



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**

**APPROVAL AND VESTING ORDER
(MINU TOWNS)**

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 “**Minu Transaction**”) in respect of certain of the Property of Stateview Homes (Minu Towns) Inc. (“**Minu**”) contemplated by an amended and restated agreement of purchase and sale between the Receiver and Delton Acquisitions Inc. (“**Delton**”) dated October 19, 2023 (as amended from time to time, the “**Minu APS**”), appended to the Sixth Report of the Receiver dated November 8, 2023 (the “**Sixth Report**”), as assigned to Camcos (9th Line) Inc. (the “**Purchaser**”) pursuant to an assignment agreement dated November 15, 2023, and vesting in the Purchaser Minu’s right, title and interest in and to the Purchased

Assets (as defined in the Minu APS) (the “**Minu 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 Minu APS or the Sixth Report, as applicable.

APPROVAL OF THE MINU TRANSACTION

3. **THIS COURT ORDERS AND DECLARES** that the Minu Transaction is hereby approved, and the execution of the Minu APS 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 Minu Transaction and for the conveyance of the Minu Purchased Assets to the Purchaser and the assumption of the Assumed Liabilities (as defined in the Minu APS) (the “**Minu 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 “**Receiver's Certificate (Minu)**”), all of Minu's right, title and interest in and to the Minu Purchased Assets, including the real property set out in **Schedule “B”** hereto (the “**Purchased Minu Real 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, constructive, equitable 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 “**Minu 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 “**Minu 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 Minu Encumbrances affecting or relating to the Minu Purchased Assets are hereby expunged and discharged as against the Minu Purchased Assets upon the delivery of the Receiver’s Certificate (Minu).

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 Purchaser as the owner of the Minu Real Property identified in **Schedule “B”** hereto in fee simple, (b) delete and expunge from title to the Purchased Minu Real Property all of the Minu Claims listed on **Schedule “C”** hereto, and (c) register this Order on title to the Purchased Minu Real Property.

6. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Minu Claims, the net proceeds from the sale of the Minu Purchased Assets shall stand in the place and stead of the Minu Purchased Assets, and that from and after the delivery of the Receiver’s Certificate (Minu), all Minu Claims and Minu Encumbrances shall attach to the net proceeds from the sale of the Minu Purchased Assets with the same priority as they had with respect to the Minu Purchased Assets immediately prior to the sale, as if the Minu 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 Receiver’s Certificate (Minu), forthwith after delivery thereof by the Receiver to the 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 Minu and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of Minu;

the vesting of the Minu Purchased Assets in the 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 Minu and shall not be void or voidable by creditors of Minu, 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 “4” and “8” to the Sixth Report are hereby sealed until the earlier of:

- (a) the closing of the Minu Transaction; or
- (b) upon further order of the Court.

TERMINATION AND DISCLAIMER OF HOMEBUYER AGREEMENTS

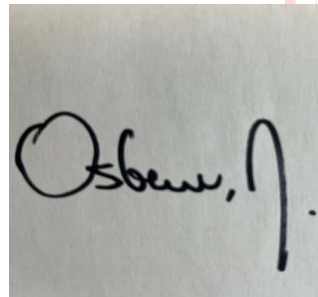
10. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed, on or prior to Closing, to terminate and disclaim all homebuyer agreements of purchase and sale treated as Excluded Contracts under the Minu APS and, following the delivery of the Receiver’s Certificate (Minu) in accordance with this Order, such agreements shall cease to be continuing obligations effective against the Minu Real Property or binding on the Purchaser.

GENERAL

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

12. **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.

13. **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 stamp containing a handwritten signature in black ink. The signature appears to be "Osborne, J." with a stylized flourish at the end.

2023.11.
16
16:01:55
-05'00'

SCHEDULE "A"
FORM OF RECEIVER'S CERTIFICATE

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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**

RECEIVER'S CERTIFICATE
(MINU TOWNS)

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 Stateview Homes (Minu Towns) Inc. ("**Minu**").

B. Pursuant to an Order of the Court dated November 16, 2023, the Court approved the amended and restated agreement of purchase and sale attached as Appendix "H" to the Sixth Report of the Receiver dated November 8, 2023 (as amended from time to time, the "**Minu APS**") between the Receiver and Delton Acquisitions Inc. ("**Delton**"), as assigned to Camcos (9th Line)

Inc. (the “**Purchaser**”) pursuant to an assignment agreement dated November 15, 2023, providing for the vesting in the Purchaser of Minu’s right, title and interest in and to the Purchased Assets (as defined in the Minu APS) (the “**Minu Purchased Assets**”), which vesting is to be effective with respect to the Minu Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price (as defined in the Minu APS) for the Minu Purchased Assets; (ii) that the other conditions to Closing as set out in each of the Minu APS have been satisfied or waived by the Receiver and the Purchaser; and (iii) that the transaction pursuant to the Minu APS (the “**Minu 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 Minu APS.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid, and the Receiver has received, the Purchase Price for the Minu Purchased Assets payable pursuant to the Minu APS;
2. The other conditions to Closing as set out in the Minu APS have been satisfied or waived by the Receiver and the Purchaser, as applicable; and
3. The Minu 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*, Minu Property and all present and future undertakings and property, both real and personal of Stateview Homes (Minu Towns) Inc., which is located at or related to or used in connection with or arising from or out of the Minu Property, and not in its personal capacity

Per: _____

Name:

Title:

SCHEDULE “B”

LEGAL DESCRIPTION OF PURCHASED MINU REAL PROPERTY

Stateview Homes (Minu Towns) Inc.

PIN 03061-5685 (LT)

BLOCK 1, PLAN 65M4729; SUBJECT TO AN EASEMENT AS IN YR200734; CITY OF MARKHAM

PIN 03061-5686 (LT)

BLOCK 2, PLAN 65M4729; CITY OF MARKHAM

(together, the “Minu Real Property”)

SCHEDULE "C"

CLAIMS TO BE DELETED AND EXPUNGED FROM TITLE TO THE MINU REAL PROPERTY

PIN 03061-5685 and PIN 03061-5686

Instrument Number	Date	Instrument Type	Parties From	Parties To
YR3325803	October 12, 2021	Charge	Stateview Homes (Minu Towns) Inc.	Kingsett Mortgage Corporation
YR3325804	October 12, 2021	Notice of Assignment of Rents	Stateview Homes (Minu Towns) Inc.	Kingsett Mortgage Corporation
YR3325805	October 12, 2021	Charge	Stateview Homes (Minu Towns) Inc.	Kingsett Mortgage Corporation
YR3325806	October 12, 2021	Notice of Assignment of Rents	Stateview Homes (Minu Towns) Inc.	Kingsett Mortgage Corporation
YR3375996	February 2, 2022	Notice	Stateview Homes (Minu Towns) Inc.	Kingsett Mortgage Corporation
YR3394056	March 14, 2022	Charge	Stateview Homes (Minu Towns) Inc.; Stateview Homes (Nao Towns) Inc.	Dorr Capital Corporation
YR3401621	March 30, 2022	Postponement	Kingsett Mortgage Corporation	The Corporation of the City of Markham
YR3401623	March 30, 2022	Postponement	Dorr Capital Corporation	The Corporation of the City of Markham
YR3403493	April 1, 2022	Postponement	Kingsett Mortgage Corporation	The Corporation of the City of Markham
YR3547502	May 2, 2023	Application to Register Court Order	Ontario Superior Court of Justice	Kingsett Mortgage Corporation; Dorr Capital Corporation
YR3547879	May 3, 2023	Construction Lien	Con-Drain Company (1983) Limited	
YR3564363	June 20, 2023	Certificate	Con-Drain Company (1983) Limited	

SCHEDULE "D"

PERMITTED ENCUMBRANCES, EASEMENTS AND RESTRICTIVE COVENANTS RELATED TO THE MINU REAL PROPERTY

(unaffected by the Approval and Vesting Order)

1. Instrument No. YR200734 is Transfer of Easement registered on September 5, 2002 from Humbold Properties Limited to The Corporation of the Town of Markham for the purposes of laying down and constructing and maintaining the sanitary and storm sewer and water and related appurtenances incidental thereto. (**Note:** Only affects PIN 03061-5685).
2. Instrument No. YR691197 is a Notice regarding Airport Zoning registered on August 29, 2005 by Her Majesty the Queen in right of Canada as represented by the Minister of Transport.
3. Instrument No. 65M4729 is a Plan of Subdivision registered on March 30, 2022.
4. Instrument No. YR3401412 is an Application for Inhibiting Order-Land registered on March 30, 2022 by The Corporation of the City of Markham regarding the registration of five instruments.
5. Instrument No. YR3401620 is a Notice of Subdivision Agreement registered on March 30, 2022 between Minu Towns and The Corporation of the City of Markham.
6. Instrument No. YR3401637 is an Application to Annex Restrictive Covenant S.119 registered on March 30, 2022 by Minu Towns regarding the grading and drainage levels of the property, the maintenance and repair of any retaining wall or fence, and the road allowance.
7. Instrument No. YR3402467 is an Application to Delete Inhibiting Order registered on March 31, 2022 by The Corporation of the City of Markham regarding the Inhibiting Order registered under Instrument No. YR3401412. Please note, despite the registration of this document, the Inhibiting Order remains on title.

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

**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

**APPROVAL AND VESTING ORDER
(MINU TOWNS)**

CASSELS BROCK & BLACKWELL LLP

Suite 3200, Bay Adelaide Centre – North Tower
40 Temperance St.
Toronto, ON M5H 0B4

Ryan Jacobs LSO#: 59510J

Tel: 416.860.6465
rjacobs@cassels.com

Joseph Bellissimo LSO#: 46555R

Tel: 416.860.6572
jbellissimo@cassels.com

Alec Hoy LSO#: 85489K

Tel: 416.860.2976
ahoy@cassels.com

Lawyers for the Receiver (Nao Phase 1, Minu, On the Mark,
High Crown and Taurasi Holdings Receiverships)