



SUPERIOR COURT OF JUSTICE

COUNSEL SLIP

COURT FILE NO.: CV-21-00673521-00CL DATE: 23 November 2022

NO. ON LIST: 4

TITLE OF PROCEEDING: **Ontario Securities Commission v. Go-To Developments et
al**

BEFORE JUSTICE: **MADAM JUSTICE CONWAY**

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party, Crown:

Name of Person Appearing	Name of Party	Contact Info
Jeremy Nemers	Receiver	jnemers@airdberlis.com
Tammy Dolny	Receiver	tdolny@airdberlis.com
Ian Aversa	Receiver	iaversa@airdberlis.com

For Defendant, Respondent, Responding Party, Defence:

Name of Person Appearing	Name of Party	Contact Info
Erin Hault	Ontario Securities Commission	eholt@osc.gov.on.ca
Heather Gray	Lloyds Underwriters	heather.gray@clydeco.ca
Kenneth Kraft	341868 Ontario & Kesbro	Kenneth.kraft@dentons.com

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
Delna Contractor	Cameron Stephens	dcontractor@litigate.com
Adam Slavens	Tarion Warranty	aslavens@torys.com
Rich Yehia	Trisura	ryehia@blg.com
Saneea Tanvir	Matt and Diana Gallo	stanvir@mccarthy.ca
Monica Faheim	Receivership Respondents	mfaheim@millerthompson.com

ENDORSEMENT OF JUSTICE CONWAY:

All defined terms used in this Endorsement shall, unless otherwise defined, have the meanings ascribed to them in the Factum of the Receiver dated November 21, 2022.

The Receiver brings this motion for the Major Mackenzie AVO, the Glendale Tarion Holdback Order, and an Ancillary Order. The motion is unopposed. I am satisfied that the relief sought should be granted. In particular, the *Soundair* test has been met for the Major Mackenzie Transaction – the sale process was conducted by the Receiver in accordance with the court-approved Sale Process and the Stalking Horse Sale Process. The property was sufficiently marketed by the Receiver. The purchaser, the Stalking Horse Bid, was the only bidder for the property.

Counsel has revised the Major Mackenzie AVO to include the requested relief re distribution of proceeds to Cameron Stephens, the first-registered mortgagee of the Major Mackenzie Real Property.

The Ancillary Order has now been revised to include the standard language re only the Receiver being entitled to rely on this court's approval of the Sixth Report.

Three orders to go as signed by me and attached to this Endorsement. These orders are effective from today's date and are enforceable without the need for entry and filing.

The Receiver updated the court with respect to the situation with Mr. Raffaghello, as outlined in further detail in the Factum. The Receiver reiterated that if Mr. Raffaghello does not provide non-privileged Records to the Receiver as required under the Receivership Order, the Receiver intends to move forward with a contempt motion against him, Concorde Law and Montana.

Finally, there was a discussion among counsel with respect to the Lloyd's insurance. Ms. Gray asks to schedule a lift stay motion for the substantive purpose of allowing Lloyd's to rescind the Investment Management Policy as against the applicable Receivership Respondents. Counsel for each of the Receiver, the OSC and certain stakeholders expressed concern that scheduling such a motion now would be premature and would impose a potentially unnecessary cost on the receivership estates and their stakeholders.

I am not prepared to schedule such a lift stay motion today. The parties will return **before me for a 30-minute case conference on January 20, 2023 at 10 a.m. (30 minutes, confirmed with the Commercial List office).** In the interim (and as agreed by counsel to the Receiver, the OSC, and Lloyd's), none of the creditors and none of the investors needs to take any steps (including contacting Lloyd's or its counsel) to preserve whatever rights, if any, they may have under the Investment Management Policy as I am advised that the Receiver has already delivered copies of all the Creditor Claims against the Receivership Respondents that were submitted to the Receiver on or prior to the Claims Bar Date and all of the Investor Claims against the Receivership Respondents that have been identified based on the Books and Records to Lloyd's, its counsel, the excess insurer and its claims agent.

A handwritten signature in blue ink, appearing to read "Conway J.", is located at the bottom left of the document.