

Court File No. CV-23-00698576-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE

)

THURSDAY, THE 16TH

JUSTICE OSBORNE

)

DAY OF NOVEMBER, 2023

)

BETWEEN

KINGSETT MORTGAGE CORPORATION AND DORR CAPITAL CORPORATION

Applicants

- and -

**STATEVIEW HOMES (MINU TOWNS) INC., STATEVIEW HOMES (NAO TOWNS) INC.,
STATEVIEW HOMES (ON THE MARK) INC., TLSFD TAURASI HOLDINGS CORP. AND
STATEVIEW HOMES (HIGH CROWN ESTATES) INC.**

Respondents

**IN THE MATTER OF AN APPLICATION UNDER SUBSECTION 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**

**AMENDED APPROVAL AND VESTING ORDER
(TAURASI HOLDINGS)**

THIS MOTION, made by KSV Restructuring Inc. in its capacity as the Court-appointed receiver and manager (in such capacity, the "**Receiver**") without security, of the property, assets and undertakings of each of the above noted Respondents, including their real property, for an order, *inter alia*, approving the sale transaction (the "**TLSFD Transaction**") in respect of certain of the Property of TLSFD Taurasi Holdings Corp. ("**Taurasi Holdings**") contemplated by an agreement of purchase and sale (the "**TLSFD APS**") between the Receiver and KingSett Real Estate Growth LP No. 8, by its general partner KingSett Real Estate Growth GP No. 8 Inc., (the "**TLSFD Purchaser**") dated October 18, 2023 and appended to the Sixth Report of the Receiver dated November 8, 2023 (the "**Sixth Report**"), and vesting in the Purchaser Taurasi Holdings' right, title and interest in and to the Purchased Assets (as defined in the TLSFD APS) (the "**TLSFD**

Purchased Assets”), was heard this day by judicial videoconference via Zoom in Toronto, Ontario.

ON READING the Notice of Motion of the Receiver, the Sixth Report and the Appendices thereto and on hearing the submissions of counsel for the Receiver and the other parties listed on the counsel slip, no one appearing for any other party although duly served as appears from the affidavit of service of Alec Hoy sworn November 9, 2023,

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 TLSFD APS or the Sixth Report, as applicable.

APPROVAL OF THE TLSFD TRANSACTION

3. **THIS COURT ORDERS AND DECLARES** that the TLSFD Transaction is hereby approved, and the execution of the TLSFD APS by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary and are acceptable to the TLSFD Purchaser, acting reasonably. 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 TLSFD Purchased Assets to the Purchaser and the assumption of the Assumed Liabilities (the “**TLSFD Assumed Liabilities**”).
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 “A”** hereto (the “**TLSFD Receiver’s Certificate**”), all of Taurasi Holdings’ right, title and interest in and to the TLSFD Purchased Assets, including the real property set out in **Schedule “B”** hereto (the “**Purchased TLSFD Real Property**”), shall vest absolutely in the TLSFD 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 “**TLSFD Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Steele in the within proceedings dated May 2, 2023; (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 “**TLSFD 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 TLSFD Encumbrances affecting or relating to the TLSFD Purchased Assets are hereby expunged and discharged as against the TLSFD Purchased Assets upon the delivery of the Receiver’s Certificate.

5. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of York (No. 65) 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 TLSFD Purchaser as the owner of the TLSFD Real Property identified in **Schedule “B”** hereto in fee simple, (b) delete and expunge from title to the Purchased TLSFD Real Property all of the TLSFD Claims listed on **Schedule “C”** hereto, and (c) register this Order on title to the Purchased TLSFD Real Property.

6. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of TLSFD Claims, the net proceeds from the sale of the TLSFD Purchased Assets shall stand in the place and stead of the TLSFD Purchased Assets, and that from and after the delivery of the Receiver’s Certificate, all TLSFD Claims and TLSFD Encumbrances shall attach to the net proceeds from the sale of the TLSFD Purchased Assets with the same priority as they had with respect to the TLSFD Purchased Assets immediately prior to the sale, as if the TLSFD Purchased Assets 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 TLSFD Receiver’s Certificate, forthwith after delivery thereof by the Receiver to the TLSFD Purchaser.

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 Taurasi Holdings and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Taurasi Holdings;

the vesting of the TLSFD Purchased Assets in the TLSFD Purchaser and the assignments pursuant to this Order and the other terms and provisions of this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Taurasi Holdings and shall not be void or voidable by creditors of Taurasi Holdings, 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 the Confidential Appendices “1” and “5” to the Sixth Report are hereby sealed until further order of the Court.

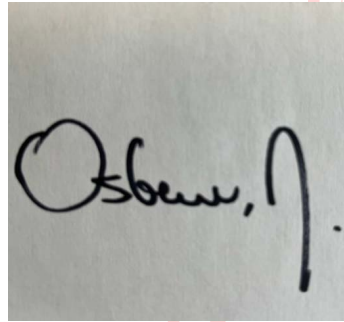
GENERAL

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

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in any other foreign jurisdiction, to give effect to this Order and to assist the Receiver and its respective agents in carrying out the terms of this Order. All courts, tribunals and 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 respective agents in carrying out the terms of this Order.

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12. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Eastern Time) on the date of this Order without the need for entry or filing.

A rectangular box containing a handwritten signature in black ink that reads "Osborne, J.".

~~2023.11.~~

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SCHEDULE "A"
FORM OF RECEIVER'S CERTIFICATE

Court File No. CV-23-00698576-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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Applicants

- and -

**STATEVIEW HOMES (MINU TOWNS) INC., STATEVIEW HOMES (NAO TOWNS) INC.,
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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**

RECEIVER'S CERTIFICATE
(TAURASI HOLDINGS)

RECITALS

A. Pursuant to an Order of the Honourable Justice Steele of the Ontario Superior Court of Justice (the "**Court**") dated May 2, 2023, KSV Restructuring Inc. was appointed as the receiver and manager (the "**Receiver**") of the property, assets and undertakings of each of the above noted Respondents, including TLSFD Taurasi Holdings Corp. ("**Taurasi Holdings**").

B. Pursuant to an Order of the Court dated November 16, 2023, the Court approved the agreement of purchase and sale attached as Appendix "D" to the Sixth Report of the Receiver dated November 8, 2023 (the "**TLSFD APS**") between the Receiver and KingSett Real Estate Growth LP No. 8, by its general partner KingSett Real Estate Growth GP No. 8 Inc., (the "**TLSFD**

Purchaser") and provided for the vesting in the TLSFD Purchaser of Taurasi Holdings' right, title and interest in and to the Purchased Assets (as defined in the APS) (the "**TLSFD Purchased Assets**"), which vesting is to be effective with respect to the TLSFD Purchased Assets upon the delivery by the Receiver to the TLSFD Purchaser of a certificate confirming (i) the payment by the TLSFD Purchaser of the Purchase Price (as defined in the TLSFD APS) for the TLSFD Purchased Assets; (ii) that the other conditions to Closing as set out in the TLSFD APS have been satisfied or waived by the Receiver and the TLSFD Purchaser; and (iii) that the transaction pursuant to the TLSFD APS (the "**TLSFD Transaction**") has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the TLSFD APS.

THE RECEIVER CERTIFIES the following:

1. The TLSFD Purchaser has paid, and the Receiver has received, the Purchase Price for the TLSFD Purchased Assets payable pursuant to the TLSFD APS;
2. The other conditions to Closing as set out in the TLSFD APS have been satisfied or waived by the Receiver and the TLSFD Purchaser, as applicable; and
3. The TLSFD Transaction has been completed to the satisfaction of the Receiver.

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

KSV Restructuring Inc., in its capacity as court-appointed receiver and manager, without security, of, *inter alia*, TLSFD Property and all present and future undertakings and property, both real and personal of TLSFD Taurasi Holdings Corp., which is located at or related to or used in connection with or arising from or out of the TLSFD Property, and not in its personal capacity

Per: _____

Name:

Title:

SCHEDULE "B"

LEGAL DESCRIPTION OF PURCHASED TLSFD REAL PROPERTY

6 Bradwick Drive, Vaughan

PIN 03274-0044 (LT)

PCL 1-2 SEC 65M2049; PT LTS 1, 2, PL 65M2049; PT 4, 65R4957 ; VAUGHAN; CITY OF VAUGHAN

8 Bradwick Drive, Vaughan

PIN 03274-0043 (LT)

PCL 1-3 SEC 65M2049; PT LTS 1, 2, PL 65M2049; PT 3, 65R4957 ; VAUGHAN

301 Bradwick Drive, Vaughan

PIN 03273-0069 (LT)

PCL 24-1 SEC M1832; LT 24 PL M1832; CITY OF VAUGHAN

448 North Rivermede Road, Vaughan

PIN 03274-0132 (LT)

PCL 10-1 SEC 65M2330; LT 10 PL 65M2330; S/T RIGHT AS IN LT332786 ; ; VAUGHAN; CITY OF VAUGHAN

(collectively, the "TLSFD Real Property")

SCHEDULE "C"

**CLAIMS TO BE DELETED AND EXPUNGED FROM TITLE TO THE TLSFD PURCHASED
ASSETS**

6 Bradwick Drive, Vaughan

1. Instrument No. YR3230933 registered on April 1, 2021 is a charge in favour of KingSett Mortgage Corporation ("**KingSett**").
2. Instrument No. YR3230934 registered on April 1, 2021 is a notice of general assignment of rents in favour of KingSett relating to Instrument No. YR3230933.
3. Instrument No. YR3385452 registered on February 24, 2022 is a notice relating to Instrument No. YR3230933.
4. Instrument No. YR3539470 registered on April 6, 2023 is a charge in favour of Toronto-Dominion Bank ("**TD**").
5. Instrument No. YR3547502 registered on May 2, 2023 is an application to register court order.

8 Bradwick Drive, Vaughan

1. Instrument No. LT160824 registered on January 19, 1984, is a notice of general assignment of rents.
2. Instrument No. LT160825 registered on January 19, 1984, is a notice of specific assignment of rents.
3. Instrument No. LT287299 registered on April 18, 1986, is a notice of specific assignment of leases.
4. Instrument No. YR3230933 registered on April 1, 2021 is a charge in favour of KingSett.
5. Instrument No. YR3230934 registered on April 1, 2021 is a notice of general assignment of rents in favour of KingSett relating to Instrument No. YR3230933.
6. Instrument No. YR3385452 registered on February 24, 2022 is a notice relating to Instrument No. YR3230933.
7. Instrument No. YR3539470 registered on April 6, 2023 is a charge in favour of TD.
8. Instrument No. YR3547502 registered on May 2, 2023 is an application to register court order.
9. All other items to be included with approval of Vendor and Purchaser, acting reasonably.

301 Bradwick Drive, Vaughan

1. Instrument No. YR3133278 registered on August 26, 2020 is a charge in favour of KingSett.
2. Instrument No. YR3133279 registered on August 26, 2020 is a notice of general assignment of rents in favour of KingSett relating to Instrument No. YR3133278.
3. Instrument No. YR3231042 registered on April 1, 2021 is a notice relating to instrument No. YR3133278.
4. Instrument No. YR3385451 registered on February 24, 2022 is a notice relating to Instrument No. YR3133278.
5. Instrument No. YR3539469 registered on April 6, 2023 is a charge in favour of TD.
6. Instrument No. YR3547502 registered on May 2, 2023 is an application to register court order.
7. All other items to be included with approval of Vendor and Purchaser, acting reasonably.

448 North Rivermede Road, Vaughan

1. Instrument No. YR3133278 registered on August 26, 2020 is a charge in favour of KingSett.
2. Instrument No. YR3133279 registered on August 26, 2020 is a notice of general assignment of rents in favour of KingSett relating to Instrument No. YR3133278.
3. Instrument No. YR3231042 registered on April 1, 2021 is a notice relating to instrument No. YR3133278.
4. Instrument No. YR3385451 registered on February 24, 2022 is a notice relating to Instrument No. YR3133278.
5. Instrument No. YR3539471 registered on April 6, 2023 is a charge in favour of TD.
6. Instrument No. YR3547502 registered on May 2, 2023 is an application to register court order.
7. All other items to be included with approval of the Vendor and Purchaser, acting reasonably.

SCHEDULE "D"

**PERMITTED ENCUMBRANCES, EASEMENTS AND RESTRICTIVE COVENANTS RELATED
TO THE TLSFD REAL PROPERTY
(unaffected by the Approval and Vesting Order)**

6 Bradwick Drive, Vaughan

1. Instrument No. VA41945 registered on May 22, 1959, is a bylaw.
2. Instrument No. LA701836 registered on July 13, 1978, is notice of a subdivision agreement.
3. Instrument No. LT44703 registered on May 26, 1981, is notice of an agreement.
4. Instrument No. LT91246 registered on August 19, 1982, is notice of an agreement.
5. Instrument No. LT94278 registered on September 24, 1982, is an application (general).
6. Instrument No. LT160528Z registered on January 17, 1984, is an application to annex restrictive covenants.
- ~~7. Instrument No. YR3547502 registered on May 2, 2023 is an application to register court order.~~

8 Bradwick Drive, Vaughan

1. Instrument No. VA41945 registered on May 22, 1959, is a bylaw.
2. Instrument No. LA701836 registered on July 13, 1978, is notice of a subdivision agreement.
3. Instrument No. LT44703 registered on May 26, 1981, is notice of an agreement.
4. Instrument No. LT91246 registered on August 19, 1982, is notice of an agreement.
5. Instrument No. LT94278 registered on September 24, 1982, is an application (general).
- ~~6. Instrument No. YR3547502 registered on May 2, 2023 is an application to register court order.~~
7. Instrument No. LT160821Z registered on January 19, 1984, is an application to annex restrictive covenants.

301 Bradwick Drive, Vaughan

1. Instrument No. LA701836 registered on July 13, 1978, is notice of a subdivision agreement.

2. Instrument No. LT28105Z registered on October 31, 1980, is an application to annex restrictive covenants.
3. Instrument No. LT34685 registered on January 21, 1981, is notice of an agreement.
4. Instrument No. YR2453367 registered on April 5, 2016, is a land registrar's order.
5. ~~Instrument No. YR3547502 registered on May 2, 2023 is an application to register court order.~~

448 North Rivermede Road, Vaughan

1. Instrument No. VA41945 registered on May 22, 1959, is a bylaw.
2. Instrument No. LT179543 registered on June 28, 1984, is notice of an agreement.
3. Instrument No. LT226824 registered on May 28, 1985, is notice of a subdivision agreement.
4. Instrument No. LT226825 registered on May 28, 1985, is notice of a subdivision amending agreement.
5. Instrument No. LT678560 registered on June 7, 1990, is notice of a subdivision amending agreement.
6. Instrument No. LT332786 registered on October 29, 1986, is a transfer reserving a right-of-way.
7. Instrument No. LT332787Z registered on October 29, 1986, is an application to annex restrictive covenants.
8. ~~Instrument No. YR3547502 registered on May 2, 2023 is an application to register court order.~~

Court File No. CV-23-00698576-00

IN THE MATTER OF THE RECEIVERSHIP OF STATEVIEW HOMES (MINU TOWNS) INC., STATEVIEW HOMES (NAO TOWNS) INC.
STATEVIEW HOMES (ON THE MARK) INC., TLSFD TAURASI HOLDINGS CORP. AND STATEVIEW HOMES (HIGH CROWN ESTATES) INC

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

AMENDED APPROVAL AND VESTING ORDER
(TAURASI HOLDINGS)

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