

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

B E T W E E N:

UBC SOLUTIONS INCORPORATED

Applicant

- and -

**1680 BRIMLEY LIMITED PARTNERSHIP, 2808908 ONTARIO INC. and BRIMLEY
PROGRESS DEVELOPMENTS INC.**

Respondents

AIDE MEMOIRE OF THE RECEIVER

1. TDB Restructuring Limited is the receiver of certain assets and undertakings of the Respondents (in such capacity, the “**Receiver**”).
2. The Receiver files this Aide Memiore:
 - (a) in response to the Respondents request to schedule a motion to seek advice and direction on the sales process and to vary the order appointing the Receiver; and
 - (b) to request that the court schedule a motion:
 - (i) to approve the conduct of the Receiver;
 - (ii) to approve the remaining steps in the Receiver’s ongoing sales process;

- (iii) for an order requiring a company related to the respondent, Hansalex Corp. (“**Hansalex**”) to return \$24 million which was paid to it prior to the Receiver’s appointment; and
- (iv) to require the respondents to grant access to their servers in order for the Receiver or its expert to image the servers;
- (v) an order establishing a lien claims and/or vetting process; and
- (vi) other ancillary relief.

3. There is no basis for the Respondents’ motion regarding the sales process. The Receiver is independent and appointed by the court. The Receiver retained a broker which is marketing the property. There is no credible basis to question the Receiver’s conduct. Any concerns regarding the sales process would properly be addressed at the eventual motion to approve any sales transaction.

4. The request to vary the appointment order is a collateral attack on the appointment order. The order was made as a result of breaches by the Respondents, and the Respondents consent to the order. The Respondents raise no specific issues and instead make vague allegations that management issues with the Applicant may have impacted decision making. The issues raised by the Respondents do not vitiate their defaults, their consent, or the court’s decision to rely on the evidence and the consent to make the order.

5. The issues raised by the Respondents were either known prior to the appointment and could have been raised at that time or are not relevant to the appointment.

6. The Court should exercise its gate keeping function and refuse to schedule the Respondents motions.
7. The Receiver has been conducting, and will continue to conduct, a sales process. The Respondents' main asset is real estate. The sales process involved retaining a broker to market the property. The Receiver was of the view that a motion to approve this process was not needed and was not a good use of estate funds. However given the allegations raised by the Respondents, the Receiver now seeks an order approving its conduct to date and the process going forward.
8. The officer, director, and shareholder of the Respondents is Hans Jain (“**Jain**”). Jain is also an officer, director, and shareholder of a number of other corporations. Jain transferred funds belonging to the Respondents to other corporations owned and controlled by him. Some of the details of these transfers are set out in the Receivership Application and form the basis of the appointment.
9. Upon its appointment the Receiver discovered that approximately \$24 million was transferred to Hansalex, one of the companies owned and controlled by Jain. The Receiver requested an explanation from Hansalex for these transfers. To date no explanation has been provided.
10. Given the lack of an explanation and the history of transferring funds between corporations, the Receiver seeks an order requiring Hansalex to return the funds transferred to it.
11. The Receiver has repeatedly demanded that the Respondents provide access to their servers in order for the servers to be imaged. The Respondents have refused arguing that the servers contain information belonging to other companies controlled by Jain.

12. The comingling is not a defence to a production order in this case. The appointment order contemplates production of documents from related parties. The transfers from the Respondents to Hansalex show the need for the Receiver to access more than just the Respondents documents. Despite requests, the Respondents have failed to advise what companies have their documents comingled with the Respondents documents. Given all of these factors, an order for the imaging of the servers should be made.

13. There are a number of liens registered against title to the Respondents' property. The Receiver seeks authorization to implement a claims or vetting process in order to assess the validity and priority of the liens.

June 11, 2026

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TO: SERVICE LIST

SERVICE LIST
(as at June 11, 2026)

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Court File No. CV-25-00740765-00CL

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PROCEEDING COMMENCED AT
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