ksv advisory inc.



February 21, 2020

First Report of KSV Kofman Inc. as Trustee in Bankruptcy of 1033803 Ontario Inc. and 1087507 Ontario Limited

and

Eighth Report of KSV Kofman Inc. as Receiver and Manager of 1033803 Ontario Inc. and 1087507 Ontario Limited and Certain Related Other Property

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ESTATE NO.:31-2598338 ESTATE NO.:31-2598460

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

IN THE MATTER OF THE BANKURPTCIES OF 1033803 ONTARIO INC. AND 1087507 ONTARIO LIMITED

FIRST REPORT OF KSV KOFMAN INC. AS TRUSTEE IN BANKRUPTCY

COURT FILE NO: CV-18-608978-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

BRIDGING FINANCE INC. AS AGENT FOR 2665405 ONTARIO INC.

APPLICANT

- AND -

1033803 ONTARIO INC. AND 1087507 ONTARIO LIMITED

RESPONDENTS

IN THE MATTER OF AN APPLICATION UNDER SECTION 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

> EIGHTH REPORT OF KSV KOFMAN INC. AS RECEIVER AND MANAGER

> > **FEBRUARY 21, 2020**

1.0 Introduction

- 1. On November 19, 2018, Bridging Finance Inc., as agent (the "Agent") for 2665405 Ontario Inc. (the "Lender"), made an application to the Ontario Superior Court of Justice (Commercial List) (the "Court") for the appointment of KSV Kofman Inc. ("KSV") as receiver and manager of:
 - a. all the assets, undertaking and property of 1033803 Ontario Inc., operating as Forma-Con Construction and Forma Finishing ("Forma Con"), including the real property municipally known as 3420 Queen Street East, Brampton and 407 Basaltic Road, Concord;
 - b. all the assets, undertaking and property of 1087507 Ontario Limited ("108" and together with Forma Con, the "FC Debtors"), including the real property municipally known as 4431 Stouffville Road, Stouffville;
 - c. certain assets of Bondfield Construction Company Limited ("BCCL") and Bondfield Construction Equipment Ltd. ("BCEL", together with BCCL, Forma Con, 108 and several other related entities, the "Group"); and
 - d. the real property municipally known as 131 Saramia Crescent, Vaughan owned by Ralph Aquino, a limited guarantor of the indebtedness of the Group to the Lender.
- 2. The Court granted the relief requested by the Agent on the return of the receivership application and KSV was appointed receiver (the "Receiver").

1.1 BCCL and the BCCL Investigation

- 1. BCCL is a full-service construction company operating in Southern Ontario and an affiliate of the FC Debtors.
- 2. On April 3, 2019, BCCL and several related entities were granted protection under the *Companies' Creditors Arrangement Act* ("CCAA") and Ernst & Young Inc. ("E&Y") was appointed Monitor of BCCL and certain related entities (the "Monitor").
- 3. On May 30, 2019, the Court authorized the Monitor to, *inter alia*, investigate certain transactions involving BCCL and to deliver a report summarizing its investigation (the "Monitor's Investigation Report").
- 4. On October 30, 2019, the Monitor issued the Monitor's Investigation Report. A copy of the Monitor's Investigation Report is available on E&Y's website at: https://documentcentre.eycan.com/. The Monitor's Investigation Report details that BCCL and certain affiliates, including Forma Con, paid in excess of \$80 million to certain parties ("Suppliers of Interest") that do not appear to have provided any goods or services to the Group.

- 5. In connection with the Monitor's Investigation Report, the Monitor is seeking a declaration that transactions between BCCL and certain Suppliers of Interest are transfers at undervalue. The Monitor is also seeking various ancillary relief, including that certain respondents are jointly and severally liable to BCCL for the value of the transactions.
- 6. The Monitor does not have any capacity in respect of the FC Debtors.

1.2 FC Bankruptcy

- 1. Pursuant to an order of the Court issued on December 2, 2019 (the "Bankruptcy Order"), the Receiver was granted authority to file assignments in bankruptcy on behalf of the FC Debtors. On December 19, 2019, the Receiver filed the assignments and KSV was appointed trustee in bankruptcy of each of the FC Debtors (the "Trustee"). KSV's appointments were affirmed at creditors' meetings convened on January 8, 2020.
- 2. One of the purposes of the bankruptcy proceedings is for the Trustee to conduct an investigation similar to the one carried out by the Monitor and to pursue transfers at undervalue involving the FC Debtors (the "FC Investigation").
- 3. On January 8, 2020, the Inspectors appointed in the FC Debtors' bankruptcies unanimously passed resolutions authorizing the Trustee to commence the FC Investigation. As detailed below, the FC Investigation has identified that Forma Con paid approximately \$34 million to Suppliers of Interest that do not appear to have provided any goods or services to Forma Con. (This is a subset of the \$80 million identified in the Monitor's Investigation Report.)
- 4. On February 14, 2020, the Inspectors authorized the Trustee to commence an application (the "Application") for:
 - a declaration that the transfer of funds from Forma Con to the Supplier Respondents (as defined below) between December 19, 2014 and December 19, 2019 (the "Impugned Transactions") are transfers at undervalue for the purposes of section 96 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the "BIA") and are void as against the Trustee;
 - b. an order that John Aquino, the Estate of Michael Solano ("Solano"), Marco Caruso ("Caruso"), Joe Ana ("Ana"), Lucia Coccia-Canderle ("Coccia-Canderle") and Domenic Dipede ("Dipede") (collectively, the "Individual Respondents") and the Supplier Respondents (the "Individual Respondents") and the Supplier Respondents (the "Respondents") shall jointly and the Supplier Respondents are defined as the "Respondents") shall jointly and severally pay to Forma Con the value of the payments received by the Supplier Respondents through the Impugned Transactions, collectively;
 - c. an order that the Respondents hold in trust all funds that they received, directly or indirectly, pursuant to the Impugned Transactions; and
 - d. an order permitting the Trustee to trace any and all funds that have been received by the Respondents as a result of the Impugned Transactions into any funds, real property or personal property of the Respondents.

1.3 Purpose of this Report

1. The purpose of this report ("Report") is to summarize the results of the FC Investigation.

1.4 Restrictions

- 1. In preparing this Report, the Trustee has relied upon the Group's unaudited financial information, including its books and records, discussions with its management, discussions with the Monitor and the Monitor's Investigation Report (collectively the "Information"). The Trustee has not audited, reviewed or otherwise verified the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook.
- 2. The Trustee expresses no opinion or other form of assurance with respect to the financial information presented in this Report or relied upon by the Trustee in preparing this Report. Any party wishing to place reliance on the Group's financial information should perform its own diligence.

1.5 Currency

1. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.

2.0 Investigations

2.1 E&Y's Phase I and Phase II Investigations

- 1. E&Y was retained in late 2018 by counsel for Zurich Insurance Company Ltd., the primary bonding company for BCCL, to conduct a forensic investigation into financial irregularities at the Group (the "Phase I Investigation"). The Phase I Investigation included a review of the accounting records for the Group, as well as various emails on BCCL's server and selected hard drives. E&Y's engagement was terminated prior to the date of the Initial Order issued in the CCAA proceedings.
- 2. Solano is John Aquino's cousin. Solano was an IT Manager for the Group and was not engaged in vendor or procurement matters. As identified by E&Y, Solano sent over 100 emails to individuals acting on behalf of the Suppliers of Interest to instruct them on: (i) the amounts to be invoiced to the Group for work or supplies allegedly provided by those Suppliers of Interest, (ii) the description that should be included in the invoices for that work or supply, and (iii) the projects to be charged. As a result of the Phase I Investigation, E&Y identified nineteen Suppliers of Interest. The Trustee understands that Solano died in January 2017.

- 3. On May 30, 2019, the Court authorized the Monitor and its counsel Norton Rose Fulbright Canada LLP to undertake a further investigation (the "Phase II Investigation"). The purpose of the Phase II Investigation was to verify the concerns regarding transactions with the Suppliers of Interest and to investigate the scope and details of these transactions.
- 4. The findings from the Phase II Investigation were provided in the Monitor's Investigation Report. That Report sets out that the Group paid in excess of \$80 million to the Suppliers of Interest for no consideration.
- 5. The Receiver and the Monitor entered a protocol regarding, *inter alia*, the sharing of information related to the Phase II Investigation (the "Protocol"). On September 18, 2019, the Court approved the Protocol. The Protocol is subject to a sealing order. A copy of the Protocol is attached as Confidential Appendix "1".

2.2 FC Investigation

- As a significant portion of the transactions identified by E&Y involve Forma Con, KSV (in its then capacity as Receiver) determined it should conduct its own investigation. In order to minimize costs, KSV met with E&Y to obtain an overview of its investigation and to request the documents required for the FC Investigation in E&Y's possession. On January 7, 2020, E&Y provided the Trustee with the following, which was sourced from Group's records:
 - a. copies of cheques issued by Forma Con to the Suppliers of Interest (the "Cheques");
 - b. accounting records for the Suppliers of Interest extracted from the Group's accounting system (the "Supplier History Reports"); and
 - c. a copy of Solano's e-mail mailbox.¹

2.3 Results of the FC Investigation

- 1. The FC Investigation identifies that between 2011 to 2017, Forma Con paid Suppliers of Interest approximately \$34 million for no consideration.
- 2. The statutory review period under the BIA is December 19, 2014 to December 19, 2019 under the BIA (the "Review Period"). Of the payments to the Suppliers of Interest, approximately \$11.4 million occurred during the Review Period. The parties who received monies during this period are referred to herein as the "Supplier Respondents".

¹KSV and its counsel, Torys LLP, agreed not to review any potentially privileged emails in Solano's email account.

3. A summary of the transactions involving the Supplier Respondents is provided in the table below.

\$000s, unaudited	Payments Before 12/19/2014	Payments After 12/19/2014	Total Payments
Supplier Respondents			
Clearway Haulage	-	968	968
MMC General Contracting	-	2,795	2,795
MTEC Construction	3,859	5,260	9,119
Strada Haulage	109	1,711	1,820
2104664 Ontario Inc.	170	90	260
2304288 Ontario Inc.	565	543	1,108
	4,703	11,367	16,070
Other Suppliers of Interest			
2299726 Ontario Inc.	14,134	-	14,134
2104661 Ontario Inc.	1,516	-	1,516
B.I.C. Haulage	37	-	37
Terra Haulage	832	-	832
TP Inc	229	-	229
Vaughan Haulage	639	-	639
GGC Gem General Contracting	362	-	362
GH Gem Haulage	91	-	91
Gem Stone	249	-	249
ABC Masonry	58	-	58
	18,147	-	18,147
Total	22,850	11,367	34,217

- 4. As reported in the Monitor's Investigation Report and based on discussions with Steven Aquino, the current President of BCCL and formerly the Vice President of Operations of BCCL, the Trustee understands that none of the Suppliers of Interest provided goods or services to Forma Con.
- 5. Corporate profile reports for each of the Supplier Respondents are attached as Appendix "A". The Receiver has enclosed these reports as they show that Coccia-Canderle and Dipede were officers and directors of certain of the Supplier Respondents. The reports also show the registered addresses of all of the Supplier Respondents, many of which are common. For completeness, the Receiver has included all of the corporate profile reports for the Supplier Respondents.

2.4 The Impugned Transactions

1. Substantially all the transactions follow a similar pattern:

Step 1: the process is initiated with an email from Solano to Caruso or Ana advising a Supplier of Interest to invoice Forma Con, the amount to be invoiced², the project to be invoiced and the description of the work to be included on the invoice. For example:

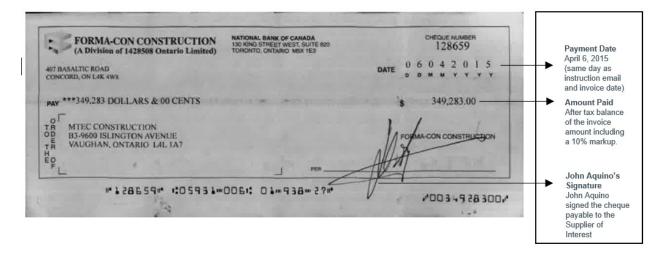
Michael Solano To Marco Caruso	S Reply	≪ Reply All	→ Forward Mon 2015-04-06	2:25 PM	Date of Instructions April 6, 2015; 14:25
# Company to Bondfield Re: Hawkesbury Hospital To cut and remove existing slab on grade. Excavate and prepare o \$223,000	existing base f	or new rebar and	slab.		
Haulage Company to Bondfield Re: Cambridge Hospital To excavate and provide labour to underpin existing walls. \$126,000					
# Company to Forma-Con Re: Sheridan College To supply, install and weld bolts to piles to fasten forms against sl \$281,000	horing. Fabric	ate exterior wall f	orms and install or	n site	Construction Project Sheridan College Description of work performed Invoice Amount This amount is before a
Michael Solano IT Manager					10% markup. \$281,000 x 110% =\$309,100

² In all cases, the amount invoiced either is the amount in the email or the amount in the email with a 10% markup.

Step 2: Caruso or Ana would almost immediately thereafter send an invoice to Solano.

Marco Caruso		🤲 Reply All	→ Forward Mon 2015-04-0	•••	Invoicing Date
			WOIL2013-04-0	2 5 3 1 F 1VI	April 6, 2015; 14:31
Forma-Con 04-0615.pdf 412 KB					(6 minutes after
					instructions were provided by Mr.
pice attached.					Solano.)
, rco					
				12	
MTEC CONSTRUCTION			INVO	NCF	Supplier of Interest
WHEC CONSTRUCTION			IIVVC	ICL	MTEC Construction
B 3-9600 Islington Avenue		Date:	April 6, 2015		Date of Invoice April 6, 2015
Vaughan, Ont L4L 1A7		Invoice #:	San and the second		(same as instruction email)
Fel: [647] 460-5181		Site	Sheridan College —		Construction Project
old To:					Sheridan College (same as instruction
Forma-Con Construction 407 Basaltic Rd.		Bill To:	Same		email)
Concord, Ont					
L4K 4W8					
IST # 810806976					
DESCRIPTION			AMOUNT		
To supply, install and weld bolts to piles to fasten forms against shor	ing.		s	309,100.00	Invoice Amount
Fabricate exterior wall forms and install on site.					\$309,100
					Which is the invoice amount as per the
					instruction email afte
				10	a 10% markup
		- 4			Instructions
					provided by Soland
		SUBTOTAL	\$	309,100.00	
		TAX RATE		13.00%	
Make all checks payable to MTEC Construction. If you have any		SALES TAX	\$	40,183.00	
questions concerning this invoice, contact Name, Phone Number, Email			12		
		OTHER	S		
THANK YOU FOR YOUR BUSINESS!		TOTAL	s s	349,283.00	After tax balance

Step 3: the invoice would be paid by cheque immediately following issuance of the invoice. The cheques were signed by John Aquino or Solano.



- 2. The Trustee has located email correspondence for 82% of the Impugned Transactions.
- 3. The balance of the transactions is supported by cheques to the Supplier Respondents. The Trustee does not have an invoice or email correspondence for these transactions; however, it understands based on conversations with the Monitor and Steve Aquino that none of the suppliers provided any services to Forma Con.
- 4. Examples of the above transactions are provided in Appendix "B" for each Supplier Respondent³.

2.5 Financial Irregularities in Transactions

- 1. The Trustee's findings are consistent with the Monitor's findings, as follows:
 - *Transactions with Supplier Respondents provided no business purposes:* the Trustee understands from conversations with Steven Aquino, the Monitor's Investigation Report and a review of Forma Con's books and records, that none of the Suppliers of Interest provided goods or services to Forma Con.
 - Controls and standard payment practices were not followed: the invoices from the Suppliers of Interest were, on average, paid by Forma Con in 1.3 days. The Trustee understands from the Monitor's Investigation Report that the Group's usual payment terms were 30 to 90 days.

³ For two of the Supplier Respondents, 2104664 Ontario Inc. and 2304288 Ontario Inc., only copies of cheques issued to the Supplier Respondents have been provided as no email correspondence can be located.

• Supplier Respondents are connected to each other and to the Group's representatives through the Individual Respondents: as reflected in the Monitor's Investigation Report, many of the Supplier Respondents share the same addresses, phone numbers and bank accounts. For example, Caruso delivered falsified invoices to Forma-Con on behalf of at least three different Supplier Respondents, which invoices accounted for approximately 70% of the Impugned Transactions. Ana, another Individual Respondent, sent invoices on behalf of a Supplier Respondent. Coccia-Canderle is listed as a director on the corporate profiles of certain of the Supplier Respondents (MTEC Construction, MMC General Contracting and Strada Haulage). Dipede is listed as a director on the corporate profiles of 2304288 Ontario Inc. ("230"), a Supplier Respondent.

3.0 Trustee's Preliminary Conclusions

1. The Trustee believes it is appropriate to commence an Application against each of the Respondents in connection with the Impugned Transactions on the basis that the transfers to the Supplier Respondents were transfers at undervalue that are subject to Section 96 of the BIA.

3.1 Section 96 of the BIA

1. Section 96 of the BIA states:

96 (1) On application by the trustee, a court may declare that a transfer at undervalue is void as against...the trustee — or order that a party to the transfer or any other person who is privy to the transfer, or all of those persons, pay to the estate the difference between the value of the consideration received by the debtor and the value of the consideration given by the debtor — if...

(b) the party was not dealing at arm's length with the debtor and

(i) the transfer occurred during the period that begins on the day that is one year before the date of the initial bankruptcy event and ends on the date of the bankruptcy, or

(ii) the transfer occurred during the period that begins on the day that is five years before the date of the initial bankruptcy event and ends on the day before the day on which the period referred to in subparagraph (i) begins and

(A) the debtor was insolvent at the time of the transfer or was rendered insolvent by *it*, or

(B) the debtor intended to defraud, defeat or delay a creditor.

2. A 'transfer at undervalue' is defined in the BIA as "a disposition of property or provision of services for which no consideration is received by the debtor or for which the consideration received by the debtor is conspicuously less than the fair market value of the consideration given by the debtor";

- 3. A party is privy to a transfer at undervalue if they (i) did not deal at arm's length with any party to the transfer; and (ii) by reason of the transfer, directly or indirectly received a benefit or caused a benefit to be received by another person.
- 4. The Trustee believes the proposed Application against the Respondents satisfies the criteria required to obtain a remedy in this case.

3.1.1 The transfers to the Supplier Respondents were transfers at undervalue.

1. The invoiced goods and services described in the Impugned Transactions were never provided by the Supplier Respondents. Forma Con did not receive any consideration in return for its payments to the Supplier Respondents.

3.1.2 The transfers to the Supplier Respondents were non-arm's length transfers.

1. Forma Con and the Supplier Respondents were not dealing at arm's length. The invoices for the transactions appear to have been fabricated by Supplier Respondents at the direction of the Group's management. The Monitor's Investigation Report reflects that the Suppliers of Interest made material payments to Individual Respondents.

3.1.3 Transfers during the five year "look back" period.

1. \$11.4 million was transferred to the Supplier Respondents during the Review Period. This amount may increase subject to further review and investigation.

<u>3.1.4 The transfers to the Supplier Respondents were undertaken with an intention to defeat, delay or defraud creditors.</u>

- 1. The Impugned Transactions could only reasonably have been undertaken with the intent of defeating Forma Con's creditors. In particular,
 - i. the transactions were non-arm's length;
 - ii. the consideration was grossly inadequate;
 - iii. the transactions were concealed and included invoices containing false statements about consideration received by Forma Con;
 - iv. the transactions were undertaken with unusual haste;
 - v. in certain cases, Supplier Respondents were provided with names similar to existing suppliers of the Group in order to make them appear legitimate;
 - vi. the parties engaged in the transactions would reasonably have thought that these transactions would have a material adverse impact on the Forma Con's ability to eventually pay its creditors; and
 - vii. it appears that Individual Respondents who participated in this scheme received a direct or indirect benefit from the scheme.

<u>3.1.5 John Aquino, Caruso, Solano, Ana, Coccia-Canderle and Dipede were privy to the</u> <u>Impugned Transactions.</u>

- 1. Each of John Aquino, Caruso, Ana, Coccia-Canderle and Dipede did not deal at arm's length with a party to the Impugned Transactions:
 - i. John Aquino was the President of Forma Con at the relevant time and was a 33% shareholder of the Group;
 - ii. Solano was John Aquino's relative and worked in the IT department. He had access to the systems and the knowledge of the business necessary to give effect to the Impugned Transactions. He had the trust of John Aquino;
 - iii. Caruso and Ana received instructions from Forma Con on the amounts to be paid to the Supplier Respondents through fictitious invoices that appear to have been coordinated by Solano; and
 - iv. Coccia-Canderle was a director listed on the corporate profiles of certain of the Supplier Respondents (MTEC Construction, MMC General Contracting and Strada Haulage) and the Monitor has reported that Coccia-Canderle is a signatory on bank accounts of some of the Suppliers of Interest.
 - v. Dipede was the former CFO of the Group at the relevant time. He was also a director listed on the corporate profile of 230, a Supplier Respondent. The Monitor has advised that Dipede is a signatory on the 230 bank account .
- 2. The evidence available to the Trustee indicates that each of John Aquino, Solano, Caruso and Ana had a role in causing the Impugned Transactions:
 - i. John Aquino signed cheques for Forma Con's payment of a significant portion of the invoices issued by the Supplier Respondents;
 - ii. Solano was a relative of John Aquino and appears to have been an active participant in the invoicing scheme he directed the Supplier Respondents with respect to invoicing and signed cheques payable to Supplier Respondents;
 - iii. Caruso delivered falsified invoices to Forma-Con on behalf of at least three different Supplier Respondents, which invoices accounted for approximately 70% of the Impugned Transactions; and
 - iv. Ana delivered falsified invoices to Forma Con from one of the Supplier Respondents totalling approximately \$2.8 million.

4.0 Recoveries

1. The Application is pursued for the benefit of the estate and all proceeds recovered by the Trustee shall be brought into the estate. The proceeds will be used for appropriate distribution under the BIA, subject to the rights of recovery of secured creditors, who may benefit from any proceeds of the application.

* * *

All of which is respectfully submitted,

Kofman Im

KSV KOFMAN INC., SOLELY IN ITS CAPACITY AS TRUSTEE AND RECEIVER AND MANAGER OF 10338083 ONTARIO INC AND 1087507 ONTARIO LIMITED AND NOT IN ITS PERSONAL CAPACITY

Appendix "A"

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name				Incorporation Date
2104664	2104664 ONTARIO	INC.			2006/06/07
					Jurisdiction
					ONTARIO
Corporation Type	Corporation Status				Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE				NOT APPLICABLE
Registered Office Address				Date Amalgamated	Amalgamation Ind.
				NOT APPLICABLE	NOT APPLICABLE
82 HARMONIA CRESCENT				New Amal. Number	Notice Date
WOODBRIDGE				NOT APPLICABLE	NOT APPLICABLE
ONTARIO CANADA L4L 3Y3					Letter Date
Mailing Address					NOT APPLICABLE
				Revival Date	Continuation Date
82 HARMONIA CRESCENT				NOT APPLICABLE	NOT APPLICABLE
WOODBRIDGE				Transferred Out Date	Cancel/Inactive Date
ONTARIO CANADA L4L 3Y3				NOT APPLICABLE	NOT APPLICABLE
				EP Licence Eff.Date	EP Licence Term.Date
				NOT APPLICABLE	NOT APPLICABLE
		Number of Minimum	Directors Maximum	Date Commenced in Ontario	Date Ceased in Ontario
Activity Classification		00001	00010	NOT APPLICABLE	NOT APPLICABLE

NOT AVAILABLE

CORPORATION PROFILE REPORT

Ontario Corp Number		Corporation Name
2104664		2104664 ONTARIO INC.
Corporate Name History		Effective Date
2104664 ONTARIO INC.		2006/06/07
Current Business Name(s) Exist:		NO
Expired Business Name(s) Exist:		NO
Administrator: Name (Individual / Corporation)		Address
TINA A. IERACI		82 HARMONIA CRESCENT
		CANADA L4L 3Y3
Date Began	First Director	
2006/06/07	YES	
Designation	Officer Type	Resident Canadian
DIRECTOR		Y

CORPORATION PROFILE REPORT

Ontario Corp Number		Corporation Name
2104664		2104664 ONTARIO INC.
Administrator: Name (Individual / Corporation)		Address
TINA		82 HARMONIA CRESCENT
IERACI		82 HANMONIA CHESCENT
		WOODBRIDGE ONTARIO CANADA L4L 3Y3
Date Began	First Director	
2006/06/07	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
DIRECTOR		Υ
Administrator: Name (Individual / Corporation)		Address
TINA		82 HARMONIA CRESCENT
IERACI		02 HARMONIA CHEUCENT
		WOODBRIDGE ONTARIO CANADA L4L 3Y3
Date Began	First Director	
2006/06/07	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	PRESIDENT	Υ

CORPORATION PROFILE REPORT

Ontario Corp Number		Corporation Name
2104664		2104664 ONTARIO INC.
Administrator: Name (Individual / Corporation)		Address
TINA		82 HARMONIA CRESCENT
IERACI		62 HARMONIA CRESCENT
		WOODBRIDGE ONTARIO CANADA L4L 3Y3
Date Began	First Director	
2006/06/07	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	SECRETARY	Υ
OFFICER	SECRETARY	Y
OFFICER Administrator: Name (Individual / Corporation)	SECRETARY	Y Address
Administrator:	SECRETARY	Address
Administrator: Name (Individual / Corporation)	SECRETARY	
Administrator: Name (Individual / Corporation) TINA	SECRETARY	Address
Administrator: Name (Individual / Corporation) TINA	SECRETARY First Director	Address 82 HARMONIA CRESCENT WOODBRIDGE ONTARIO
Administrator: Name (Individual / Corporation) TINA IERACI		Address 82 HARMONIA CRESCENT WOODBRIDGE ONTARIO
Administrator: Name (Individual / Corporation) TINA IERACI Date Began	First Director	Address 82 HARMONIA CRESCENT WOODBRIDGE ONTARIO
Administrator: Name (Individual / Corporation) TINA IERACI Date Began 2006/06/07	First Director NOT APPLICABLE	Address 82 HARMONIA CRESCENT WOODBRIDGE ONTARIO CANADA L4L 3Y3

CORPORATION PROFILE REPORT

Ontario Corp Number		Corporation Name
2104664		2104664 ONTARIO INC.
Last Document Recorded		
Act/Code Description	Form	Data

Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2008	1C	2009/04/18

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS. ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Date Report Produced:2018/10/26Time Report Produced:16:40:49Page:1

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name				Incorporation Date
2304288	2304288 ONTARIO	INC.			2011/11/01
					Jurisdiction
					ONTARIO
Corporation Type	Corporation Status				Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE				NOT APPLICABLE
Registered Office Address				Date Amalgamated	Amalgamation Ind.
				NOT APPLICABLE	NOT APPLICABLE
30 PUCCINI DRIVE				New Amal. Number	Notice Date
RICHMOND HILL ONTARIO				NOT APPLICABLE	NOT APPLICABLE
CANADA L4E 2Y4					Letter Date
Mailing Address					NOT APPLICABLE
30 PUCCINI DRIVE				Revival Date	Continuation Date
30 POCCINI DRIVE				NOT APPLICABLE	NOT APPLICABLE
RICHMOND HILL ONTARIO				Transferred Out Date	Cancel/Inactive Date
CANADA L4E 2Y4				NOT APPLICABLE	NOT APPLICABLE
				EP Licence Eff.Date	EP Licence Term.Date
				NOT APPLICABLE	NOT APPLICABLE
		Number of Minimum	f Directors Maximum	Date Commenced in Ontario	Date Ceased in Ontario
Activity Classification		00001	00010	NOT APPLICABLE	NOT APPLICABLE

NOT AVAILABLE

Request ID: 022290094 Transaction ID: 69742203 Category ID: UN/E Province of Ontario Ministry of Government Services Date Report Produced:2018/10/26Time Report Produced:16:40:49Page:2

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

23042882304288 ONTARIO INC.Corporate Name HistoryEffective Date2304288 ONTARIO INC.2011/11/01

Current Business Name(s) Exist:	NO
Expired Business Name(s) Exist:	NO

Administrator: Name (Individual / Corporation)		Address
DOMENIC		
DIPEDE		30 PUCCINI DRIVE
		RICHMOND HILL ONTARIO CANADA L4E 2Y4
Date Began	First Director	
2011/11/01	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
DIRECTOR		Y

022290094 Request ID: Transaction ID: 69742203 Category ID: UN/E

Province of Ontario Ministry of Government Services Date Report Produced: 2018/10/26 Time Report Produced: 16:40:49 Page: 3

CORPORATION PROFILE REPORT

Ontario Corp Number

Administrator:

Corporation Name

2304288 ONTARIO INC. 2304288

Name (Individual / Corporation) Address DOMENIC **30 PUCCINI DRIVE** DIPEDE **RICHMOND HILL** ONTARIO CANADA L4E 2Y4 **First Director** Date Began 2011/11/01 NOT APPLICABLE Designation **Officer Type Resident Canadian** OFFICER Υ

PRESIDENT

Administrator: Name (Individual / Corporation) DOMENIC DIPEDE

Address

30 PUCCINI DRIVE

RICHMOND HILL ONTARIO CANADA L4E 2Y4

Date Began	First Director	
2011/11/01	NOT APPLICABLE	
Destauration		
Designation	Officer Type	Resident Canadian

Date Report Produced:2018/10/26Time Report Produced:16:40:49Page:4

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2304288 2304288 ONTARIO INC.

	cument Recorded le Description	Form	Date
CIA	INITIAL RETURN	1	2011/11/03 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS. ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Ministry of Government Services.

LIST OF CURRENT BUSINESS NAMES REGISTERED BY A CORPORATION

Ontario Corporation Number 2483251

CORPORATION NAME 2483251 ONTARIO CORP.

REGISTRATION DATE	BUSINESS NAME	EXPIRY DATE	BUSINESS ID NUMBER
2015/09/16	CLEARWAY HAULAGE	2020/09/15	250909447
2015/09/17	CLEARWAY HAULAGE	2020/09/16	250912094

THE REPORT SETS OUT ALL BUSINESS NAMES REGISTERED OR RENEWED BY THE CORPORATION IN THE PAST 5 YEARS AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. IF MORE DETAILED INFORMATION IS REQUIRED, YOU MAY REQUEST A SEARCH AGAINST INDIVIDUAL NAMES SHOWN ON THIS REPORT.

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Request ID:	023166494
Transaction ID:	71986872
Category ID:	UN/E

DOCUMENT REPLICA

Registration under the *Business Names Act* - Corporations Form 2

Business Identification Number 250490091	Registration Type NEW REGISTRATION	Registration Date 2015/05/14	Expiry Date 2020/05/13
Business or Identification Name			
MMC CONTRACTING			
Mailing Address		Business Address in Ontario	
45 KINGSBRIDGE GARDEN CIRCL Suite : 1406 MISSISSAUGA ONTARIO CANADA L5R 3K4 Activity being carried out CONTRACTING	Ε	SAME AS MAILING ADDRESS	
Ontario Corporation Number		Incorporating Jurisdiction	
2466601		ONTARIO	
Corporation Name		Address of Head or Registered Of	fice of the corporation
2466601 ONTARIO INC.		45 KINGSBRIDGE GARDEN CIF Suite : 1406 MISSISSAUGA ONTARIO CANADA L5R 3K4	RCLE

Date Report Produced: 2019/06/04 Time Report Produced: 09:20:16 Page: 2

DOCUMENT REPLICA

Registration under the *Business Names Act* - Corporations Form 2

Business Identification Number	Registration Type	Registration Date	Business Name
250490091	NEW REGISTRATION	2015/05/14	MMC CONTRACTING

Person authorizing this registration

2466601 ONTARIO INC

END OF REPORT

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Request ID:	022361836
Transaction ID:	69923861
Category ID:	UN/E

DOCUMENT REPLICA

Registration under the *Business Names Act* - Corporations Form 2

Business Identification Number 240549634 Registration Type AMENDMENT Filing Date

2014/06/20

Business or Identification Name

MTEC CONSTRUCTION

Mailing Address

45 KINGSBRIDGE GARDEN CIR Suite : 1406 MISSISSAUGA ONTARIO CANADA L5R 3K4 Activity being carried out

CONSTRUCTION

Ontario Corporation Number

2420570

Corporation Name

2420570 ONTARIO LTD.

Business Address in Ontario

SAME AS MAILING ADDRESS

Incorporating Jurisdiction

ONTARIO

Address of Head or Registered Office of the corporation

45 KINGSBRIDGE GARDEN CIR Suite : 1406 MISSISSAUGA ONTARIO CANADA L5R 3K4

Request ID:	022361836
Transaction ID:	69923861
Category ID:	UN/E

DOCUMENT REPLICA

Registration under the *Business Names Act* - Corporations Form 2

Business Identification Number	Registration Type	Filing Date	Business Name
240549634	AMENDMENT	2014/06/20	MTEC CONSTRUCTION

Person authorizing this registration

COCCIA LUCIA

END OF REPORT

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Request ID:	022423344
Transaction ID:	70080248
Category ID:	UN/E

DOCUMENT REPLICA

Registration under the *Business Names Act* - Corporations Form 2

Business Identification Number 240549311	Registration Type NEW REGISTRATION	Registration Date 2014/06/03	Expiry Date 2019/06/02
Business or Identification Name			
STRADA HAULAGE			
Mailing Address		Business Address in Ontario	
9600 ISLINGTON AVENUE Suite : B3 WOODBRIDGE ONTARIO CANADA L4L 1A7 Activity being carried out HAULAGE		SAME AS MAILING ADDRESS	
Ontario Corporation Number		Incorporating Jurisdiction	
2420595		ONTARIO	
Corporation Name		Address of Head or Registered Of	fice of the corporation
2420595 ONTARIO LTD.		9600 ISLINGTON AVENUE Suite : B3 WOODBRIDGE ONTARIO CANADA L4L 1A7	

Request ID:	022423344
Transaction ID:	70080248
Category ID:	UN/E

Date Report Produced: 2018/11/29 Time Report Produced: 12:52:42 Page: 2

DOCUMENT REPLICA

Registration under the *Business Names Act* - Corporations Form 2

Business Identification Number	Registration Type	Registration Date	Business Name
240549311	NEW REGISTRATION	2014/06/03	STRADA HAULAGE

Person authorizing this registration

2420595 ONTARIO LTD.

END OF REPORT

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Request ID:	022422831
Transaction ID:	70078874
Category ID:	UN/E

DOCUMENT REPLICA

Registration under the Business Names Act - Corporations

Form 2

Business Identification Number 240549311 Registration Type AMENDMENT Filing Date

2014/06/20

Business or Identification Name

STRADA HAULAGE

Mailing Address

45 KINGSBRIDGE GARDEN CIR Suite : 1406 MISSISSAUGA ONTARIO CANADA L5R 3K4 Activity being carried out

HAULAGE

Ontario Corporation Number

2420595

Corporation Name

2420595 ONTARIO LTD.

Business Address in Ontario

SAME AS MAILING ADDRESS

Incorporating Jurisdiction

ONTARIO

Address of Head or Registered Office of the corporation

45 KINGSBRIDGE GARDEN CIR Suite : 1406 MISSISSAUGA ONTARIO CANADA L5R 3K4

Request ID:	022422831
Transaction ID:	70078874
Category ID:	UN/E

Date Report Produced: 2018/11/29 Time Report Produced: 12:01:13 Page: 2

DOCUMENT REPLICA

Registration under the *Business Names Act* - Corporations Form 2

Business Identification Number	Registration Type	Filing Date	Business Name
240549311	AMENDMENT	2014/06/20	STRADA HAULAGE

Person authorizing this registration

COCCIA LUCIA

END OF REPORT

The issuance of this report in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

Appendix "B"

TO FORMA-CON

Re: Hawkesbury To grind and rub exposed concrete 112,000

Michael Solano IT Manager

MSolano@bondfield.com

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2483251	LONTARIO COR	P.			INVOICE
PO Box 72054 Vaughan, Ont		(647) 608-6073			
Sold To:	Forma-Con Construction			_	
	407 Basaltic Road		Invoice I	Number: 05	5-0216
	Concord, Ontario		Invoi	ice Date: M	1ay 2, 2016
	L4K 4W8		Order I	Number:	
				Terms: N	et 15 days
Ship To:			Sa	ales Rep: N	/A
	Re: Hawkesbury		9	Ship Via: O	ur Truck
				F.O.B: Si	te
				Freight: In	ncld.
Sales Tax Rate:	13.0	0%			
HST # 80353 15	565				
Quantity		Description	Unit Pr	rice	Amount
	To grind and rub exposed o	concrete.		\$	5 123,200.00

MAKE ALL CHECKS PAYABLE TO:

2483251 Ontario Corp. PO Box 72054 Pine Valley Vaughan, Ont L4L 8N8

Redacted for Confidentiality

Sub-Total: \$

Freight:

Tax:

\$

\$

123,200.00

16,016.00

139,216.00

PAY THIS

AMOUNT

THANK YOU FOR YOUR BUSI

Re: Massey Tower

To weld all forms to shoring steel beams for underground work done over 3 months. Multiple mobilizations.

\$200,000.

Michael Solano IT Manager

MSolano@bondfield.com

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GENERAL CONTRACTING 45 Kingsbridge Garden Circle, Mississauga, Ontario. L5R 3K4		005
Invoice Date: Invoice No:	April 04 2016 0058	
	Bondfield Construction 407 Basaltic Rd Concord Ont L4K 4W8	
Details	SERVICES	Amount \$
1	To weld all forms to shoring steel beams for underground work done over 3 months. Multiple mobilizations	\$177,000.0
Hst #80190079	Sub total 6 HST 13% Total	\$177,000.0 <u>\$ 23,010.0</u> \$200,010.0
	INVOICE DETAILS	
Re: Massey		\$200,010.0

Joe please change to Forma-Con and call me

Michael Solano IT Manager

MSolano@bondfield.com

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-----Original Message-----From: Joe Ana [mailto:mmcgeneral.contracting@gmail.com] Sent: April-04-16 5:10 PM To: Michael Solano Cc: mmcgeneral.contracting Subject: revised invoice from MMC

MANGE INVO GENERAL CONTRACTING 00 45 Kingsbridge Garden Circle, Mississauga, Ontario. L5R 3K4 00	DICE
Invoice Date: April 04 2016 Invoice No: 0058	
To: Forma Con 407 Basaltic Rd Concord Ont L4K 4W8	
SERVICES Amour \$	nt
Details	
1To weld all forms to shoring steel\$200,000beams for underground work done over3 months. Multiple mobilizations	0.00
\$200,000 Sub total	0.00
Hst #801900796 HST 13% \$26,00.0	00
Total \$226,000	
INVOICE DETAILS	
Re: Massey Tower \$226,000	0.00



To Bondfield

Re: Hawkesbury Hospital

To sawcut and remove slab on grade, drywall, hand dig to expose mechanical piping and dispose offsite. Backfill and prepare for new slab on grade. \$168,000

To Forma-Con Wilfred Laurier To grind and rub exposed concrete walls as directed by foreman \$129,000

To Forma-Con Cambridge To hand excavate form and pour underpinning to walls as shown and directed by foreman. \$113,000

Michael Solano IT Manager

MSolano@bondfield.com

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MTEC CONSTRUCTION

B 3-9600 Islington Avenue Vaughan, Ont L4L 1A7 Tel: [647] 460-5181

Sold To: Forma-Con Construction 407 Basaltic Rd. Concord, Ont L4K 4W8 **Date:** January 23, 2015 **Invoice #:** 01-2315

Site: Cambridge

Bill To: Same

DESCRIPTION		AMOUNT	
Γο hand excavate form and pour underpinning to walls as shown and directed by foreman.		\$	124,300.00
	SUBTOTAL	\$	124,300.00
	TAX RATE		13.00%
Make all checks payable to MTEC Construction . If you have any Juestions concerning this invoice, contact Name, Phone Number, Email	SALES TAX	\$	16,159.00
questions concerning this invoice, contact Name, Phone Number, Email	OTHER	\$	-
	TOTAL	\$	140,459.00

Redacted for Confidentiality

INVOICE

TO BONDFIELD

Re: D2/D4 Project To remove fill offsite including dump fees \$71,000

TO FORMA-CON

Re: D2/D4 Project To fabricate wall foundation forms and deliver to site \$129,000

Re: Cambridge Hospital To fabricate column & wall, deliver to site and weld to shoring \$118,000

Re: Sheridan To supply labour & trucking to load and haul back to yard all forming equipment and plywood \$88,000

Michael Solano IT Manager

MSolano@bondfield.com

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STRADA HAULAGE			INVOICE	
	lge Garden Circle , Ont L5R 3K4	(647) 608-6073		
SOLD TO:	Forma-Con Construction 407 Basaltic Road Concord, Ont L4K 4W8		INVOICE NUMBER INVOICE DATE OUR ORDER NO.	07-3115 July 31, 2015
SHIPPED TO:	Re: D2/D4 Project		TERMS SALES REP SHIPPED VIA F.O.B. PREPAID or COLLECT	Net 15 days N/A Our Truck Site Incld.

Sales Tax Rate:

13.00%

00.00	an nato.	
HST # 8	802263236	

QUANTITY	DESCRIPTION	UNIT PRICE	AMOUNT
1	To fabricate wall foundation forms and deliver to site.	UNIT PRICE \$ 141,900.00 \$	
		SUBTOTAL: \$	
		FREIGHT:	,
		\$	5 160,347.0
. KE ALL C ada Haula	CHECKS PAYABLE TO:	Ű	PAY THIS AMOUNT

Strada Haulage 45 Kingsbridge Garden Circle Mississauga, Ont L5R 3K4

THANK YOU FOR YOUR BUSINE



Image(s) de chèque(s)

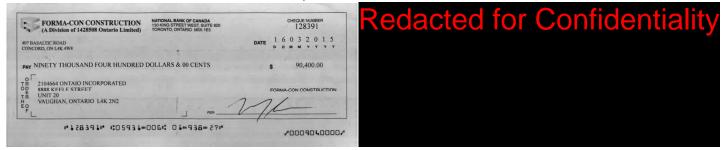
Demande no. 13286949 exécutée le 2018-12-07 14:20:48

Transit 05931, Compte 0193827

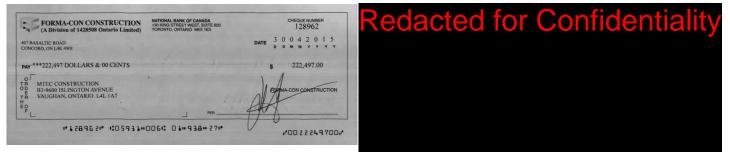
Transactions du 2015-03-17 au 2015-10-19

Numéro de chèque : 130241, 131240, 128391, 128962, 128963

Date de transaction: 2015-03-17 - No de chèque: 128391 - Montant: 90 400,00 \$



Date de transaction: 2015-05-04 - No de chèque: 128962 - Montant: 222 497,00 \$



Date de transaction: 2015-05-04 - No de chèque: 128963 - Montant: 220 011,00 \$

FORMA-CON CONSTRUCTION NATIONAL BANK OF CAMADA (A Division of 1428508 Ontario Limited) TORNING, OWNARD MAY 165	CHEQUE NUMBER 128963	Redacted for Confidentiality
407 BASALTIC ROAD CONCORD, ON LAK 4WR	DATE 3 0 0 4 2 0 1 5	
PAY TWO HUNDRED TWENTY THOUSAND ELEVEN DOLLARS & 00 CENTS	\$ 220,011.00	
DE MIEC CONSTRUCTION TR MIEC CONSTRUCTION E B3-9600 ISLINGTON AVENUE TR VAUGHAN, ONTARIO LAL 1A7 H D F		
"128963" "CS931=006" 01=938=2?"	*00 2 200 £ 200*	



Image(s) de chèque(s)

Demande no. 13286778 exécutée le 2018-12-07 14:01:59

Transit 05931, Compte 0193827

Transactions à partir du 2017-08-14

Numéro de chèque : 137359

Date de transaction: 2017-08-14 - No de chèque: 137359 - Montant: 543 410,56 \$

