



Court File No. CV-24-00713245-00CL

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

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF BALBOA INC., DSPLN INC., HAPPY
GILMORE INC., INTERLUDE INC., MULTIVILLE INC., THE
PINK FLAMINGO INC., HOMETOWN HOUSING INC., THE
MULLIGAN INC., HORSES IN THE BACK INC., NEAT NESTS
INC. AND JOINT CAPTAIN REAL ESTATE INC.

APPROVAL AND VESTING ORDER (269 Kimberly)

THIS MOTION, made by KSV Restructuring Inc., in its capacity as the Court-appointed monitor of the Applicants (in such capacity, the “**Monitor**”), for an Order, *inter alia*, approving the transaction (the “**Transaction**”) contemplated by the transfer agreement between the Corporation of the City of Timmins (the “**City**”) and the Monitor dated January 21, 2026 (the “**Agreement**”), and vesting in the City the right, title and interest of the Applicant, Interlude Inc. (“**Interlude**”), in and to the real property legally described in **Schedule “B”** hereto (the “**Kimberly Avenue Property**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Monitor and the Fourteenth Report of the Monitor dated January 21, 2026 (the “**Fourteenth Report**”), including the Appendices thereto, and on hearing the submissions of counsel for the Monitor, and such other parties shown on the Participant Information Form filed with the Court, no one appearing for any other party although duly served as appears from the Lawyer’s Certificate of Alec Hoy sworn January 21, 2026, filed:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Fourteenth Report.

APPROVAL OF THE TRANSACTION

3. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the Monitor is hereby authorized and directed, on behalf of the Applicants in accordance with the Order (Expansion of Monitor's Powers) granted by the Court on June 25, 2024 (the "**Expanded Powers Order**"), to execute the Agreement, with such minor amendments as the Monitor may deem necessary. The Monitor is hereby authorized and directed to take such additional steps and execute such additional documents, on behalf of the Applicants in accordance with the Expanded Powers Order, as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Kimberly Avenue Property to the City.
4. **THIS COURT ORDERS AND DECLARES** that, upon the delivery of a Monitor's certificate to the City substantially in the form attached as **Schedule "A"** hereto (the "**Monitor's Certificate (Kimberly)**"), all of Interlude's right, title and interest in and to the Kimberly Avenue Property shall vest absolutely in the City, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, 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 encumbrances or charges created by the Second Amended and Restated Initial Order of the Honourable Justice Kimmel dated March 28, 2024, as may be further amended; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule "C"** hereto (all of which are

collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements, restrictive covenants, and other matters listed on **Schedule “D”** hereto) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Kimberly Avenue Property are hereby expunged and discharged as against the Kimberly Avenue Property upon the delivery of the Monitor’s Certificate (Kimberly).

5. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of Cochrane (No. 6) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to (a) enter the City as the owner of the Kimberly Avenue Property identified in **Schedule “B”** hereto in fee simple, (b) delete and expunge from title to the Kimberly Avenue Property all of the Claims listed on **Schedule “C”** hereto, and (c) register this Order on title to the Kimberly Avenue Property.

6. **THIS COURT ORDERS AND DIRECTS** the Monitor to file with the Court a copy of the Monitor’s Certificate (Kimberly), forthwith after delivery thereof by the Monitor to the City.

7. **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 any of the Applicants and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Applicants,

the vesting of the Kimberly Avenue Property in the City pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the Applicants and shall not be void or voidable by creditors of such Applicant(s), nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other 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.

8. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

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 Monitor 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

 Digitally signed by
Jessica Kimmel
Date: 2026.01.28
16:56:12 -05'00'

SCHEDULE A
Form of Monitor's Certificate

Court File No. CV-00713245-00CL

ONTARIO
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MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Kimmel of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated January 23, 2024 (as amended and restated from time to time, and as may be further amended and restated, the “**Initial Order**”), KSV Restructuring Inc. was appointed as monitor of the Applicants (in such capacity, the “**Monitor**”) in proceedings commenced by the Applicants under the *Companies' Creditors Arrangement Act*.

D. Pursuant to an Order of the Court dated June 25, 2024, the Monitor was granted expanded powers, including the power to market any or all of the Property (as defined in the Initial Order) of the Applicants and negotiate such terms and conditions of sale as the Monitor, in its discretion, may deem appropriate.

C. Pursuant to an Order of the Court dated January ●, 2026 (the “**Approval & Vesting Order (Kimberly)**”), the Court approved the Agreement between the Monitor and the Corporation of the City of Timmins (the “**City**”) dated January 21, 2026 (the “**Agreement**”) and provided for the vesting in the City of the right, title and interest of Interlude Inc. (“**Interlude**”) in and to the Kimberly Avenue Property (as defined in the Approval & Vesting Order

(Kimberly)), which vesting is to be effective with respect to the Kimberly Avenue Property upon the delivery by the Monitor to the City of a certificate substantially in this form.

D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Approval & Vesting Order (Kimberly).

THE MONITOR CERTIFIES the following:

1. The conditions to closing, as set out in the Agreement, have been satisfied or waived by the Monitor, on behalf of Interlude, and the City; and
2. The Transaction has been completed to the satisfaction of the Monitor.

This Certificate was delivered by the Monitor at _____ [TIME] on _____, 2026 [DATE].

KSV RESTRUCTURING INC., in its capacity as Court-appointed Monitor of the Applicants and not in its personal capacity

Per: _____

Name:

Title:

I have authority to bind the monitor.

SCHEDULE B
Kimberly Avenue Property Legal Description

Municipal Address: 269 Kimberly Street, Timmins, Ontario

Legal Description: PCL 2426 SEC WAT SRO; LT 49 PL M2T TISDALE RESERVING TO THE ONTARIO NORTHLAND TRANSPORTATION COMMISSION THE RIGHT TO CROSS THE SAID LANDS AND TO LAY DOWN THEIR ROW 99 FT IN WIDTH ON AND OVER SAID LANDS OR ANY PT THEREOF AS MAY HEREAFTER BE FOUND NECESSARY OR EXPEDIENT; SAID RESERVATION TO BE OF THE SURFACE RIGHTS ONLY IN ACCORDANCE WITH THE TERMS OF AN ORDER OF OUR LIEUTENANT GOVERNOR IN COUNCIL DATED 22ND FEBRUARY 1909; ALSO RESERVING TO THE SAID MONETA PORCUPINE MINES, LIMITED, ITS SUCCESSORS AND ASSIGNS ALL ORES, MINES, MINERAL & MINERAL RIGHTS, WHATSOEVER ON, IN, OR UNDER THE SAID LANDS, TOGETHER WITH THE RIGHT OF INGRESS AND EGRESS TO THE SAID MONETA PORCUPINE MINES, LIMITED, ITS SERVANTS, AGENTS AND WORKMEN TO AND FROM AND IN, ON, OR UNDER THE SAID LANDS, FOR THE PURPOSE OF EXPLORING FOR, WORKING, WINNING, GETTING AND REMOVING ANY ORE, MINES AND MINERALS OR CARRYING ON OPERATIONS IN CONNECTION THEREWITH AND GENERALLY TO DO ALL OTHER ACTS AND THINGS NECESSARY OR PROPER FOR WORKING AND OBTAINING THE SAID ORES, MINES AND MINERALS. SUBJECT TO REASONABLE COMPENSATION BEING PAID FOR ANY DAMAGE DONE IN THE COURSE OF THE SAID OPERATIONS TO THE PROPERTY OR RIGHTS OF THE OWNER FOR THE TIME BEING OF THE SURFACE RIGHTS ON THE SAID PROPERTY.; T/W AS IN C47104; CITY OF TIMMINS

PIN: 65404-1710 (LT)

Registered Owner: Interlude Inc.

SCHEDULE C
Claims to be Vested and Expunged from the Kimberly Avenue Property

1. Instrument No. CB168823, registered on October 14, 2021, being a Charge in favour of 1896891 Ontario Inc.
2. Instrument No. CB168824, registered on October 14, 2021, being a Notice of Assignment of Rents General in favour of 1896891 Ontario Inc.

SCHEDULE D

**Permitted Encumbrances, Easements and Restrictive Covenants Related to the Kimberly
Avenue Property**

1. None.

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PROCEEDING COMMENCED AT
TORONTO

**APPROVAL & VESTING ORDER
(269 KIMBERLY)**

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