



Court File No.: CV-24-00716381-00CL

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

THE HONOURABLE) **WEDNESDAY, THE 13TH**
)
JUSTICE STEELE) **DAY OF MAY, 2026**

BETWEEN:

1599285 ONTARIO LIMITED., RICK BERWICK, 2702749 ONTARIO INC., PETER ADAMO, CROCETTA ADAMO, ANJAY LIMITED, A-ONE AUTO INVESTMENTS INC., CINZIA SORRENTI, ELCRM HOLDINGS INC., SERGIO MOLELLA, DONALD IERFINO, PIERINA PIZZARDI, PIZZARDI INVESTMENTS, AMOND MANAGEMENT INC., SALISI INVESTMENTS INC., LORENZO ANTONINI, CARMEN ANTONINI, TINA BETTI, ANTHONY BONDI GIUSEPPA BONDI, C.P.M.C MARQUEZ HOLDINGS INC., FREDY ROSSI, 2438747 ONTARIO LIMITED, 2205633 ONTARIO LIMITED, 1620375 ONTARIO LIMITED, 1288601 ONTARIO LIMITED, AMSTEL MANUFACTURING (1993) INC., BRUCE MCKINLAY, SALISI INVESTMENTS LTD., M ANTONINI HOLDINGS INC., GABRIELE PIZZARDI, IMPERIO SA HOLDINGS INC., RONALD CHEMIJ, MARY CHEMIJ, TERRY CHEMIJ, LUBA CHEMIJ, and TAXMART INC.

Applicants

-and-

1000195736 ONTARIO LTD., 1000193772 ONTARIO LTD., and MORGIS CORPORATION

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c.B-3, AS AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

**ORDER
(Administration and Discharge Order)**

THIS MOTION, made by TDB Restructuring Limited (“**TDB**”) in its capacity as the Court-appointed Receiver (in such capacity, the “**Receiver**”), without security, over all of the

assets and undertakings of 1000195736 Ontario Ltd., 1000193772 Ontario Ltd., and Morgis Corporation (collectively the “**Debtors**”), including the real property as described in Schedule “A” to the Order of the Honourable Justice Cavanagh dated July 5, 2024 (“**Appointment Order**”), for an Order, *inter alia*, (i) approving the First Report of the Receiver dated August 12, 2025 (the “**First Report**”), and the Second Report of the Receiver dated May 6, 2026 (the “**Second Report**”) and the activities and conduct of the Receiver as described therein, (ii) approving the Receiver’s fees and disbursements, and those of its counsel, Robins Appleby LLP (“**RA**”), as set in the Second Report and the Affidavit of Arif Dhanani sworn May 4, 2026 (the “**Dhanani Affidavit**”) and the Affidavits of Dominique Michaud sworn August 11, 2025 and May 5, 2026 (the together, the “**Michaud Affidavits**”), (iii) authorizing and directing the Receiver to make distribution of any funds remaining in its possession to the lawyers for the Applicants, RAR Litigation Lawyers (“**RAR**”), in trust, after payment of all professional fees and costs related to the receivership administration has been made, (iv) discharging the Receiver upon the filing of a certificate (the “**Discharge Certificate**”) with the Court and authorizing the Receiver to complete certain administrative matters following the discharge of the Receiver and (v) directing TDB in its capacity as former Receiver, once discharged, be authorized to pay to RAR, in trust, any funds received by the Receiver following the Discharge Order, provided that the amounts paid do not exceed the Debtors’ indebtedness to the Applicants in this proceeding, and permitting TDB to apply to this Court for further direction if it is of the view that the direction of the Court is required, was heard this day via Zoom videoconference.

ON READING the Motion Record of the Receiver dated May 6, 2026, the Second Report (containing the First Report as Appendix “B”), the Factum of the Receiver dated May 11, 2026 and the Aide Memoire dated May 12, 2026, and on hearing the submissions of counsel for

the Receiver and any such other counsel or individual as were present, no one appearing for any other person on the service list, although properly served as evidenced by the Affidavits of Service of Wendy Lee and Amanda Marciano sworn May 6, 2026, May 11, 2026 and May 12, 2026, respectively, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Receiver's Notice of Motion dated May 6, 2026 (the "NOM") and related motion materials filed in support of that NOM, including the Receiver's Motion Record dated May 6, 2026, is hereby abridged and validated, so that this Motion is properly returnable today and hereby dispenses with further service hereof.

APPROVAL OF ACTIVITIES AND RECEIVER'S REPORTS

2. **THIS COURT ORDERS** that First Report and the Second Report, and the activities and conduct of the Receiver as described in First Report and the Second Report are hereby approved, provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

APPROVAL OF FEES, EXPENSES, RECEIPTS AND DISBURSEMENTS

3. **THIS COURT ORDERS** that the fees, receipts and disbursements of the Receiver and its counsel, and the estimated fees, receipts and disbursements of the Receiver and its counsel to complete the administration of the herein Receivership, as set out in the Second Report, the Dhanani Affidavit and the Michaud Affidavits are hereby approved.

DISTRIBUTION, DISCHARGE AND RELEASE OF THE RECEIVER

4. **THIS COURT ORDERS** that after payment of the fees and disbursements herein approved, and other such amounts as detailed in the Second Report, the Receiver shall pay the remaining funds in its possession to the Applicants, by way of payment to RAR, in trust.

5. **THIS COURT ORDERS TDB**, in its capacity as former Receiver, to (i) pay to the Applicants, by way of payment to RAR, in trust, any funds that it receives following the date of its discharge, provided that the amounts paid do not exceed the indebtedness of the Debtors to the Applicants in this proceeding, or (ii) apply to the Court for further directions if TDB is of the view that the direction of the Court is required.

6. **THIS COURT ORDERS** that upon completion of the remaining duties of the Receiver detailed in the Second Report, and upon filing the Discharge Certificate in the form attached hereto as Schedule "A", the Receiver shall be discharged as Receiver of the Debtors, provided, however that notwithstanding its discharge herein (a) the Receiver shall remain receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein and (b) the Receiver shall continue to have the benefit of the provisions of all orders made in this proceedings, including all approvals, protections and stays of proceedings in favour of TDB in its capacity as Receiver.

7. **THIS COURT ORDERS** that the Receiver shall have no other obligations or duties other than to complete the remaining duties as set out in the Second Report, from the date of this Order until the filing of the Discharge Certificate.

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

GENERAL

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

**Jana
Steele**

Digitally signed
by Jana Steele
Date: 2026.05.13
10:44:41 -04'00'

Schedule "A" – Form of Receiver's Discharge Certificate

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ONTARIO
SUPERIOR COURT OF JUSTICE
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CERTIFICATE OF COMPLETION

RECITALS

A. Pursuant to an Order of the Honourable Justice Cavanagh of the Ontario Superior Court of Justice (the "**Court**") dated July 5, 2024 (the "**Appointment Order**"), TDB Restructuring Limited was appointed as receiver (the "**Receiver**") over 1000195736 Ontario Ltd., 1000193772

Ontario Ltd., and Morgis Corporation (collectively the “**Debtors**”), including the real property as described in Schedule “A” to the Appointment Order, without security, to exercise the powers and duties as specifically set out in the Appointment Order with respect to the assets, undertakings and properties of the Debtors acquired for, or used in relation to the business carried on by the Debtors, including all proceeds thereof.

B. Pursuant to an Order of the Honourable Justice Steele dated May 13, 2026, (the “**Discharge Order**”), the Court, *inter alia*, authorized and directed the Receiver to carry out certain final outstanding matters (the “**Outstanding Matters**”) that were outlined in the Second Report of the Receiver dated May 6, 2026 (the “**Second Report**”) Report, and further provided that upon the Receiver filing a Certificate of Completion with this Court certifying that the Outstanding Matters completed, the Receiver shall thereby be immediately discharged and the Receiver and all of its directors, officers, partners, employees, agents, attorneys and counsel released from any and all claims in respect of all acts or omissions of any such parties in the performance or intended performance of the Receiver’s mandate or any activity related thereto.

THE RECEIVER HEREBY CERTIFIES the following:

1. The Receiver has completed all of the Outstanding Matters in accordance with the terms of the Second Report and the Discharge Order, such that the discharge and release of the Receiver should now be effective.

DATED at Toronto, Ontario this day of _____, _____.

**TDB Restructuring Limited, in its capacity as
Receiver of 1000195736 Ontario Ltd.,
1000193772 Ontario Ltd., and Morgis
Corporation and not in its personal capacity
and without personal or corporate liability**

Per: _____
Name:
Title:

1599285 ONTARIO LIMITED et al. - and-

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PROCEEDING COMMENCED AT TORONTO

CERTIFICATE OF COMPLETION

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1599285 ONTARIO LIMITED et al. - and-

1000195736 ONTARIO LTD. et al.

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PROCEEDING COMMENCED AT TORONTO

ORDER
(Administration and Discharge Order)

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