

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

B E T W E E N:

MIZUE FUKIAGE, AKIKO KOBAYASHI, YOSHIKI FUKIAGE, KOBAYASHI KYOHODO CO., LTD., TORU FUKIAGE and KWANG-CHENG (TONY) WEI, IN HIS PERSONAL CAPACITY AS A TAIWANESE INVESTOR AND IN HIS CAPACITY AS AGENT FOR THE OTHER TAIWANESE INVESTORS

Applicants

- and -

CLEARVIEW GARDEN ESTATES INC., TALBOT CROSSING INC., NIAGARA ESTATES OF CHIPPAWA II INC., LONDON VALLEY INC., LONDON VALLEY II INC., LONDON VALLEY III INC., LONDON VALLEY IV INC., LONDON VALLEY V INC., FORT ERIE HILLS INC., 2533430 ONTARIO INC., CGE CAPITAL MANAGEMENT INC., TGP-TALBOT CROSSING INC., NEC II CAPITAL MANAGEMENT INC., LV CAPITAL MANAGEMENT INC., LV II CAPITAL MANAGEMENT INC., LV III CAPITAL MANAGEMENT INC., LV IV CAPITAL MANAGEMENT INC., LV V CAPITAL MANAGEMENT INC., FORT ERIE HILLS CAPITAL MANAGEMENT INC., HALTON PARK INC., NIAGARA FALLS PARK INC., TSI-HP INTERNATIONAL CANADA INC., and TSI INTERNATIONAL- GRANDTAG A2A NIAGARA IV INC.

Respondents

IN THE MATTER OF AN APPLICATION UNDER SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED AND RULES 14.05(2) AND (3) OF THE *RULES OF CIVIL PROCEDURE*, R.R.O. 1990, REG. 194, AS AMENDED

NOTICE OF MOTION

(to be scheduled at a Case Conference returnable on May 11, 2026 at 10:00 AM)

KSV RESTRUCTURING INC. ("KSV"), in its capacity as the Court-appointed receiver and manager (in such capacities, and not in its personal, corporate or any other capacity, the "**Receiver**"), without security, of the assets, undertakings and properties of each of Clearview Garden Estates Inc., Talbot Crossing Inc., Niagara Estates of Chippawa II Inc., London Valley Inc., London Valley II Inc., London Valley III Inc., London Valley IV Inc., London Valley V Inc., Fort Erie Hills Inc., 2533430 Ontario Inc., Halton Park Inc. and Niagara Falls Park Inc. and as Receiver in respect of certain property of CGE Capital Management Inc., TGP-Talbot Crossing Inc., NEC II Capital Management Inc., LV Capital Management Inc., LV II Capital Management Inc., LV III Capital Management Inc., LV IV Capital Management Inc., LV V Capital Management Inc., Fort Erie Hills Capital Management Inc., TSI-HP International Canada Inc. and TSI International-Grandtag A2A Niagara IV Inc., will make a motion to a Judge of the Ontario

Superior Court of Justice (Commercial List) (the “**Court**”) on a date to be set at a case conference returnable on May 11, 2026 at 10 a.m. (EST), which case conference will be heard by judicial videoconference via Zoom at Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard:

- in writing under subrule 37.12.1 (1);
- in writing as an opposed motion under subrule 37.12.1 (4);
- in person;
- by telephone conference;
- by video conference (Zoom coordinates to be provided)

Case Conference returnable May 11, 2026, via Zoom (coordinates below)

Meeting Link:

https://app.zoom.us/jc/66335927377?ref_from=launch&pwd=WPn2uJEFhD0iiWrlTpXnMgEbwShPKY.1&fromPWA=1

Meeting ID: 663 3592 7377

Meeting Passcode: 659359

THE MOTION IS FOR:

- (a) an Order:
 - (i) if necessary, abridging the time for service and filing of this notice of motion and motion record or, in the alternative, dispensing with same;
 - (ii) approving the Fifth Report of the Receiver, to be filed, and the appendices thereto (collectively, the “**Fifth Report**”), and the actions, conduct and activities of the Receiver described therein;

- (iii) declaring that the Exchange of the VTB for the Highway 27 Mortgage (as defined below and in the Fifth Report) was a fraudulent conveyance under the *Fraudulent Conveyances Act*, RSO 1990, c F 20;
 - (iv) declaring that the Exchange is void against the Co-Owners (as defined below) of Halton Park Inc.; and
- (b) such other relief as this Honourable Court deems necessary.

THE GROUNDS FOR THE MOTION ARE:

Background

- (c) pursuant to the Order granted by the Honourable Justice Steele on March 6, 2025, as amended and restated by the subsequent Order granted by Her Honour on October 23, 2025 (the “**Appointment Order**”), KSV was appointed as Receiver, without security, of the assets, undertakings and properties of, among other entities, Halton Park Inc. (“**Halton Park**”), pursuant to section 101 of the *Courts of Justice Act*;

The Halton Park Property and the VTB Proceeds

- (d) Halton Park is the former owner of the property municipally known as 0 25 Highway E/S, Halton Hills, Ontario, as legally described under PIN 25022-0014 (LT) as PT LTS 7 & 8, CON 3 ESQ, AS IN 335221, EXCEPT 574487 & 679752; S/T EW15614 HALTON HILLS/ESQUESING (the “**Halton Park Property**”);
- (e) as described in the Fifth Report, based upon the Receiver’s investigation over the course of the receivership, as well as its review of the documents filed in the proceedings styled as *Trans Global Partners Limited, Randy Hoffner and Pauline*

Hoffner v. First Global Financial Corp, Elena Salvatore, Vincent Salvatore, Danny Iandoli and Tiberis Capital Corp., bearing Court File No. CV-24-00087580-000 (the “**Hamilton Proceedings**”), the Receiver has learned that:

- (i) on November 15, 2019, the Halton Park Property was transferred by Halton Park to Milton 525 Holding Inc. (“**Milton**”) per instrument no. HR1665993 for a purported purchase price of \$13 million;
- (ii) also on November 15, 2019, Milton granted a vendor take-back mortgage over the Halton Park Property in favour of Halton Park in the registered amount of \$7.8 million per instrument no. HR1665994 (the “**VTB**”);
- (iii) on April 23, 2024, Halton Park and First Global Financial Corp. (“**First Global**”) entered into an agreement whereby Halton Park assigned the VTB to First Global. In purported consideration therefor, First Global:
 - (1) amended a charge (instrument no. YR3666111) per instrument no. YR3670957 (together, the “**Highway 27 Mortgage**”) on the property municipally known as 11720 Highway 27, Vaughan, Ontario under PIN 03349-0125 (LT) (the “**Highway 27 Property**”) by increasing the amount thereof from \$45 million to \$52.8 million (an increase of \$7.8 million, being the equivalent amount of the VTB). First Global is the registered owner of the Highway 27 Property; and
 - (2) agreed that Halton Park would be considered an additional joint account holder of the Highway 27 Mortgage with the five other registered chargees thereon, notwithstanding that Halton Park is

not legally registered as a chargee under the Highway 27 Mortgage;

- (iv) on April 26, 2024, the VTB was transferred by Halton Park to First Global per instrument no. HR2028433;
- (v) on May 3, 2024, a Notice was registered on title for the Halton Park Property per instrument no. HR2030329 which attached, *inter alia*, an assignment agreement between First Global and Mr. Evangelista Tolfa (“**Tolfa**”) pursuant to which Tolfa was to pay First Global the sum of \$1 million and the VTB was to be amended to reflect Tolfa as a secured party;
- (vi) on May 13, 2024, a Notice was registered on title for the Halton Park Property per instrument no. HR2031553 which attached, *inter alia*, an assignment agreement between First Global and Mr. Balwinder Cheema (“**Cheema**”) pursuant to which Cheema was to pay First Global the sum of \$250,000 and the VTB was to be amended to reflect Cheema as a secured party;
- (vii) on September 20, 2024, an interest in the VTB was transferred by First Global to Mr. Danny landoli (“**landoli**”) per instrument no. HR2058425;
- (viii) on October 18, 2024, the Hamilton Proceedings were commenced by Trans Global Partners Limited, Mr. Randy Hoffner (“**Hoffner**”) and Pauline Hoffner (collectively, the “**Trans Global Parties**”). SimpsonWigle LAW LLP (“**SW Law**”) are the lawyers for the Trans Global Parties in the Hamilton Proceedings;

- (ix) on October 31, 2024, Justice MacNeil issued an Order in the Hamilton Proceedings that, *inter alia*, certain funds payable under the VTB (the “**VTB Proceeds**”) be paid to SW Law in trust from landoli or First Global’s entitlement under the VTB, and that SW Law be permitted to deduct from the VTB Proceeds received the amount of \$238,500 on account of legal fees (the “**MacNeil J. Order**”);
- (x) the MacNeil J. Order provided that SW Law was to hold the VTB Proceeds in trust until November 18, 2024, or further order of the court;
- (xi) on March 3, 2025, landoli transferred his interest in the VTB back to First Global per instrument no. HR2089185;
- (xii) on April 9, 2025, the VTB was discharged from title to the Halton Park Property per instrument no. HR2097593; and
- (xiii) on April 25, 2025, the sum of \$6,135,350.32 was paid into the trust account of SW Law as payment of the amount owing under the VTB to First Global. From those funds, SW Law transferred \$238,500.00 to SW Law on account of legal fees. SW Law continued to hold \$5,893,805.32 (the “**VTB Proceeds**”) in trust per the terms of the MacNeil J. Order;
- (f) in the Receiver’s view, the April 23, 2024 exchange of the VTB for the Highway 27 Mortgage (the “**Exchange**”) was a fraudulent conveyance, and is therefore void as against the Co-Owners of Halton Park;
- (g) accordingly, and by correspondence dated December 10, 2025, December 19, 2025, December 22, 2025, and January 13, 2026, the Receiver advised Trans Global, Hoffner, First Global, Milton, Tolfa, Cheema, and landoli of its position

with respect to the Exchange, and requested the following from each of them: (i) written explanations and supporting documentation regarding the various transactions concerning the Halton Park Property; (ii) written consent that the VTB Proceeds be paid forthwith to the Receiver for release to Halton Park pursuant to the Appointment Order; and (iii) confirmation that there are no outstanding claims for entitlement to the VTB Proceeds;

- (h) each of the Trans Global Parties, landoli, Cheema and Tolfa, by their lawyers, provided their written consent to the release of the VTB Proceeds held in trust by SW Law to the Receiver, and disclaimed any entitlement to the VTB Proceeds;
- (i) contrary to paragraph 8 of the Appointment Order, which requires Hoffner to “cooperate fully with the Receiver to facilitate and respond to any inquiries and investigations the Receiver deems necessary or appropriate in connection with its mandate”, no information was provided by the Trans Global Parties in response to the Receiver’s requests regarding the various transactions concerning the Halton Park Property;
- (j) contrary to paragraph 8 of the Appointment Order which requires Ms. Elena Salvatore, the principal of First Global, to “cooperate fully with the Receiver to facilitate and respond to any inquiries and investigations the Receiver deems necessary or appropriate in connection with its mandate”, no response was received from First Global or Ms. Salvatore to the Receiver’s inquiries;

The Release of the VTB Proceeds to the Receiver

- (k) in light of the foregoing, the Receiver brought a motion for release to it of the VTB Proceeds held in trust by SW Law (the “**VTB Proceeds Motion**”);

- (l) the VTB Proceeds Motion was heard by the Honourable Justice Cavanagh on February 23, 2026. His Honour ordered that SW Law release the sum of \$5,893,350.00 (the VTB Proceeds) to the Receiver, to be held pending further Order of the Court (the "**Cavanagh J. Order**");
- (m) in accordance with the Cavanagh J. Order, SW Law transferred the VTB Proceeds to the Receiver on February 25, 2026;
- (n) by letter dated March 3, 2026 (the "**March 3 Letter**"), the Receiver again wrote to First Global (to the attention of Ms. Salvatore), advising it of the Cavanagh J. Order and the Receiver's receipt of the VTB Proceeds. The Receiver's letter further advised First Global of the Receiver's intention to bring a motion for an Order permitting the distribution of the VTB Proceeds, net of costs, to Interest Holders of Halton Park;
- (o) contrary to paragraph 8 of the Appointment Order, no response was received from First Global to the Receiver's March 3 Letter;

The Present Motion to Void the Exchange

- (p) the Receiver brings the present motion for the declarations outlined at paragraphs (a)(iii) and (a)(iv), above, such that the VTB Proceeds may ultimately be distributed, subject to Court approval, to Interest Holders of Halton Park (as such capitalised terms are defined in the Claims Process and Interest Holdings Identification Order granted by Justice Steele on October 23, 2025, as amended by the Order granted by Justice Myers on December 9, 2025 (the "**Claims**");

Procedure Order") following the completion of the Receiver's administration of the ongoing claims process;¹

- (q) the *Fraudulent Conveyances Act*, RSO 1990, c F 20;
- (r) rules 1.04, 1.05, 2.03, 3.02, 37 and 41 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg 194; and
- (s) such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the Fifth Report of the Receiver, to be filed, and the appendices thereto; and
- (b) such further and other material as counsel may submit and this Court may permit.

¹ The claims bar date under the Claims Procedure Order was March 31, 2026.

Date: April 13, 2026

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TO: SERVICE LIST

MIZUE FUKIAGE *et al.*
Applicants

- and -

CLEARVIEW GARDEN ESTATES INC. *et al.*
Respondents

Court File No. CV-25-00736577-00CL

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

Proceedings commenced at Toronto

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