



Court File No. CV-22-00674810-00CL

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

THE HONOURABLE)
JUSTICE W.D. BLACK)
)
)

THURSDAY, THE 21ST DAY
OF MARCH, 2024

B E T W E E N:

KINGSETT MORTGAGE CORPORATION

Applicant

- and -

30 ROE INVESTMENTS CORP.

Respondent

**IN THE MATTER OF AN APPLICATION UNDER
SUBSECTION 243(1) OF THE BANKRUPTCY AND
INSOLVENCY ACT, R.S.C. 1985, c. B-13, AS AMENDED,
AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

DISCHARGE AND ANCILLARY RELIEF ORDER

THIS MOTION, made by KSV Restructuring Inc. in its capacity as the Court-appointed receiver and manager (in such capacity, the “**Receiver**”), without security, of (i) the real property legally described in Schedule “A” to the Order (Appointing Receiver) of this Court dated May 9, 2022 (the “**Real Property**”), (ii) all assets, undertakings and properties of 30 Roe Investments Corp. (the “**Debtor**”) acquired for, used in connection with, situate at, or arising from the ownership, development, use or disposition of, the Real Property, including the proceeds

therefrom, and (iii) all of the Debtor's rights, claims, advantages, benefits, title and interest in, to and under all agreements, leases, documents, permits, approvals, licenses and instruments in respect of the Real Property and all monies or proceeds payable thereunder (collectively with (i), (ii) and (iii), the "**Property**") was heard February 7, 2024, via videoconference.

ON READING the (i) Motion Record of the Receiver dated October 4, 2023, including the Fifth Report of the Receiver dated October 4, 2023, and the appendices thereto (the "**Fifth Report**"), the Affidavit of Noah Goldstein sworn October 4, 2023 (the "**Goldstein Affidavit**"), the Affidavit of Chris Armstrong sworn October 4, 2023 (the "**Armstrong Affidavit**"), (ii) the Supplemental and Responding Motion Record of the Receiver dated February 5, 2024, including the Supplement to the Fifth Report dated November 6, 2023, the Second Supplement to the Fifth Report dated November 15, 2023, and the Third Supplement to the Fifth Report dated February 1, 2024, (iii) the Responding and Cross-Motion Record of the Respondent dated October 16, 2023, including the Affidavit of Raymond Zar sworn November 7, 2023 (the "**Zar Affidavit**"); (iv) the Supplementary Motion Record of the Respondent dated January 30, 2024, including the Affidavit of Ryamond (*sic*) Zar sworn January 30, 2024, and (v) the Transcript Brief of the Receiver, including the transcript from the cross-examination of Raymond Zar held November 20, 2023, the transcript from the cross-examination of Chris Armstrong held November 17, 2023 and the transcript from the cross-examination of Noah Goldstein held November 17, 2023, and on hearing the submissions of counsel for the Receiver, counsel for KingSett Mortgage Corporation ("**KingSett**"), and counsel for the Respondent, no one else appearing for any other person on the service list, although properly served as appears from the affidavit of service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Receiver's motion record be and is hereby abridged and the service thereof validated so that the motion is properly returnable today, and hereby dispenses with further service thereof.

HST MATTERS

2. **THIS COURT ORDERS** that the Receiver is hereby authorized to make (or cause to be made) a distribution to Canada Revenue Agency ("CRA") in respect of HST on the Transactions (as defined in the Fifth Report) and such other amounts as may be due and owing by the Debtor in respect of HST, in each case in such amount(s), if any, as the Receiver determines is required (the "HST Remittances").

3. **THIS COURT ORDERS** that the Receiver, its counsel and agents are hereby authorized to take all necessary steps and actions to effect the HST Remittances and shall not incur any liability as a result of making the HST Remittances.

APPROVAL OF THE FIFTH REPORT, ACTIVITIES AND FEES AND DISBURSEMENTS

4. **THIS COURT ORDERS** that the Fifth Report and the supplements thereto are hereby approved, and the activities and conduct of the Receiver prior to or on the date hereof in relation to the Debtor and these receivership proceedings (including as described in the Fifth Report and the supplements thereto) are hereby ratified and 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.

5. **THIS COURT ORDERS** that (a) the fees and disbursements of the Receiver as set out in the Goldstein Affidavit and described in the Fifth Report, and (b) the fees and disbursements of

Goodmans LLP, counsel to the Receiver, as set out in the Armstrong Affidavit and described in the Fifth Report, incurred in connection with these receivership proceedings are hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and Goodmans LLP, respectively, that are not set out in the Goldstein Affidavit or the Armstrong Affidavit but have been or will be incurred in the performance of the duties of the Receiver are hereby authorized and approved up to a maximum amount of \$200,000 (plus applicable taxes) in the aggregate.

DISCHARGE OF RECEIVER

7. **THIS COURT ORDERS** that, upon the service of a certificate by the Receiver substantially in the form attached hereto as Schedule “A” (the “**Receiver’s Discharge Certificate**”) on the service list in these proceedings, the Receiver shall be discharged as Receiver of the Property, provided however that, notwithstanding such discharge: (i) the Receiver shall remain Receiver for the performance of such incidental matters as may be required to complete the administration of the receivership and as relates to any action or other proceeding any person may seek to bring against the Receiver subsequent to its discharge (the “**Receiver Incidental Matters**”); and (ii) the Receiver shall be authorized to retain such amounts as it considers necessary in the Receiver’s account pending receipt of a clearance certificate from the CRA or such other comfort from the CRA in form and substance satisfactory to the Receiver in its sole and absolute discretion.

8. **THIS COURT ORDERS** that the Receiver is hereby directed to file a copy of the Receiver’s Discharge Certificate with the Court as soon as practicable following service thereof on the service list.

9. **THIS COURT ORDERS** that, notwithstanding the discharge of the Receiver upon the service of the Receiver's Discharge Certificate, the Receiver shall continue to have the benefit of all of the rights, approvals, protections, releases, charges and stays of proceedings in favour of the Receiver at law or pursuant to the Receivership Order, any other order made in these receivership proceedings or otherwise, including in connection with any Receiver Incidental Matters.

RELEASES

10. **THIS COURT ORDERS AND DECLARES** that, upon the service of the Receiver's Discharge Certificate on the service list in these proceedings, KSV Restructuring Inc. and its directors, officers, employees, affiliates, shareholders, lawyers (being Goodmans LLP), brokers, agents and advisors (collectively, including KSV Restructuring Inc., the "**Released Persons**" and each a "**Released Person**") are released and discharged from any and all liability that any Released Person now has or may hereafter have by reason of, or in any way arising out of or in connection with, the acts or omissions of KSV Restructuring Inc. while acting in its capacity as Receiver (including, without limitation, as relates to any Receiver Incidental Matters) or the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, the Released Persons shall be forever released and discharged from any and all liability relating to matters that were 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.

11. **THIS COURT ORDERS** that, without in any way limiting paragraph 10 hereof, no action or other proceeding shall be commenced against any Released Person in any way arising from or related to the within receivership proceedings, except with prior leave of this Court on a motion served on not less than twenty (20) days' prior notice to the Receiver and any other applicable

Released Person(s) and upon further order securing, as security for costs, the full indemnity costs of the applicable Released Persons in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

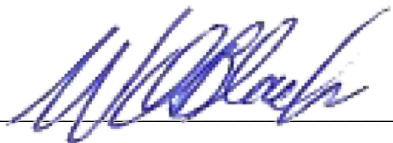
GENERAL

12. **THIS COURT ORDERS** that the Receiver is not required to post the Zar Affidavit on the case website.

13. **THIS COURT ORDERS** that the Receiver may from time to time (including following its discharge) apply to this Court for advice and directions with respect to any matter relating to this Order or the Receiver Incidental Matters.

14. **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.

15. **THIS COURT ORDERS** that this Order is effective as of the date hereof without the need for entry or filing.



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

B E T W E N:

KINGSETT MORTGAGE CORPORATION

Applicant

- and -

30 ROE INVESTMENTS CORP.

Respondent

**IN THE MATTER OF AN APPLICATION UNDER
SUBSECTION 243(1) OF THE BANKRUPTCY AND
INSOLVENCY ACT, R.S.C. 1985, c. B-13, AS AMENDED,
AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an Order (Appointing Receiver) of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated May 9 2022 (the "**Receivership Order**"), KSV Restructuring Inc. was appointed as receiver and manager (the "**Receiver**") without security, of (i) the real property legally described in Schedule "A" to the Receivership Order (the "**Real Property**"), (ii) all assets, undertakings and properties of 30 Roe Investments Corp. (the "**Debtor**") acquired for, used in connection with, situate at, or arising from the ownership, development, use or disposition of, the Real Property, including the proceeds therefrom, and (iii) all of the Debtor's rights, claims, advantages, benefits, title and interest in, to and under all

agreements, leases, documents, permits, approvals, licenses and instruments in respect of the Real Property and all monies or proceeds payable thereunder (collectively with (i), (ii) and (iii), the “Property”) (the “Receivership Proceedings”).

B. Pursuant to an Order of the Court dated February 14, 2024, the Receiver shall be discharged as Receiver upon the service of this certificate by the Receiver upon the service list in the Receivership Proceedings.

THE RECEIVER CERTIFIES the following:

1. The Receiver certifies that, to the knowledge of the Receiver, all matters to be attended to in connection with the Receivership Proceedings (Court File No. CV-22-00674810-00CL), as determined by the Receiver, have been completed.

This certificate was issued by the Receiver on ●.

**KSV RESTRUCTURING INC., in its capacity
as court-appointed receiver of certain of the
property of 30 Roe Investments Corp. and not
in its personal or corporate capacity**

Per: _____

Name:

Title:

IN SECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-13, AS AMENDED, AND
SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

**KINGSETT MORTGAGE
CORPORATION**

- and - **30 ROE INVESTMENTS CORP.**

Applicant

Respondent

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**
Proceeding commenced at Toronto

**DISCHARGE AND
ANCILLARY RELIEF ORDER**

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Court-appointed Receiver and not in its personal capacity

