463

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 Mississauga, Ontario
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And To:
 Krystyna Kowalska
 812 Burnhamthorpe Road
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And To:
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 Etobicoke, Ontario
 M9C 1P7
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And To:
Constance Zboch
905 455 0149
Work 905 453 2121 ex 4216
121 Ling Road, Apt 904
Scarborough, Ont.
416 286 9017

And To:
Cecylia Zwara
200 Broadway Avenue
Suite 607
Orangeville, Ontario
L9W 5G3

PROXY

TO: THE POLISH ASSOCIATION OF TORONTO, LIMITED
(the "Corporation")

The undersigned, shareholder of the Corporation, hereby appoints _____ as the nominee of the undersigned with power of substitution to attend and act at the meeting of the shareholders of the Corporation to be held on the 17th day of December, 2014, and at any adjournment or adjournments thereof and to vote and otherwise act in the same power as if the undersigned were present were present at the said meeting or such adjournment or adjournments thereof, and without limiting the generality of the foregoing, the undersigned hereby specifying that the share(s) represented by this proxy shall be VOTED in his discretion on or on any amendments or variations to the matters set forth in the notice of the said shareholder meeting and on any other matters which may properly come before the meeting or any adjournment or adjournments thereof.

THE FOREGOING APPOINTMENT OF A PROXY is a power coupled with an interest and IS IRREVOCABLE.

DATED the _____ day of _____, 2014.

Signature of Shareholder

Name of Shareholder (Please Print)

THE POLISH ASSOCIATION OF TORONTO, LIMITED

RESOLUTION OF THE DIRECTORS OF
THE POLISH ASSOCIATION OF TORONTO, LIMITED (the "Corporation")

NOTICE OF CHANGE

BE IT RESOLVED:

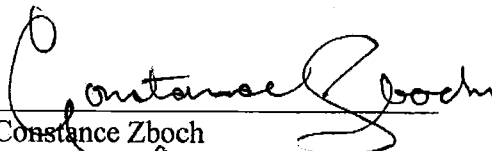
THAT a notice of change confirming the change of Directors and Officers of the Corporation be sent, in order to comply with *Corporations Act*; and

THAT the President of the Corporation be authorized to sign the above-mentioned amending declaration for and on behalf of the Corporation.

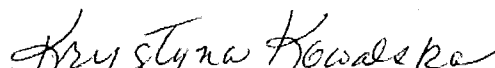
DATED the 17th day of December, 2014.

The foregoing resolution is hereby passed by the Directors of Corporation pursuant to the provisions of Corporations Act, RSO 1990, c. C38, as evidenced by the signatures hereto of such Directors.

DATED the 17th day of December, 2014.


Constance Zboch


Adam Miasik


Krystyna Kowalska

THE POLISH ASSOCIATION OF TORONTO, LIMITED

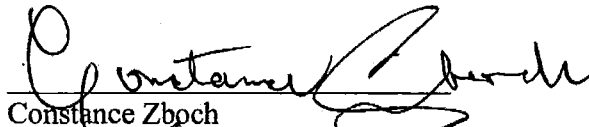
RESOLUTION OF THE DIRECTORS OF
THE POLISH ASSOCIATION OF TORONTO, LIMITED (the "Corporation")

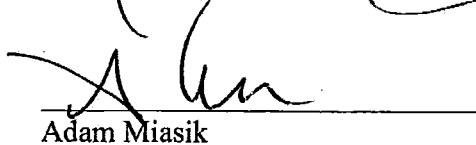
1. BE IT RESOLVED THAT Constance Zboch be and is hereby appointed as the President of the Corporation;
2. BE IT RESOLVED THAT Adam Miasik be and is hereby appointed as the Vice-President of the Corporation;
3. BE IT RESOLVED THAT Krystyna Kowalska be and is hereby appointed as the Treasurer of the Corporation.

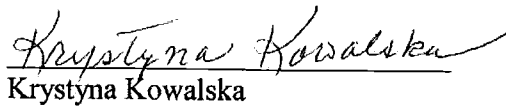
DATED the 17th day of December, 2014.

The foregoing resolution is hereby passed by the Directors of Corporation pursuant to the provisions of Corporations Act, RSO 1990, c. C38, as evidenced by the signatures hereto of such Directors.

DATED the 17th day of December, 2014.


Constance Zboch


Adam Miasik


Krystyna Kowalska

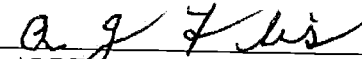
THE POLISH ASSOCIATION OF TORONTO, LIMITED

TO: The Polish Association of Toronto, Limited

AND TO: The Directors Thereof

I, Albert Joseph Flis, hereby resign as Director and Officer of The Polish Association of Toronto, Limited, such resignation to take effect as at the date hereof.

DATED the 17th day of December, 2014.


ALBERT JOSEPH FLIS

THE POLISH ASSOCIATION OF TORONTO, LIMITED

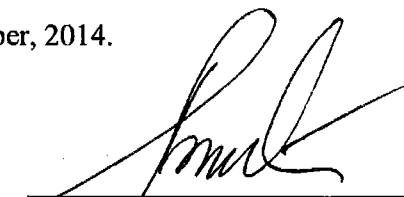
TO: The Polish Association of Toronto, Limited

AND TO: The Directors Thereof

~~MARK~~
I, ~~Mark~~ Adam Miasik, hereby resign as Director and Officer of The Polish

Association of Toronto, Limited, such resignation to take effect as at the date hereof.

DATED the 17th day of December, 2014.



MARK ADAM MIASIK
~~MARK~~

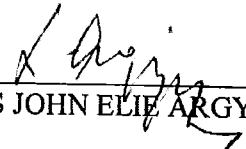
THE POLISH ASSOCIATION OF TORONTO, LIMITED

TO: The Polish Association of Toronto, Limited

AND TO: The Directors Thereof

I, Louis John Elie Argyris, hereby resign as Director and Officer of The Polish Association of Toronto, Limited, such resignation to take effect as at the date hereof.

DATED the 17th day of December, 2014.



LOUIS JOHN ELIE ARGYRIS

TAB E

SCHEDULE "E"

UUUUU/ RECEIVED

SEP 22 1950

Transferred to _____

THE POLIEN ASSOCIATION OF TORONTO, LIMITED. Reported of by _____

By-Law Number 1.

THEREAS the directors of the Company deem it expedient that a by-law regulating the affairs of the Company should be passed;

NOW THEREFORE BE IT ENACTED and it is hereby enacted as a by-law of the Company as follows:

1. The head office of the Company shall be at the City of Toronto, and at such place therein as the directors may decide.

2. The seal, an impression of which is stamped upon the margin thereof, shall be the seal of the Company.

DIRECTORS

3. The affairs of the Company shall be managed by a board of directors to consist of five persons, each of whom shall be a shareholder in the Company holding at least one share of the stock thereof.

4. The election of directors shall take place yearly at the general meeting of the Company, and all the directors then in office shall retire, but if otherwise qualified shall be eligible for re-election. Provided however that any director may be removed and another director elected to fill the vacancy thereby created at any time by a simple majority vote of the shareholders present at a special meeting thereof called for such purpose.

5. a director may, with the approval of a majority of the directors, retire from office by giving one month's notice in writing of his intention so to do, and such resignation shall take effect upon the expiration of such notice or upon its earlier acceptance by his co-directors; provided that a director may retire at any time if his resignation is accepted by his co-directors.

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6. The office of a director shall "ipso facto" be vacated if (a) he becomes insolvent or suspends payment or compounds with his creditors; (b) he is found to be a lunatic or becomes of unsound mind; or (c) he is requested in writing by a majority of the directors to resign.

7. Should any vacancy occur on the board of directors from the death or retirement of a director or from any other cause, the remaining directors shall have power to fill such vacancy by a majority vote.

8. Any director who shall perform any services for the benefit of the Company as an officer of the Company, or "qua" director or otherwise, may be compensated therefor by salary or otherwise, and the directors themselves shall have the power to fix the amount of such director's compensation or salary.

9. The directors of the Company shall hold meetings at such times and with such frequency as may be deemed necessary for the proper transaction of the affairs of the Company.

10. A directors' meeting may be called at any time by the president or secretary or any director, at such hour and place in the City of Toronto or elsewhere as the notice calling the meeting may designate. Notice of such meeting shall be telegraphed, telephoned, delivered or mailed to each director not less than twenty-four hours before the meeting is to take place, and such notice may be signed by the proper officer or officers calling the meeting. No notice need be given to any director known not to be within the Dominion of Canada, or the United States of America.

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11. Any director may waive the right to notice of any meeting of directors, and the meeting of directors shall be properly constituted notwithstanding the absence of the director so waiving notice, provided there is a quorum present at such meeting, and the said waiver of notice shall apply according to its terms until withdrawn. Provided that directors' meetings may be held from time to time without formal notice if all the directors are present thereat or if those absent have waived notice of such meeting or signified their consent thereto in writing. And provided further that failure to give notice or misdirection of notice to a director of a meeting of the board shall not invalidate any action or proceeding taken at such meeting, so long as a quorum of the board is present at such meeting.

12. Three directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Questions arising at any meetings of directors shall be decided by a majority of votes, and in the case of an equality of votes the chairman, in addition to his original vote, shall have a second or casting vote.

13. A director absent from and resident outside the Dominion of Canada, may, by instrument in writing, the execution of which shall be verified by the affidavit of a subscribing witness, appoint and authorize any shareholder to attend and vote, as fully and effectually as if such director were personally present at any meeting of directors held within the Province of Ontario, and to accept any notice of such meeting. All acts done under such authority shall be binding in all respects and to the same extent as if such director granting such authority had done such acts. No authority shall be made for a period exceeding one year, but any such authority may, from time to time, be renewed,

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and such renewal shall be in writing and so verified. Such authority, and every renewal thereof, so verified, shall be filed forthwith with the secretary of the company, and a duplicate original so verified, or a notarial copy thereof, shall be filed forthwith in the office of the Provincial Secretary of Ontario.

14. The directors, in addition to the powers and authorities otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the statutes and of these presents, and to any regulations from time to time made by the Company in general meeting; provided that no regulation so made shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.

OFFICERS

15. The officers of the Company shall be a ¹⁾ President, ²⁾ Secretary, ³⁾ Treasurer and two Trustees, and such subordinate officers as shall from time to time be decided by the board of directors. The same directors may be appointed to fill two or more of such positions. Only directors shall be eligible for the office of president and secretary. The president and secretary shall hold office for one year or until their successors are elected and qualified. A manager or managers may be appointed by the directors for such time and upon such terms as the directors may by resolution from time to time decide. The secretary and treasurer shall be appointed by the directors for such time and upon such terms as the directors may by resolution from time to time decide. Any subordinate officers may be appointed by the directors from time to time as they may deem advisable, and for such time and upon such terms as the directors may by resolution from time to time decide.

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21. The trustees shall have general supervision of the affairs of the Company, and shall perform such other duties as may be required of them by these by-laws and by the board of directors.

22. In case of the absence of any officer of the Company, or for any reason that the board may deem sufficient, the board may delegate the powers and duties of any officer to any other officer or to any director for the time being, provided a majority of the board concur therein.

SHAREHOLDERS

23. The annual meeting of the shareholders shall be held at the head office of the Company or elsewhere and on such date in each year as the board of directors shall appoint. When not otherwise provided by the directors, the annual meeting shall be held on the fourth Wednesday in January in each year.

24. The fiscal year of the Company shall terminate on the thirty-first day of December.

25. It shall not be necessary for the directors before the annual meeting to send to the shareholders any report of the Company's financial condition, as specified by sub-section (2) of Section 45 of the Ontario Companies Act, but such report shall be presented at the meeting.

26. The director or directors remaining in office may at any time of their own motion call a special general meeting for the transaction of any business. Special general meetings may be held at such place in the City where the head office of the Company is situate or in any other City or Place, as the directors may from time to time determine.

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27. All shareholders' meetings, whether annual or special, shall be called by the president or secretary or any director by mailing a written notice thereof stating the day, hour, and place of the meeting, and, in case of special meetings, the general nature of the business to be transacted, to each shareholder of record, at his last known post office address, postage prepaid, at least five days, exclusive of the day of mailing, before the day of the meeting, and no advertisement of the time and place of such meeting shall be necessary; provided always that general and special meetings of the shareholders may be held at any time and place without notice if all the shareholders of the Company are present thereat, or represented thereat by proxy duly appointed, or if those unrepresented have consented to waive notice; and at such meetings any business may be transacted which the Company in general or special meeting may transact. Failure to give notice is not to affect in any way the validity of such meeting or any of the proceedings thereat.

28. Save and except as is expressly provided by the Ontario Companies Act to the contrary, it shall not be necessary to set forth or specify in notices calling meetings of the shareholders of the Company the business to be transacted at such meetings, and the Company shall have power, subject as aforesaid, to deal with any business at a general meeting without notice of such business, and if any notice calling meetings of the shareholders shall specify or set forth any business or matters to be attended to, the aforesaid powers of the Company shall not thereby be limited.

29. The quorum for the transaction of business in meetings of the shareholders shall consist of not less than five shareholders personally present and holding or representing by proxy not less than twenty-five per centum of the subscribed capital stock of the Company.

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30. If within half an hour of the time appointed for the meeting less than a quorum be present, the meeting may be adjourned from time to time for a period not exceeding one month at any time without any notice until the quorum be present. Any meeting at which a quorum is present may be adjourned also in like manner by a majority in interest of the shareholders present for such time, or upon such call, as is determined by vote. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

31. Shareholders may vote at all meetings, either in person or by proxy. Every proxy shall file his authority to act as such proxy with the secretary of the Company not later than one hour before the time appointed for the meeting at which such proxy is to vote. The president and secretary shall constitute a committee to pass on the authenticity of proxies. In the case of an equality of votes the chairman shall be entitled to a second or casting vote.

32. If shares are held jointly by two or more persons, any one of them present at a meeting may, in the absence of the other or others, vote thereon, but if more than one of them are present, or represented by proxy, they shall vote together on the shares jointly held.

33. At the annual meeting or at any adjournment thereof any corporate business whatever may be transacted.

34. The order of business at all meetings of shareholders shall be as follows:

- (a) Reading notice of calling meeting and proof of mailing same;
- (b) Report as to quorum;

- (c) Reading minutes of preceding shareholders' meeting;
- (d) Confirmation of any by-laws or resolutions passed by the directors;
- (e) Reception of reports;
- (f) Election of directors;
- (g) Unfinished business;
- (h) New business.

35. This order of business may be altered at any meeting by a majority vote of the shareholders present.

36. The name and post office address of each shareholder and director shall be entered in the register and until notification in writing of a new address is received by the secretary, the last address appearing on the register shall be deemed the post office address and last known address of the shareholder or director.

37. Each shareholder whose registered place of address is not in Canada may from time to time notify in writing to the company an address in Canada which shall be deemed his registered place of address within the meaning of the last preceding paragraph.

38. As regards those shareholders who have no registered place of address in Canada, a notice posted up in the head office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

39. All notices with respect to any shares to which persons are jointly entitled shall be given to whichever of such persons is named first in the books of the Company, and such notice so given shall be sufficient notice to all holders of such shares.

40. Every person who by operation of law, transfer, or by other means whatsoever, shall become entitled to any shares, shall be bound by every notice in respect of such share or shares which

previously to his name and address being entered on the books of the Company shall have been given to the person from whom he derives his title to such share or shares.

41. Any notice or document delivered or sent by post to or left at the address as it appears on the books of the Company of a shareholder shall, notwithstanding that such shareholder be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of the shares, whether held solely or jointly with other persons by such shareholder, until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes be deemed a sufficient service of such notice or document on his heirs, executors, administrators and all persons, if any, jointly interested with him in such shares.

42. The signature to any notice to be given by the Company may be written or printed or partly written or partly printed.

43. Any notice sent by post shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office.

44. Where a given number of days' notice, or notice extending over any other period, is required to be given, the day of service shall, unless it is otherwise provided, be counted as such number of days or other period.

SHARES

45. The stock of the Company may be allotted from time to time by the directors by resolution.

46. Stock certificates shall be in such form as the board may approve of and shall be under the seal of the Company and shall be signed by the president or vice-president and by the secretary or one of the directors.

47. The minimum subscription of stock of the Company on which the directors may proceed to allotment is fixed at one share.

48. In case several persons are registered as joint holders of a share or shares, the certificate or certificates therefor may be delivered to any one of such holders and any one of such persons may give effectual receipts for any dividend or on account of any dividends in respect of such share or shares.

49. In the case of shares not fully paid up, the directors may decline to register any transfer of such shares upon which the Company has a lien; and, in the case of all shares, whether fully paid up or not, the directors may decline to register any transfer of shares belonging to a shareholder who is indebted to the Company.

50. The directors, by resolution duly made and passed at a meeting of the board, may call in and demand from the shareholders the amount unpaid on shares by them subscribed or held, at such times and places and in such payments or instalments as the directors shall think fit, and if by the terms of issue of any share the issue price is payable by instalments, such instalments shall be deemed to be calls within the meaning of sections 62 and 151 of The Ontario Companies Act, and all the provisions of those sections shall apply to such instalments as if they were calls.

51. A statutory declaration that a call in respect of a share was made and that forfeiture of the share was made by resolution of the board of directors, shall be sufficient evidence of the facts

therein stated as against all persons entitled to such share, and such declaration and the receipt of the Company for the purchase price of such share shall constitute a good title to such share, and share certificate therefor shall be delivered to the purchaser and thereupon he shall be deemed the holder of such share discharged from all calls prior to such purchase and he shall not be bound to see to the application of the purchase money nor shall his title to such share be affected by any irregularity in the proceedings in reference to such sale.

DIVIDENDS

52. Dividends on the capital stock of the Company shall be payable from time to time as may be determined by the board, out of the profits of the Company. The declaration of the directors as to the amount of the net profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

53. The Company shall have a lien on any dividends or on any distribution of capital payable to a shareholder who is indebted to the Company, and the directors may apply the same in or towards the payment of such indebtedness.

54. Before payment of any dividends or before making any distribution of profits, there may be set aside out of the net profits of the Company such sum or sums as the directors may from time to time in their absolute discretion think proper, as a reserve fund, to meet contingencies or for equalizing dividends or for repairing or maintaining any property of the Company, or for any other such purpose as the directors shall think conducive to the interests of the Company.

EXECUTION OF DOCUMENTS

55. The directors may in respect of any contracts, agreements, securities or other documents entered into, granted or issued by the Company, not required by law to be under the seal of the Company, prescribe by which officer or officers the same are to be signed or executed on behalf of the Company, and in the absence of the directors so prescribing, any such contract, agreement, securities or documents shall be signed by the present or vice-president or one of the directors and by the secretary or one of the directors.

56. Any deed or other instrument under seal executed on behalf of the Company shall be in such form and contain such powers, provisions, conditions, covenants, clauses and agreements as the directors shall think fit, and in addition to being sealed with the seal of the Company shall be signed by such officer or officers of the Company as the directors may from time to time prescribe or authorize, and in default of the directors so prescribing or authorizing, any deed may be signed by the president or vice-president or one of the directors, and by the secretary or one of the directors.

57. The directors may from time to time make regulations respecting the drawing, making, signing, accepting or endorsing of any bill of exchange, cheque, note, warehouse receipt, bill of lading, order for the payment of money or other instrument, negotiable or non-negotiable, of the Company, and may prescribe by what officer or officers the same are to be drawn, made, signed, accepted or endorsed on behalf of the Company.

SOLICITORS

58. A solicitor may be appointed by the directors to act as legal adviser of the Company and to perform such other services as may be required of him, and he shall receive compensation by way of salary or otherwise as may be determined by the board.

59. The solicitor for the Company may also be a director or other officer of the Company, and in such case he shall be entitled to the same remuneration for his legal services as if not a director or other officer of the Company, and this in addition to any remuneration received by him for acting in any other capacity.

AUDITORS

60. One or more auditors shall be appointed annually by the shareholders, and the auditors' duties shall be to examine all securities, books, vouchers and accounts of the Company, and all documents having reference to the business thereof. The auditors shall be supplied with a list of all books kept by the Company, and with a copy of the balance sheet and abstract of the affairs thereof. Their remuneration shall be fixed by the shareholders in general meeting, except that the remuneration of any auditor appointed before the first general meeting or to fill any casual vacancy may be fixed by the board of directors.

AMENDMENTS TO BY-LAWS

61. The directors of the Company may without notice, at any meeting of such directors, repeal, amend or re-enact the by-laws of the Company, or any of them, but such changes, unless in the meantime confirmed at a general meeting of the Company duly called for the purpose, shall only have force until the next annual meeting of the Company, and if not confirmed thereat shall from that time cease being in force.

PASSED by the board of directors and adopted this 31st day of January, A. D. 1927.

AS WITNESS the corporate seal of the Company.



(Antoni Waolawski)

(K. J. Mazurkiewicz)

PRESIDENT

SECRETARY

I certify that the foregoing is a true copy of By-Law Number 1 of the above Company enacted by the board of directors on the 31st day of January, 1927, and confirmed by a vote of shareholders present or represented by proxy at a meeting duly called for considering the same on the 31st day of January, A. D. 1927.

P. J. Bilinski

Court File No.: CV-08-361644

B E T W E E N:

**THE POLISH ALLIANCE OF CANADA
-Plaintiff-**

v.

**POLISH ASSOCIATION OF TORONTO LIMITED, et al
-Defendants-**

<p>ONTARIO SUPERIOR COURT OF JUSTICE (PROCEEDING COMMENCED AT TORONTO)</p>	
<p>SUPPLEMENTAL REPORT OF THE RECEIVER (DATED AS OF 1 JUNE, 2015)</p>	
<p>GOWLING LAFLEUR HENDERSON LLP Barristers and Solicitors 1 First Canadian Place 100 King Street West, Suite 1600 Toronto, ON M5X 1G5</p> <p>E. Patrick Shea (LSUC No. 39655K) Tel: (416) 369-7399 Fax: (416) 862-7661</p> <p>Solicitors for Collins Barrow Toronto Limited, Court Appointed Receiver and Manager</p>	

Court File No.: CV-08-361644

B E T W E E N:

**THE POLISH ALLIANCE OF CANADA
-Plaintiff-**

v.

**POLISH ASSOCIATION OF TORONTO LIMITED, et al
-Defendants-**

ONTARIO

SUPERIOR COURT OF JUSTICE

(PROCEEDING COMMENCED AT TORONTO)

**SUPPLEMENTAL MOTION RECORD
(RETURNABLE __ JUNE, 2015)**

GOWLING LAFLEUR HENDERSON LLP

Barristers and Solicitors

1 First Canadian Place

100 King Street West, Suite 1600

Toronto, ON M5X 1G5

E. Patrick Shea (LSUC No. 39655K)

Tel: (416) 369-7399

Fax: (416) 862-7661

Solicitors for Collins Barrow Toronto Limited,
Court Appointed Receiver and Manager