

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

In the matter of Sections 97 and 100 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as am.

THE HONOURABLE MR.)

THURSDAY, THE 18TH

JUSTICE McEWEN)

DAY OF OCTOBER, 2018

BETWEEN:



FIRM CAPITAL MORTGAGE FUND INC.

Applicant

- and -

FORTRESS BROOKDALE INC., FORTRESS AVENUE ROAD (2015) INC. and
FERNBROOK HOMES (BROOKDALE) LIMITED

Respondents

VESTING ORDER

THIS APPLICATION, made by Firm Capital Mortgage Fund Inc. (the “**Applicant**”), for an order as contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between RSM Canada Limited (“**RSM**”), in its capacity as the receiver (the “**Receiver**”) of the Respondents, as vendor, and Empire (Water Wave) Inc., as purchaser (such purchaser or its permitted assignee, the “**Purchaser**”) dated August 23, 2018, vesting in the Purchaser, or as it may direct, the right, title and interest in and to the assets described in the Sale Agreement (the “**Purchased Assets**”) pursuant to, *inter alia*, Sections 97 and 100 of the *Courts of Justice Act*, R.S.O. 1990, c. C-43, as amended, the *Construction Lien Act* and the *Mortgages Act* was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application of the Applicant, the Affidavit of Forrest Todd sworn September 20, 2018 and the Exhibits thereto (the “**Todd Affidavit**”), the report of the Receiver dated October 2, 2018 and the confidential exhibits appended thereto (the “**Report**”), the Supplemental Report of the Receiver dated October 17, 2018, the Responding Application Record of Innocon, the Responding Application Record of Dircam Electric Limited, the Responding Application Record of Gilbert Steel Limited and on hearing the submissions of counsel for the Applicant, the Receiver, the Purchaser and such other counsel as were present, no one else appearing although duly served as appears from the Affidavits of Service of Roxana Manea sworn September 27, 2018 and October 3, 2018 and the Affidavits of Service of Maria Magni sworn October 18, 2018 filed,

UPON BEING SATISFIED THAT (i) the charge/mortgage of land granted by the Respondent, Fortress Brookdale Inc., to the Applicant over the real property identified in Schedule “A” hereto (the “**Lands**”) registered on June 7, 2017 as Instrument No. AT4591073 (the “**Mortgage**”) has matured and has not been repaid, (ii) the Applicant issued a demand for payment and a Notice of Intention to Enforce Security pursuant to the provisions of the *Bankruptcy and Insolvency Act* (Canada) (the “**BIA Notice**”), (iii) the Applicant issued a Notice of Sale under Charge/Mortgage of Land in respect of the Mortgage dated April 20, 2018 in accordance with the *Mortgages Act* (Ontario), which notice period has expired, (iv) the Receiver was appointed pursuant to the terms of the Applicant’s security after the issuance and expiry of a demand and BIA Notice by the Applicant and has executed the Sale Agreement in respect of the Purchased Assets, (v) the Mortgage has not been redeemed, (vi) the Net Proceeds of sale (as defined herein) to be paid into Court are more than sufficient to satisfy the requirements of the *Construction Lien Act* (Ontario) (now *Construction Act* (Ontario)) (the “**Act**”) to permit the vacating of the Outstanding Construction Liens (as defined herein), in accordance with the terms of this Order;

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof. For greater certainty, service of the Notice of Application and the Application Record on the holders of Unit

Agreements (as defined herein) in the manner described in the Todd Affidavit, is hereby approved.

2. **THIS COURT ORDERS** that capitalized terms not defined herein shall have the meanings ascribed thereto in the Sale Agreement.

VESTING

3. **THIS COURT ORDERS AND DECLARES** that, upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule "B" hereto (the "**Receiver's Certificate**"), all of the Applicant's, the Receiver's and the Respondents' right, title and interest in and to the Lands comprising the Purchased Assets shall vest absolutely in the Purchaser or as it may direct, free and clear of and from any and all any claim, demand, hypothecation, pledge, lien, charge, security agreement, security interest, lease, sublease, title retention agreement, mortgage, encumbrance, execution, easement, right-of-way, restrictive covenant, restriction, encroachment, option or adverse claim of any kind or character whatsoever, or similar interests or instruments charging or creating a security interest in, or against title to, such Purchased Assets, whether created by agreement, statute or otherwise at law, attaching to the property, assets or rights whether registered or unregistered, trusts or deemed trusts (whether contractual, statutory, or otherwise), levies, or other financial or monetary claim and encumbrance of any nature and kinds whatsoever, 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 Offers or other rights or claims of the purchaser or tenants under any Offers; (ii) all Outstanding Construction Liens; and (iii) those Claims listed on Schedule "C" hereto (all of which are collectively referred to as the "**Encumbrances**"), but for greater certainty the Encumbrances vested out herein shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule "D" hereto (the "**Permitted Encumbrances**") and, for greater certainty, this Court orders that, save and except as it relates to the Permitted Encumbrances, all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged, discharged (and, in the case of the Outstanding Construction Liens, the claims for lien and certificates of action are vacated) as against the Purchased Assets on Closing.

4. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of the City of Toronto of an Application for Vesting Order in the form prescribed by the *Land Titles Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the Lands in fee simple, and is hereby directed to delete and expunge from title to the Lands all of the Claims listed in Schedule “C” hereto.

CLOSING OF SALE AGREEMENT

5. **THIS COURT ORDERS AND DECLARES** that, upon the delivery of the Receiver’s Certificate to the Purchaser on Closing, the Purchased Assets shall vest in the Purchaser free and clear of any and all construction liens (including any related certificates of action) registered against title to the Lands at the time of the Closing of the Sale Agreement (the “**Outstanding Construction Liens**”) including but not limited to those listed on Schedule “C” hereto that are not already vacated, discharged, released or otherwise removed or extinguished from title to the Lands as at the date of this Order, and such Outstanding Construction Liens shall be vacated from title to the Lands.

6. **THIS COURT ORDERS** that, upon completion of the Closing in accordance with the terms of the Sale Agreement and payment by the Receiver to the Applicant of the total amount of the outstanding indebtedness secured by the Mortgage including all principal, interest, fees, costs and expenses to the date of the Closing of the transaction contemplated by the Sale Agreement, together with payment of any adjustments at closing, including but not limited to payment of utilities and realty taxes, the Receiver shall pay the balance of the sale proceeds (the “**Net Proceeds**”) to the Accountant of the Superior Court of Justice (the “**Accountant**”) to be held in an interest bearing account for the benefit of all those claiming an interest in such Net Proceeds pending further order of the Court. Upon delivery of the Net Proceeds to the Accountant, the Receiver shall deliver a certificate to all parties on the service list herein, substantially in the form attached as Schedule “F” (the “**Certificate of Completion**”) confirming that the Net Proceeds have been paid to the Accountant in accordance with the terms of this Order.

7. **THIS COURT ORDERS** that the Receiver shall holdback the amount of \$250,000 (the “**Holdback**”) from the Net Proceeds before paying same to the Accountant as set out herein. Such amount shall be used by the Receiver to pay any and all obligations of the Applicant or the Receiver in respect of the Property in connection with the implementation of the Vesting Order,

the closing of the sale transaction, the expenses incurred in relation to the Property or the sale transaction, including but not limited to any fees, costs or expenses, required to be paid by the Applicant or the Receiver to any party relating thereto (collectively, the “**Holdback Obligations**”). Upon the earlier of (i) the Receiver being satisfied that neither it nor the Applicant have any further Holdback Obligations, (ii) the issuance of a distribution order in respect of the Net Proceeds, and (iii) sixty (60) days from the date of this Order, pending further Order of this Court, the Receiver shall pay the balance, if any, of the Holdback to the Accountant in accordance with the terms as set out herein.

8. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims to the Net Proceeds, including but not limited to those asserted by any mortgagee or by any party in respect of any Outstanding Construction Liens or Construction Lien Actions (as defined herein), the Net Proceeds shall stand in place and instead of the Purchased Assets, and from and after the delivery of the Receiver's Certificate on Closing, all Claims, Outstanding Construction Liens and Encumbrances shall attach to the Net Proceeds from the sale of the Purchased Assets with the same priority as existed immediately prior to the sale of the Purchased Assets.

9. **THIS COURT ORDERS** that upon the delivery by the Receiver to the Service List herein of the Certificate of Completion (as defined below) in accordance with the terms of this Order, all litigation proceedings listed on Schedule “E” hereto relating to the Outstanding Construction Liens (the “**Construction Lien Actions**”) shall be at an end as against RSM and the Receiver, and no parties to such Construction Lien Actions shall take, or be permitted or required to take, as the case may be, any further steps in connection with any such proceedings as against RSM or the Receiver. Within ten (10) business days of the delivery by the Receiver of the Certificate of Completion, the Plaintiff in each of the Construction Lien Actions shall deliver to the RSM and the Receiver (if RSM or the Receiver is named as a defendant in any Construction Lien Action), evidence of a dismissal of the action or discontinuance against those parties on a “with prejudice, and without costs” basis. All Claims previously asserted by any party through such Construction Lien Actions or that may be asserted against the Applicant, RSM or the Receiver shall attach to, and be limited to, the Net Proceeds held by the Accountant.

9(a) **THIS COURT ORDERS** that (i) upon Closing of the Sale Agreement, the amount of \$750,000 shall be paid to the Applicant's counsel in trust (the "**Applicant's Holdback**") to secure amounts that may be incurred for fees and expenses in respect of the Construction Lien Actions, (ii) all parties who require that the Lender remain in the Construction Lien Actions shall re-attend on December 19, 2018 (the "**Comeback Date**"); and (iii) prior to the Comeback Date, no party shall take any further action in respect of the Construction Lien Actions

GENERAL

10. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court, copies of the Receiver's Certificate and Certificate of Completion, forthwith after delivery thereof.

11. **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 the Respondents or any one of them and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Respondents;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order and the payment to the Accountant shall be binding on any trustee in bankruptcy that may be appointed in respect of the Respondents or any one of them and shall not be void or voidable by creditors of the Respondents, nor shall it constitute nor be deemed to be a 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.

12. **THIS COURT ORDERS AND DECLARES** that the Applicant, the Receiver, the Purchaser and all persons acting in good faith in accordance with the terms of this Order shall

13. have all of the protections available for so doing, in accordance with section 142 of the *Courts of Justice Act* (Ontario).

14. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Receiver in carrying out the terms of this Order.

SEALING

15. **THIS COURT ORDERS** that confidential appendices 1, 4 (redacted as to names), and 5 to the Report shall be made available to any lien clamant or mortgagee who requests same following the Closing. With respect of confidential appendices 2 and 3 to the Report, counsel to the Applicant shall contact each appraiser and determine if they object to the disclosure of their appraisal. If not, the disclosure shall be pursuant to this paragraph. If either appraiser objects to such disclosure, they shall attend on December 19, 2018 to address same.

E-SERVICE

16. **THIS COURT ORDERS** that the E-Service Guide of the Commercial List (the “**Guide**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Guide (which can be found on the Commercial List website at: www.ontariocourts.ca//scj/practice/practice-directions/toronto/eservice-commercial/) shall be valid and effective service. Subject to Rule 17.05, this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 13 of the Guide, service of documents in accordance with the Guide will be effective on transmission. This Court further orders that a Case Website shall be established by the Receiver in accordance with the Guide with the following URL ‘<<https://rsmcanada.com/fortress-brookdale-inc>>’.

17. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Guide is not practicable, the Applicant and the Receiver are at liberty to serve or distribute this Order, any other materials and orders in these proceedings and any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery, facsimile or other electronic transmission to the Applicant’s creditors or other interested parties at their respective addresses as last shown on the records of the Applicant and

that any such service or notice by courier, personal delivery or facsimile or other electronic transmission shall be deemed to be received on the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

A handwritten signature in black ink, appearing to be 'McL...', written over a horizontal line.

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

OCT 19 2018

PER / PAR:

Handwritten initials in blue ink, appearing to be 'pl'.

Schedule A – Property Description

Property municipally known as: 1678-1704 Avenue Road, 375-377 Fairlawn Avenue and 412-416 Brookdale Avenue, Toronto

Legal Description of the Lands

Firstly:

PIN 10189-0865 (LT)

Lots 33 & 34 Plan 2371, Part of Lot 42A & Lot 43A Plan 2247, being Part 1 on Plan 66R-29204; Together with an Easement over Part 3 on Plan 66R-29204 as in AT4379990; Subject to an Easement as in AT4660181; Subject to an Easement as in AT4753130; City of Toronto

Secondly:

PIN 10189-0866(LT)

Lot 32, Plan 2371 York, being Part 2 on Plan 66R-29204; Subject to an Easement as in AT4660181; Subject to an Easement as in AT4753130; City of Toronto

Schedule B – Form of Receiver’s Certificate

Court File No. CV-18-604993-00CL

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

In the matter of Sections 97 and 100 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as am.

B E T W E E N:

FIRM CAPITAL MORTGAGE FUND INC.

Applicant

- and -

**FORTRESS BROOKDALE INC., FORTRESS AVENUE ROAD (2015) INC. and
FERNBROOK HOMES (BROOKDALE) LIMITED**

Respondents

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Court dated October 18, 2018 (the “**Order**”), the Court provided for the vesting in Empire (Water Wave) Inc., as purchaser (such purchaser or its permitted assigns, the “**Purchaser**”) in favour of the Purchaser or as it may direct, of the right, title and interest of Fortress Brookdale Inc. (the “**Debtor**”) in and to the assets purchased pursuant to the agreement of purchase and sale (the “**Sale Agreement**”) between RSM Canada Limited, in its capacity as the receiver (the “**Receiver**”) of the Respondents, and the Purchaser (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 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.

B. Unless otherwise indicated herein, capitalized terms used herein have the meanings set out in the 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 closing date pursuant to the Sale Agreement;
2. The conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE].

**RSM Canada Limited, in its capacity as
Receiver of Fortress Brookdale Inc., Fortress
Avenue Road (2015) Inc. and Fernbrook
Home (Brookdale) Limited, and not in its
personal capacity**

Per: _____

Name:

Title:

Schedule C – Claims to be deleted and expunged from title to Lands

PIN 10189-0865:

Instrument No.	Date	Instrument Type	Parties From	Parties To
AT3807259	2015/02/10	Transfer	Mady Avenue Road Ltd.	Fortress Brookdale Inc.
AT3894769	2015/05/28	Charge	Fortress Brookdale Inc.	RW Fortress Inc.
AT3955352	2015/07/23	Charge	Fortress Brookdale Inc.	Centro Mortgage Inc.
AT3955420	2015/07/23	Transfer of Charge	Centro Mortgage Inc.	Centro Mortgage Inc. Olympia Trust Company
AT3962441	2015/07/30	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT3986534	2015/08/24	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4021992	2015/09/30	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4046860	2015/10/26	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company

AT4065378	2015/11/13	Charge	Fortress Brookdale Inc.	Quincy Investments Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino
AT4065412	2015/11/13	Postponement	RW Fortress Inc.	Quincy Investments Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino

AT4065413	2015/11/13	Postponement	Centro Mortgage Inc. Olympia Trust Company	Quincy Investments Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino
AT4075751	2015/11/25	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4110698	2016/01/07	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4130302	2016/01/27	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4158080	2016/03/02	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4174535	2016/03/24	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company

AT4210360	2016/05/03	Application to Change Name Instrument	RW Fortress Inc. RW Fortress Inc. RW Fortress Inc. RW Fortress Inc. RW Fortress Inc. RW Fortress Inc.	Jaekel Capital Inc.
AT4216294	2016/05/12	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4216295	2016/05/12	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4240390	2016/06/07	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4243114	2016/06/09	Notice (Agmt to amend mortgage)	Fortress Brookdale Inc.	Jaekel Capital Inc.
AT4249565	2016/06/16	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4269368	2016/07/06	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4303846	2016/08/09	Postponement	Jaekel Capital Inc.	City of Toronto
AT4303847	2016/08/09	Postponement	Building & Development Mortgages Canada Inc. Olympia Trust Company	City of Toronto

AT4303848	2016/08/09	Postponement	Quincy Investment Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino	City of Toronto
AT4303860	2016/08/09	Postponement	Jaekel Capital Inc.	City of Toronto
AT4303861	2016/08/09	Postponement	Building & Development Mortgages Canada Inc. Olympia Trust Company	City of Toronto
AT4303862	2016/08/09	Postponement	Quincy Investment Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino	City of Toronto
AT4304843	2016/08/10	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company

AT4311566	2016/08/16	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4340511	2016/09/13	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4363739	2016/10/05	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4409893	2016/11/23	Notice (Agmt to amend mortgage)	Fortress Brookdale Inc.	Jaekel Capital Inc.
AT4414052	2016/11/28	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4414053	2016/11/28	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4427266	2016/12/07	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4457626	2017/01/12	Notice (Agmt amending mortgage)	Fortress Brookdale Inc.	Jaekel Capital Inc.
AT4469319	2017/01/25	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4486280	2017/02/14	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company

AT4486281	2017/02/14	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4503127	2017/03/06	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4516581	2017/03/21	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4540011	2017/04/19	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4560150	2017/05/09	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4591073	2017/06/07	Charge	Fortress Brookdale Inc.	Firm Capital Mortgage Fund Inc.
AT4591074	2017/06/07	No Assignment Rent General	Fortress Brookdale Inc.	Firm Capital Mortgage Fund Inc.
AT4591075	2017/06/07	Postponement	Jaekel Capital Inc.	Firm Capital Mortgage Fund Inc.
AT4591076	2017/06/07	Postponement	Building & Development Mortgages Canada Inc. Olympia Trust Company	Firm Capital Mortgage Fund Inc.

AT4591077	2017/06/07	Postponement	Quincy Investment Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino	Firm Capital Mortgage Fund Inc.
AT4619487	2017/07/06	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4619488	2017/07/06	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4645430	2017/08/02	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4707175	2017/10/17	Charge	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc.
AT4707176	2017/10/17	Postponement	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc.
AT4728397	2017/11/08	Transfer of Charge	Building & Development Mortgages Canada Inc.	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada

AT4732555	2017/11/15	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4738233	2017/11/21	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4744352	2017/11/28	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4752741	2017/12/06	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4762751	2017/12/18	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4781690	2018/01/17	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4790996	2018/01/29	Construction Lien	Summit Concrete & Drain Ltd.	
AT4790997	2018/01/29	Construction Lien	Summit Forming Ltd.	
AT4791585	2018/01/30	Construction Lien	D. Zentil Mechanical Inc.	
AT4801687	2018/02/13	Construction Lien	Atlas Dewatering Corporation	

AT4801986	2018/02/13	Construction Lien	Innocon Lafarge Canada Inc. Lehigh Hanson Materials Limited Innocon Inc.	
AT4803253	2018/02/15	Construction Lien	Dircam Electric Limited	
AT4803254	2018/02/15	Construction Lien	Dircam Electric Limited	
AT4807083	2018/02/22	Construction Lien	Gilbert Steel Limited	
AT4813373	2018/03/01	Construction Lien	The Fence People Limited	
AT4815544	2018/03/05	Certificate	Innocon Lafarge Canada Inc. Lehigh Hanson Materials Limited Innocon Inc.	Fortress Brookdale Inc. Jaekel Capital Inc. Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada Olympia Trust Company Firm Capital Mortgage Fund Inc. Quincy Investment Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino

AT4818840	2018/03/12	Construction Lien	Global Precast Inc.	
AT4821028	2018/03/14	Certificate	D. Zentil Mechanical Inc.	Fortress Brookdale Inc. Centro Mortgage Inc. In Trust Olympia Trust Company Quincy Investments Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino Building & Development Mortgages Canada Inc. In Trust Jaekel Capital Inc. Computershare Trust Company of Canada
AT4826878	2018/03/23	Certificate	Atlas Dewatering Corporation	
AT4835898	2018/04/05	Certificate	Gilbert Steel Limited	
AT4841153	2018/04/12	Certificate	Dircam Electric Limited	Ontario Superior Court of Justice
AT4843073	2018/04/16	Certificate	The Fence People Limited	
AT4845648	2018/04/19	Construction Lien	Summit Forming Ltd.	
AT4846823	2018/04/20	Certificate	Summit Concrete & Drain Ltd.	Fortress Brookdale Inc.
AT4846824	2018/04/20	Certificate	Summit Forming Ltd.	Fortress Brookdale Inc.

AT4850172	2018/04/26	Construction Lien	Concrane Equipment Inc.	
AT4857277	2018/05/04	Certificate	Global Precast Inc.	Fortress Brookdale Inc. Jaekel Capital Inc. Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada Olympia Trust Company Firm Capital Mortgage Fund Inc. Quincy Investments Limited 969592 Ontario Limited 969596 Ontario Limited 2307270 Ontario Inc. Sasso Auto Consulting Inc. Angelo Grossi David Mark Doubilet Gus Stamatiou Robert Di Matteo Tonino Amendola
AT4897958	2018/06/28	Construction Lien	Aluma Systems Inc.	
AT4902724	2018/07/05	Construction Lien	Stephenson's Rental Services Inc.	
AT4912720	2018/07/18	Construction Lien	Concrane Equipment Inc.	
AT4920981	2018/07/26	Certificate	Concrane Equipment Inc.	
AT4927888	2018/08/02	Certificate	Aluma Systems Inc.	
AT4951254	2018/09/05	Certificate	Stephenson's Rental Services Inc.	
AT4976190	2018/10/04	Construction Lien	Concrane Equipment Inc.	

PIN 10189-0866:

Instrument No.	Date	Instrument Type	Parties From	Parties To
AT3807259	2015/02/10	Transfer	Mady Avenue Road Ltd.	Fortress Brookdale Inc.
AT3894769	2015/05/28	Charge	Fortress Brookdale Inc.	RW Fortress Inc.
AT3955352	2015/07/23	Charge	Fortress Brookdale Inc.	Centro Mortgage Inc.
AT3955420	2015/07/23	Transfer of Charge	Centro Mortgage Inc.	Centro Mortgage Inc. Olympia Trust Company
AT3962441	2015/07/30	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT3986534	2015/08/24	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4021992	2015/09/30	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4046860	2015/10/26	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4065378	2015/11/13	Charge	Fortress Brookdale Inc.	Quincy Investments Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino

AT4065412	2015/11/13	Postponement	RW Fortress Inc.	Quincy Investments Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino
AT4065413	2015/11/13	Postponement	Centro Mortgage Inc. Olympia Trust Company	Quincy Investments Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino
AT4075751	2015/11/25	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4110698	2016/01/07	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company
AT4130302	2016/01/27	Transfer of Charge	Centro Mortgage Inc. Olympia Trust Company	Centro Mortgage Inc. Olympia Trust Company

AT4158080	2016/03/02	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4174535	2016/03/24	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4210360	2016/05/03	Apl Ch Name Inst	RW Fortress Inc. RW Fortress Inc. RW Fortress Inc. RW Fortress Inc. RW Fortress Inc. RW Fortress Inc.	Jaekel Capital Inc.
AT4216294	2016/05/12	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4216295	2016/05/12	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4240390	2016/06/07	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4243114	2016/06/09	Notice (Agmt to amend mortgage)	Fortress Brookdale Inc.	Jaekel Capital Inc.
AT4249565	2016/06/16	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company

AT4269368	2016/07/06	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4303846	2016/08/09	Postponement	Jaekel Capital Inc.	City of Toronto
AT4303847	2016/08/09	Postponement	Building & Development Mortgages Canada Inc. Olympia Trust Company	City of Toronto
AT4303848	2016/08/09	Postponement	Quincy Investment Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino	City of Toronto
AT4303860	2016/08/09	Postponement	Jaekel Capital Inc.	City of Toronto
AT4303861	2016/08/09	Postponement	Building & Development Mortgages Canada Inc. Olympia Trust Company	City of Toronto

AT4303862	2016/08/09	Postponement	Quincy Investment Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino	City of Toronto
AT4304843	2016/08/10	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4311566	2016/08/16	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4340511	2016/09/13	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4363739	2016/10/05	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4409893	2016/11/23	Notice (Agmt to amend mortgage)	Fortress Brookdale Inc.	Jaekel Capital Inc.
AT4414052	2016/11/28	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company

AT4414053	2016/11/28	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4427266	2016/12/07	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4457626	2017/01/12	Notice (Agmt to amend mortgage)	Fortress Brookdale Inc.	Jaekel Capital Inc.
AT4469319	2017/01/25	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4486280	2017/02/14	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4486281	2017/02/14	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4503127	2017/03/06	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4516581	2017/03/21	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4540011	2017/04/19	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company

AT4560150	2017/05/09	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4591073	2017/06/07	Charge	Fortress Brookdale Inc.	Firm Capital Mortgage Fund Inc.
AT4591074	2017/06/07	No Assignment Rent General	Fortress Brookdale Inc.	Firm Capital Mortgage Fund Inc.
AT4591075	2017/06/07	Postponement	Jaekel Capital Inc.	Firm Capital Mortgage Fund Inc.
AT4591076	2017/06/07	Postponement	Building & Development Mortgages Canada Inc. Olympia Trust Company	Firm Capital Mortgage Fund Inc.
AT4591077	2017/06/07	Postponement	Quincy Investment Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino	Firm Capital Mortgage Fund Inc.
AT4619487	2017/07/06	Notice (Agmt amending charge)	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4619488	2017/07/06	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company

AT4645430	2017/08/02	Transfer of Charge	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc. Olympia Trust Company
AT4707175	2017/10/17	Charge	Fortress Brookdale Inc.	Building & Development Mortgages Canada Inc.
AT4707176	2017/10/17	Postponement	Building & Development Mortgages Canada Inc. Olympia Trust Company	Building & Development Mortgages Canada Inc.
AT4728397	2017/11/08	Transfer of Charge	Building & Development Mortgages Canada Inc.	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4732555	2017/11/15	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4738233	2017/11/21	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4744352	2017/11/28	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4752741	2017/12/06	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4762751	2017/12/18	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada

AT4781690	2018/01/17	Transfer of Charge	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada	Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada
AT4795274	2018/02/01	Construction Lien	Summit Concrete & Drain Ltd.	
AT4795275	2018/02/01	Construction Lien	Summit Forming Ltd.	
AT4801687	2018/02/13	Construction Lien	Atlas Dewatering Corporation	
AT4801986	2018/02/13	Construction Lien	Innocon Lafarge Canada Inc. Lehigh Hanson Materials Limited Innocon Inc.	
AT4803253	2018/02/15	Construction Lien	Dircam Electric Limited	
AT4803254	2018/02/15	Construction Lien	Dircam Electric Limited	
AT4807083	2018/02/22	Construction Lien	Gilbert Steel Limited	
AT4813373	2018/03/01	Construction Lien	The Fence People Limited	

AT4815544	2018/03/05	Certificate	Innocon Lafarge Canada Inc. Lehigh Hanson Materials Limited Innocon Inc.	Fortress Brookdale Inc. Jaekel Capital Inc. Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada Olympia Trust Company Firm Capital Mortgage Fund Inc. Quincy Investment Limited 969592 Ontario Limited 969593 Ontario Limited 2307271 Ontario Inc. Sasso Auto Consulting Inc. Grossi, Angelo Doubilet, David Mark Stamatiou, Gus Di Matteo, Robert Amendola, Tonino
AT4818840	2018/03/12	Construction Lien	Global Precast Inc.	
AT4826878	2018/03/23	Certificate	Atlas Dewatering Corporation	
AT4835898	2018/04/05	Certificate	Gilbert Steel Limited	
AT4841153	2018/04/12	Certificate	Dircam Electric Limited	Ontario Superior Court of Justice
AT4843073	2018/04/16	Certificate	The Fence People Limited	
AT4845648	2018/04/19	Construction Lien	Summit Forming Ltd.	
AT4846823	2018/04/20	Certificate	Summit Concrete & Drain Ltd.	Fortress Brookdale Inc.
AT4846824	2018/04/20	Certificate	Summit Forming Ltd.	Fortress Brookdale Inc.

AT4850172	2018/04/26	Construction Lien	Concrane Equipment Inc.	
AT4857277	2018/05/04	Certificate	Global Precast Inc.	Fortress Brookdale Inc. Jaekel Capital Inc. Building & Development Mortgages Canada Inc. Computershare Trust Company of Canada Olympia Trust Company Firm Capital Mortgage Fund Inc. Quincy Investments Limited 969592 Ontario Limited 969596 Ontario Limited 2307270 Ontario Inc. Sasso Auto Consulting Inc. Angelo Grossi David Mark Doubilet Gus Stamatiou Robert Di Matteo Tonino Amendola
AT4897958	2018/06/28	Construction Lien	Aluma Systems Inc.	
AT4902724	2018/07/05	Construction Lien	Stephenson's Rental Services Inc.	
AT4912720	2018/07/18	Construction Lien	Concrane Equipment Inc.	
AT4920981	2018/07/26	Certificate	Concrane Equipment Inc.	
AT4927888	2018/08/02	Certificate	Aluma Systems Inc.	
AT4951254	2018/09/05	Certificate	Stephenson's Rental Services Inc.	
AT4976190	2018/10/04	Construction Lien	Concrane Equipment Inc.	

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

(Instruments Unaffected by the Vesting Order)

PART 1 - SPECIFIC

PINS 10189-0865 & 10189-0866 (LT)

1. Instrument No. 64BA895 registered on September 2, 1976 is a Boundaries Act Plan.
2. Instrument No. 64BA1481 registered on February 15, 1978 is a Boundaries Act Plan.
3. Instrument No. 64BA1152 registered on March 22, 1978 is a Boundaries Act Plan.
4. Instrument No. AT3585071 registered on May 20, 2014 is a Notice of a Section 37 Agreement between the City of Toronto (the “City”) and Mady Avenue Road Ltd.
5. Instrument No. AT4303844 registered on August 9, 2016 is a Notice of a Section 111 Agreement with the City.
6. Instrument No. AT4303858 registered on August 9, 2016 is a no dealings Land Restriction in favour of the City.
7. Instrument No. AT4379989 registered on October 25, 2016 is a Notice of a Site Plan Agreement with the City.
8. Instrument No. AT4476610 registered on February 1, 2017 is a Notice Amending Instrument No. AT4286895 - Notice of Application for Absolute Title.
9. Instrument No. 66R29204 registered on March 13, 2017 is a Reference Plan.
10. Instrument No. AT4509599 registered on March 13, 2017 is an Application for Absolute Title by Fortress Brookdale Inc.
11. Instrument No. AT4660181 registered on August 21, 2017 is an easement in favour of Rogers Communications Inc.
12. Instrument No. AT4753130 registered on December 6, 2017 is an easement in favour of Enbridge Gas Distribution Inc.

BUILDING PERMITS

	No.
1.	16 115715 DEM 00 DM
2.	16 185027 DEM 00 DM
3.	16 185057 DEM 00 DM
4.	16 118258 DEM 00 DM
5.	10 286672 BLD 00 BA
6.	16 118290 DEM 00 DM
7.	14 266127 STS 00 CP
8.	14 266127 FND 00 CP
9.	14 266127 SHO 00 CP
10.	14 266127 DRN 00 DR
11.	14 266127 STS 00 DR
12.	14 266127 HVA 00 MS
13.	14 266073 STR 00 PP
14.	14 266073 PLB 00 PS
15.	14 266127 PLB 00 PS
16.	14 266127 BLD 00 NB
17.	14 266073 BLD 00 NB
18.	14 266073 HVA 00 MS
19.	14 266127 FND 00 PP
20.	14 266073 STR 00 CP
21.	16 120004 DEM 00 DM
22.	00 167837 CMB 00 NR
23.	16 120026 DEM 00 DM
24.	16 185006 DEM 00 DM
25.	16 109536 DEM 00 DM

PART 2 - GENERAL

1. All reservations, limitations, provisos and conditions expressed in any original grants from the Crown, as may be varied by statute;
2. Liens and inchoate liens for realty taxes, charges, rates and assessments and charges for utilities, in each case not yet due or in arrears;
3. The provisions of registered governing municipal by-laws, including those relating to zoning;
4. Any minor title defects or irregularities that in the aggregate do not materially affect the use, operation or marketability of the Purchased Assets;
5. Any rights of expropriation, access or use, or any other similar rights conferred or reserved by or in any statute of Canada or Ontario;
6. Any registered restrictions or covenants that run with the Lands including private deed restriction restrictions and public or private rights-of-way;
7. Any registered or unregistered regional, county, municipal governmental or other agreements, or agreements with publicly or privately regulated utilities;
8. Any easements for supply of domestic utilities, telephone service, drainage, storm and sanitary services, utility lines, cable lines, and other services to the Lands or over the Lands for the benefit of adjacent properties; and
9. Any defects in title, discrepancies or other matters that would be disclosed by an up-to-date survey of the Lands.

**Schedule E – Construction Lien Actions to be Dismissed or Discontinued with Prejudice
Against the Receiver and RSM Canada Limited**

1. *Aluma Systems Inc. and Fortress Brookdale Inc., et al*, Court File No. CV-18-00602623-0000
2. *Atlas Dewatering Corporation and Fortress Brookdale Inc., et al*, Court File No. CV-18-594235
3. *Concrane Equipment Inc. and Summit Forming Ltd., et al*, Court File No. CV-18-602267
4. *Dircam Electric Limited and Fortress Brookdale Inc., et al*, Court File No. CV-18-595506
5. *Gilbert Steel Limited and Fortress Brookdale Inc., et al*, Court File No. CV-18-595231
6. *Global Precast Inc. and Fortress Brookdale Inc., et al*, Court File No. CV-18-596687
7. *Innocon, a partnership of Lafarge Canada Inc., Lehigh Hanson Materials Limited and Innocon Inc. and Fortress Brookdale Inc., et al*, Court File No. CV-18-593304
8. *Summit Concrete & Drain Ltd. and Fortress Brookdale Inc., et al*, Court File No. CV-18-596262
9. *Summit Forming Ltd. and Fortress Brookdale Inc., et al*, Court File No. CV-18-596313
10. *The Fence People Limited and Fortress Brookdale Inc., et al*, Court File No. CV-18-595707

Schedule F – Form of Receiver’s Certificate of Completion

Court File No. CV-18-604993-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

In the matter of Sections 97 and 100 of the Courts of Justice Act, R.S.O. 1990 c.C.43, as am.

B E T W E E N:

FIRM CAPITAL MORTGAGE FUND INC.

Applicant

- and -

**FORTRESS BROOKDALE INC., FORTRESS AVENUE ROAD (2015) INC. and
FERNBROOK HOMES (BROOKDALE) LIMITED**

Respondents

CERTIFICATE OF COMPLETION

RECITALS

A. Pursuant to an Order of the Court in this proceeding dated October 18, 2018 (the “**Order**”), the Court directed the Receiver to serve and file a certificate confirming that it had paid the Net Proceeds to the Accountant of the Ontario Superior Court of Justice.

B. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Order.

THE RECEIVER CONFIRMS the following:

1. The Receiver paid the Net Proceeds to the Accountant pursuant to the terms of the Order on _____ [DATE].

**RSM Canada Limited, in its capacity as
Receiver of Fortress Brookdale Inc., Fortress
Avenue Road (2015) Inc. and Fernbrook
Home (Brookdale) Limited, and not in its
personal capacity**

Per: _____

Name:

Title:

In the matter of Sections 97 and 100 of the Courts of Justice Act, R.S.O. 1990 c. C.43, as amended

FIRM CAPITAL MORTGAGE FUND INC.

- and -

**FORTRESS BROOKDALE INC., FORTRESS AVENUE ROAD
(2015) INC. and FERNBROOK HOMES (BROOKDALE) LIMITED**

Applicant

Respondents

Court File No. CV-18-604993-00CL

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

Proceedings commenced at Toronto, Ontario

VESTING ORDER

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