



Electronically issued : 08-Apr-2022
Délivré par voie électronique
Toronto

Court File No. CV-21-00673521-00CL

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

THE HONOURABLE MADAM) THURSDAY, THE 7TH
)
JUSTICE CONWAY) DAY OF APRIL, 2022
)

B E T W E E N :

ONTARIO SECURITIES COMMISSION

Applicant

- and -

GO-TO DEVELOPMENTS HOLDINGS INC., OSCAR FURTADO, FURTADO HOLDINGS INC., GO-TO DEVELOPMENTS ACQUISITIONS INC., GO-TO GLENDALE AVENUE INC., GO-TO GLENDALE AVENUE LP, GO-TO MAJOR MACKENZIE SOUTH BLOCK INC., GO-TO MAJOR MACKENZIE SOUTH BLOCK LP, GO-TO MAJOR MACKENZIE SOUTH BLOCK II INC., GO-TO MAJOR MACKENZIE SOUTH BLOCK II LP, GO-TO NIAGARA FALLS CHIPPAWA INC., GO-TO NIAGARA FALLS CHIPPAWA LP, GO-TO NIAGARA FALLS EAGLE VALLEY INC., GO-TO NIAGARA FALLS EAGLE VALLEY LP, GO-TO SPADINA ADELAIDE SQUARE INC., GO-TO SPADINA ADELAIDE SQUARE LP, GO-TO STONEY CREEK ELFRIDA INC., GO-TO STONEY CREEK ELFRIDA LP, GO-TO ST. CATHARINES BEARD INC., GO-TO ST. CATHARINES BEARD LP, GO-TO VAUGHAN ISLINGTON AVENUE INC., GO-TO VAUGHAN ISLINGTON AVENUE LP, AURORA ROAD LIMITED PARTNERSHIP and 2506039 ONTARIO LIMITED

Respondents

**APPLICATION UNDER
Sections 126 and 129 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended**

APPROVAL AND VESTING ORDER

THIS MOTION, made by KSV Restructuring Inc. (“KSV”), in its capacity as the Court-appointed receiver and manager (in such capacity, the “Receiver”), without security, of the real

property listed on **Schedule “A”** hereto (the **“Real Property”**) and all the other assets, undertakings and properties (together with the Real Property, the **“Property”**) of each of the parties listed on **Schedule “B”** hereto (the **“Receivership Respondents”**), for an order, *inter alia*: (i) approving the sale transaction (the **“Transaction”**) contemplated by an agreement of purchase and sale between the Receiver, as vendor, and Midroc Holdings Group Inc. (the **“Purchaser”**), as purchaser, dated February 16, 2022 (the **“Sale Agreement”**), a copy of which is attached to the Third Report of the Receiver dated March 29, 2022 (the **“Third Report”**) and vesting in the Purchaser the real property municipally known as 75 Oliver Lane (also known as 527 Glendale Avenue) in St. Catharines, Ontario and legally described in PIN 46415-0949 (LT) (the **“Purchased Property”**); (ii) authorizing the distribution of certain proceeds of sale from the Transaction, as described below; (iii) sealing the confidential appendices attached to the Third Report; and (iv) approving the Third Report and the activities of the Receiver and its counsel as described therein, was heard this day by judicial videoconference.

ON READING the Third Report and appendices thereto, and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Susy Moniz sworn March 29, 2022, filed,

SERVICE

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 herein that are otherwise not defined shall have the meaning ascribed to them in the Third Report.

APPROVAL OF TRANSACTION

3. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Property to the Purchaser.

4. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule "C"** hereto (the "**Receiver's Certificate**"), all of the Purchased Property described in the Sale Agreement, including, without limitation, all of the right, title and interest of Go-To Glendale Avenue LP and Go-To Glendale Avenue Inc. (collectively, the "**Companies**") in and to the Purchased Property shall vest absolutely in the Purchaser, 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 Order of the Honourable Justice L. Pattillo made December 10, 2021; (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 “D”** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule “E”**) and, for greater certainty, this Court orders that all of these Encumbrances affecting or relating to the Purchased Property are hereby expunged and discharged as against the Purchased Property.

5. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the appropriate Land Titles Division 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 enter the Purchaser as the owner of the subject Purchased Property identified in **Schedule “F”** hereto in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule “D”** hereto.

6. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Property shall stand in the place and stead of the Purchased Property, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Property with the same priority as they had with respect to the Purchased Property immediately prior to the sale, as if the Purchased Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

7. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

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

the vesting of the Purchased Property in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Companies and shall not be void or voidable by creditors of the Companies, 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.

SEALING

9. **THIS COURT ORDERS** that all Confidential Appendices to the Third Report are hereby sealed and shall not form part of the public record.

DISTRIBUTIONS

10. **THIS COURT ORDERS** that, upon the Receiver receiving satisfactory payout statements, in the Receiver's sole discretion, the Receiver is authorized and directed to make the

following distributions from the sale proceeds arising from the Transaction:

- (a) First, the outstanding indebtedness owed to Meridian Credit Union Limited in satisfaction in full of its secured claim; and
- (b) Second, the outstanding indebtedness owed to Reciprocal Opportunities Incorporated in satisfaction in full of its secured claim.

APPROVAL OF ACTIVITIES OF THE RECEIVER

11. **THIS COURT ORDERS** that the Third Report and the actions and activities of the Receiver and its counsel described therein be and hereby are approved.

GENERAL

12. **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.

13. **THIS COURT ORDERS** that this Order is effective from today's date and is enforceable without the need for entry and filing.



Schedule “A” – Real Property

1. 527 Glendale Avenue, St. Catharines, ON PIN: 46415-0949;
2. 185 Major MacKenzie Drive East, Richmond Hill, ON PIN: 03139-0047;
3. 197 Major MacKenzie Drive East, Richmond Hill, ON PIN: 03139-0049;
4. 209 Major MacKenzie Drive East, Richmond Hill, ON PIN: 03139-0051;
5. 191 Major MacKenzie Drive East, Richmond Hill, ON PIN: 03139-0048;
6. 203 Major MacKenzie Drive East, Richmond Hill, ON PIN: 03139-0050;
7. 215 Major MacKenzie Drive East, Richmond Hill, ON PIN: 03139-0052;
8. 4210 Lyons Creek Road, Niagara Falls, ON PIN: 64258-0110;
9. 4248 Lyons Creek Road, Niagara Falls, ON PIN: 64258-0713;
10. 2334 St. Paul Avenue, Niagara Falls, ON PIN: 64269-0559;
11. 355 Adelaide Street, West Toronto, ON PIN: 21412-0150;
12. 46 Charlotte Street, Toronto, ON PIN: 21412-0151;
13. Highland Road, Hamilton, ON PIN: 17376-0025;
14. Upper Centennial Parkway, Hamilton, ON PIN: 17376-0111;
15. 19 Beard Place, St. Catharines, ON PIN: 46265-0022;
16. 7386 Islington Avenue, Vaughan, ON PIN: 03222-0909; and
17. 4951 Aurora Road, Stouffville, ON PIN: 03691-0193.

Schedule “B” – Receivership Respondents

1. Go-To Developments Holdings Inc.;
2. Furtado Holdings Inc.;
3. Go-To Developments Acquisitions Inc.;
4. Go-To Glendale Avenue Inc.;
5. Go-To Glendale Avenue LP;
6. Go-To Major Mackenzie South Block Inc.;
7. Go-To Major Mackenzie South Block LP;
8. Go-To Major Mackenzie South Block II Inc.;
9. Go-To Major Mackenzie South Block II LP;
10. Go-To Niagara Falls Chippawa Inc.;
11. Go-To Niagara Falls Chippawa LP;
12. Go-To Niagara Falls Eagle Valley Inc.;
13. Go-To Niagara Falls Eagle Valley LP;
14. Go-To Spadina Adelaide Square Inc.;
15. Go-To Spadina Adelaide Square LP;
16. Go-To Stoney Creek Elfrida Inc.;
17. Go-To Stoney Creek Elfrida LP;
18. Go-To St. Catharines Beard Inc.;
19. Go-To St. Catharines Beard LP;
20. Go-To Vaughan Islington Avenue Inc.;
21. Go-To Vaughan Islington Avenue LP;
22. Aurora Road Limited Partnership; and
23. 2506039 Ontario Limited.

Schedule “C” – Receiver’s Certificate

Court File No. CV-21-00673521-00CL

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

B E T W E E N :

ONTARIO SECURITIES COMMISSION

Applicant

- and -

GO-TO DEVELOPMENTS HOLDINGS INC., OSCAR FURTADO, FURTADO HOLDINGS INC., GO-TO DEVELOPMENTS ACQUISITIONS INC., GO-TO GLENDALE AVENUE INC., GO-TO GLENDALE AVENUE LP, GO-TO MAJOR MACKENZIE SOUTH BLOCK INC., GO-TO MAJOR MACKENZIE SOUTH BLOCK LP, GO-TO MAJOR MACKENZIE SOUTH BLOCK II INC., GO-TO MAJOR MACKENZIE SOUTH BLOCK II LP, GO-TO NIAGARA FALLS CHIPPAWA INC., GO-TO NIAGARA FALLS CHIPPAWA LP, GO-TO NIAGARA FALLS EAGLE VALLEY INC., GO-TO NIAGARA FALLS EAGLE VALLEY LP, GO-TO SPADINA ADELAIDE SQUARE INC., GO-TO SPADINA ADELAIDE SQUARE LP, GO-TO STONEY CREEK ELFRIDA INC., GO-TO STONEY CREEK ELFRIDA LP, GO-TO ST. CATHARINES BEARD INC., GO-TO ST. CATHARINES BEARD LP, GO-TO VAUGHAN ISLINGTON AVENUE INC., GO-TO VAUGHAN ISLINGTON AVENUE LP, AURORA ROAD LIMITED PARTNERSHIP and 2506039 ONTARIO LIMITED

Respondents

**APPLICATION UNDER
Sections 126 and 129 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended**

RECEIVER’S CERTIFICATE

RECITALS

I. Pursuant to an Order of The Honourable Justice L. Pattillo of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) made December 10, 2021, KSV Restructuring Inc. (“**KSV**”) was appointed as the Court-appointed receiver and manager (in such capacity, the “**Receiver**”), without security, of, *inter alia*, certain real property, including the real property municipally known as 75

Oliver Lane (also known as 527 Glendale Avenue) in St. Catharines, Ontario and legally described in PIN 46415-0949 (LT) (the “**Real Property**”).

II. Pursuant to an Order of the Court dated April 7, 2022, the Court approved the agreement of purchase and sale between the Receiver, as vendor, and Midroc Holding Group Inc. (the “**Purchaser**”), as purchaser, dated February 16, 2022 (the “**Sale Agreement**”), and provided for the vesting in the Purchaser of the Real Property as defined in the Sale Agreement (in such capacity, the “**Purchased Property**”), which vesting is to be effective with respect to the Purchased Property upon the delivery by the Receiver to the Purchaser of a certificate confirming: (i) the payment by the Purchaser of the purchase price for the Purchased Property; (ii) that the conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

III. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the purchase price for the Purchased Property payable on the closing date pursuant to the Sale Agreement;
2. The conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser;
3. The Transaction has been completed to the satisfaction of the Receiver; and

4. This Certificate was delivered by the Receiver at _____ [TIME] on
_____ [DATE].

KSV RESTRUCTURING INC., solely in its capacity as the Court-appointed receiver and manager of the entire interest in the lands and premises municipally known as 75 Oliver Lane (also known as 527 Glendale Avenue) in St. Catharines, Ontario and identified as PIN 46415-0949 (LT) of Go-To Glendale Avenue Inc. and Go-To Glendale Avenue LP, and not in its personal capacity or in any other capacity

Per: _____

Name:

Title:

Schedule “D” – Instruments to be Deleted from Title

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
NR467701	2017/12/05	Charge by Partnership	\$1,150,000.00	Go-To Glendale Avenue Inc. Go-To Glendale Avenue LP	Meridian Credit Union Limited
NR568732	2021/03/02	Charge by Partnership	\$2,370,000.00	Go-To Glendale Avenue Inc. Go-To Glendale Avenue LP	Reciprocal Opportunities Incorporated
NR568898	2021/03/04	Postponement		Reciprocal Opportunities Incorporated	Meridian Credit Union Limited
NR581545	2021/06/30	Charge by Partnership	\$4,100,000.00	Go-To Glendale Avenue Inc. Go-To Glendale Avenue LP	Trisura Guarantee Insurance Company
NR599301	2021/12/14	Application re Court Order		Ontario Superior Court of Justice	KSV Restructuring Inc.
NR602584	2022/01/20	Construction Lien	\$303,210	Capital Build Construction Management Corp.	
NR605211	2022/02/15	Certificate		Capital Build Construction Management Corp.	

Schedule “E” – Permitted Encumbrances, Easements and Restrictive Covenants

Assumed Encumbrances

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
NR358008	2014/07/22	Transfer of Easement		Emmett, John Robert	The Corporation of the City of St. Catharines
NR441538	2017/03/15	Transfer	\$2,300 000	2381078 Ontario Limited	Go-To Glendale Avenue Inc Go-To Glendale Avenue LP
NR465992	2017/11/16	Application to Change Name Owner		Go-To Glendale Avenue Inc	Go-To Glendale Avenue Inc.
30R15717	2020/12/03	Plan Reference			
NR559807	2020/12/03	Application for Absolute Title		Go-To Glendale Avenue Inc. Go-To Glendale Avenue LP	Go-To Glendale Avenue Inc. Go-To Glendale Avenue LP

Schedule “F” – Legal Description of the Purchased Property

PIN 46415-0949 (LT)

PART LOT 8 CON 9 GRANTHAM PARTS 1 & 2, 30R15717; SUBJECT TO AN EASEMENT
IN GROSS OVER PART 2, 30R15717 AS IN NR358008; CITY OF ST. CATHARINES

ONTARIO SECURITIES COMMISSION

-and-

GO-TO DEVELOPMENTS HOLDINGS INC., ET AL.

Applicant

Respondents

Court File No. CV-21-00673521-00CL

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

Proceedings commenced at Toronto

APPROVAL AND VESTING ORDER

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Steven Graff, LSO#: 31871V
Tel: 416.865.7726
Email: sgraff@airdberlis.com

Ian Aversa, LSO#: 55449N
Tel: 416.865.3082
Email: iaversa@airdberlis.com

Tamie Dolny, LSO#: 77958U
Tel: 647.426.2306
Email: tdolny@airdberlis.com

Lawyers for the Receiver

47640403.1
47639442.5