

Court File No. CV-23-00709180-00CL  
CV-23-00710573-00CL  
CV-23-00710267-00CL  
CV-23-00708970-00CL  
CV-23-00711612-00CL

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

B E T W E E N:

KINGSETT MORTGAGE CORPORATION AND DORR CAPITAL CORPORATION

Applicants

- and -

VANDYK – UPTOWNS LIMITED, VANDYK – HEART LAKE LIMITED, 2402871  
ONTARIO INC., VANDYK – THE RAVINE LIMITED AND VANDYK – LAKEVIEW-DXE-  
WEST LIMITED

Respondents

MCAP FINANCIAL CORPORATION

Applicant

- and -

VANDYK-THE BUCKINGHAM NORTH - GRAND CENTRAL LIMITED AND JOHN  
VANDYK

Respondents

MCAP FINANCIAL CORPORATION

Applicant

- and -

VANDYK-BACKYARD KINGS MILL LIMITED

Respondent

OTÉRA CAPITAL INC.

Applicant

- and –

2495065 ONTARIO INC.

Respondent

FIERA FP REAL ESTATE FINANCING FUND, L.P.

Applicant

- and –

VANDYK – 41 WABASH LIMITED, 10000318652 ONTARIO INC., VANDYK  
PROPERTIES INCORPORATED AND JOHN VANDYK

Respondents

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

**FACTUM OF THE RECEIVER  
(Order Approving Sale Processes)**

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Lawyers for KSV Restructuring Inc., in its  
capacity as Receiver

TO: **SERVICE LIST**

## PART I - NATURE OF THE MOTION

1. The Ontario Superior Court of Justice (the “**Court**”) issued six separate receivership orders on November 14, 2023, December 11, 2023, December 12, 2023, January 18, 2024 and January 23, 2024 (collectively, the “**Receivership Orders**”) appointing KSV Restructuring Inc. (“**KSV**”) as the receiver and manager and, as applicable, construction lien trustee (in such applicable capacity, the “**Receiver**”), without security, of certain real property, assets, undertakings and property (the “**Property**,” and each real property the “**Real Property**” and collectively, the “**Real Properties**”) of a number of companies, each of which is part of the broader Vandyk real estate development group (collectively, as defined below, the “**Debtors**”).

2. A principal focus of the receivership proceedings at this time is to conduct sale processes in respect of the Real Properties owned by certain Debtors (each a “**Sales Process**,” and collectively referred to as the “**Sale Processes**”). Accordingly, the Receiver seeks an order (the “**Sale Process Order**”):

- (a) approving the proposed Sale Processes; and
- (b) approving the Receiver’s Consolidated Report (as defined below) and the activities of the Receiver summarized therein.

3. The proposed Sales Processes are consistent with the customary methodology of selling real estate in the context of receivership proceedings, transparent and commercially reasonable processes that are designed to maximize the recovery obtained on each Property and should be approved by the Court.<sup>1</sup>

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<sup>1</sup> Capitalized terms used in this factum but not otherwise defined herein have the meanings accorded to them in the Consolidated Report to Court of KSV Restructuring Inc. as Receiver and Manager and, as applicable,

## PART II - SUMMARY OF FACTS

### A. Background on the Proceedings

4. Under the terms of the Receivership Orders, KSV was appointed Receiver in respect of the following companies (collectively, the “**Debtors**”):<sup>2</sup>

- (a) Vandyk – Uptowns Limited (“**Uptowns**”), Vandyk – Heart Lake Limited (“**Heart Lake**”), 2402871 Ontario Inc. (“**240**”), Vandyk – The Ravine Limited (“**Ravine**”) and Vandyk – Lakeview-DXE-West Limited (“**Lakeview**”), pursuant to an application commenced by KingSett Mortgage Corporation (“**KingSett**”) and Dorr Capital Corporation (“**Dorr**”);
- (b) Vandyk – Backyard Kings Mill Limited (“**Kings Mill**”), pursuant to an application commenced by MCAP Financial Corporation (“**MCAP**”);
- (c) Vandyk – The Buckingham North – Grand Central Limited and John Vandyk (“**Buckingham**”), pursuant to an application commenced by MCAP;
- (d) 2495065 Ontario Inc. (“**249**”), pursuant to an application commenced by Otéra Capital Inc. (“**Otera**”); and
- (e) Vandyk – 41 Wabash Limited (“**Wabash**”) and 1000318652 Ontario Inc. (“**1000**”), pursuant to an application commenced by Fiera FP Real Estate Financing Fund, L.P. (“**Fiera**”), and together with KingSett, Dorr and MCAP, the “**Mortgagees**”).

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Construction Lien Trustee, of certain real property, assets, undertakings and property of Vandyk – Uptowns Limited, Vandyk – Heart Lake Limited, 2402871 Ontario Inc., Vandyk – The Ravine Limited, Vandyk – Lakeview-DXE-West Limited, Vandyk – The Buckingham North – Grand Central Limited, Vandyk – Backyard Kings Mill Limited, 2495065 Ontario Inc., Vandyk – 41 Wabash Limited and 1000318652 Ontario Inc. dated March 1, 2024 (the “**Consolidated Report**”).

<sup>2</sup> Consolidated Report at para. 1.0.1.

5. The Debtors are part of a broader group of development companies within the Vandyk group, a real estate developer that mainly developed low, mid and high-rise residential projects in the Greater Toronto Area. Each of the Debtors is a single-purpose real estate development company that owns a specific project that it was developing on its respective Real Property (each a “**Project**”, and collectively the “**Projects**”).<sup>3</sup>

6. There are mortgages registered on title to the Real Properties with amounts outstanding that continue to accrue interest and fees. In addition to these mortgages, several parties who provided services to the Projects have registered construction liens on certain of the Real Properties, including, among others, construction trades and real estate consultants. Finally, certain of the Debtors are also in arrears in respect of municipal taxes.<sup>4</sup>

7. Since its appointment, the Receiver, with the assistance of counsel and in addition to the activities outlined below, has engaged in the following activities in furtherance of its mandate:<sup>5</sup>

- (a) corresponding extensively with the Mortgagees regarding, among other things, the status of the Real Properties, the proposed realization plan with respect to each of the Real Properties and the Sale Processes;
- (b) corresponding with the Mortgagees regarding the status of construction on the Projects and addressing issues related to the trades, liens, costs-to-complete construction and funding of construction costs;

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<sup>3</sup> Consolidated Report at paras. 2.1.1, 2.2.1. A full list of the Projects may be found at para. 2.2.2 of the Consolidated Report.

<sup>4</sup> Consolidated Report at paras. 3.0.1-3.0.3.

<sup>5</sup> Consolidated Report at para. 5.0.1.

- (c) corresponding with representatives of the Vandyk Group, including Management, to obtain information concerning the Projects and the business of the Debtors;
- (d) engaging with various stakeholders, including municipalities and lien claimants;
- (e) attending at the Debtors' head office to assist in record retention for the Projects;
- (f) corresponding with the Debtors' insurance broker to confirm coverage;
- (g) familiarizing itself with each of the Projects, including corresponding with certain of the Debtors' consultants;
- (h) reviewing information provided by the Mortgagees regarding each of the Real Properties, including appraisals, development applications, environmental reports and other consulting reports;
- (i) reviewing liens registered against certain of the Real Properties;
- (j) dealing with issues related to obtaining copies of the Debtors' servers and other electronic records;
- (k) preparing and sending to creditors and to the Official Receiver the statutory notices required pursuant to subsections 245(1) and 246(1) of the *Bankruptcy and Insolvency Act*; and
- (l) preparing the Consolidated Report.

**B. Proposed Sale Processes**

8. A principal focus of the receivership proceedings at the current time is to conduct Sale Processes in respect of certain Real Properties. The Receiver therefore now seeks an order approving the proposed Sale Processes in respect of the listing for sale of the Property owned by 240, 249, Kings Mill, Buckingham, Wabash, 1000, Ravine and Heart Lake (collectively, the “Companies”).<sup>6</sup>

**(a) Realtor Selection Process**

9. In consultation with the Mortgagees (which differ by Project), the Receiver invited a number of national real estate brokerages to submit proposals to market for sale the Real Property owned by each of the Companies (collectively, the “RFP”).<sup>7</sup> All of the invited realtors submitted proposals by the respective RFP deadline.<sup>8</sup>

10. Following a review of the submitted proposals, and in consultation with the Mortgagees, the Receiver selected the following:<sup>9</sup>

- (a) Scotiabank Capital Inc. (“**Scotiabank**”) to sell 240’s Property;
- (b) CBRE Limited (“**CBRE**”) to sell 249’s Property;

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<sup>6</sup> Consolidated Report at paras. 1.0.4-1.0.5. Note that the Receiver is at this time in the process of advancing a realization strategy in respect of the other Debtors, and will return to Court at a future date to seek approval of the same.

<sup>7</sup> Consolidated Report at para. 4.1.1. A summary of the realtors solicited in respect of each Real Property may be found in the Consolidated Report at para. 4.1.3. A sample of the RFP materials sent to realtors is attached as Appendix “A” of the Consolidated Report.

<sup>8</sup> Consolidated Report at para. 4.1.4.

<sup>9</sup> Consolidated Report at para. 4.1.5.

- (c) Jones Lang LaSalle Real Estate Services, Inc. (“**JLL**”) to sell Kings Mill and Buckingham’s respective Property;
- (d) Colliers Macaulay Nicolls Inc., Brokerage (“**Colliers**”) to sell Wabash and 1000’s respective Property; and
- (e) TD Cornerstone Commercial Realty Inc. (“**TD**” and collectively with Scotiabank, CBRE, JLL and Colliers, the “**Realtors**”) and CBRE to jointly sell Ravine and Heart Lake’s respective Property.

11. The Receiver selected each Realtor based on, among other things, each Realtor’s knowledge of the specific Projects undertaken by the Companies, their familiarity with the applicable market, their proposed marketing processes, their commission structures, the experience of their teams, including prior experience conducting sale processes in the context of receivership proceedings, and feedback from the applicable Mortgagee.<sup>10</sup>

**(b) Phases of the Sale Processes**

12. Each of the proposed Sale Processes is intended to progress through three phases:<sup>11</sup>
- (a) Phase 1, in which the Realtors and the Receiver prepare marketing materials and identify prospects, which is intended to be completed by March 13, 2024, March 18, 2024, or March 29, 2024, depending on the Company;
  - (b) Phase 2, in which the Real Property is marketed and prospective bidders submit bids in the required form, which is intended to be commenced between four to eight

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<sup>10</sup> Consolidated Report at para. 4.1.5.

<sup>11</sup> The full intended process may be found in the Consolidated Report at para. 4.2.1, while the intended timelines may be found in the Consolidated Report at para. 4.2.2.

weeks from launch, or as otherwise determined by the Receiver and applicable Realtor, in each case depending on the Company. The bid deadlines are estimated to be no earlier than specified dates between April 10 to May 6, 2023, depending on the Company; and

- (c) Phase 3, in which the offers are short-listed, the successful bidders are selected, selected bidders perform final due diligence 30 to 60 days from selection of successful bidders, and sale approval motion(s) and closing(s) occur 15 to 30 days from the date that the selected bidders confirm that applicable conditions have been satisfied or waived.

13. The timelines were developed by the Realtors in consultation with the Receiver.<sup>12</sup> Certain additional terms of the Sale Processes are outlined in the Consolidated Report and the various listing agreements with the Realtors.<sup>13</sup>

**(c) Listing Agreements**

14. The form of listing agreement with certain of the realtors has been finalized, whereas the other listing agreements are presently being advanced and are expected to be finalized by the return of this motion.<sup>14</sup>

15. The listing agreements each include a work fee in the event that a Real Property is acquired by a mortgagee through a credit bid. In each case, the work fees are structured to be less than the commissions to which the brokers would be entitled if they sold the Real Properties to a third party.

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<sup>12</sup> Consolidated Report at para. 4.2.2.

<sup>13</sup> Consolidated Report at para. 4.2.3.

<sup>14</sup> Consolidated Report at para. 4.3.1. The commission structure for each Realtor in respect of the relevant Real Property may be found in Appendix "B" of the Consolidated Report.

The quantum of a given work fee may vary by Property based on, *inter alia*, the magnitude of the secured mortgages and the attributes and complexities of a particular Real Property.<sup>15</sup>

### **PART III -THE ISSUES AND THE LAW**

16. The issues on this motion are whether this Court should:

- (a) approve the proposed Sale Processes, including by authorizing the Receiver to engage the Realtors pursuant to the terms of their respective listing agreements; and
- (b) approve the Consolidated Report and the activities of the Receiver summarized therein.

#### **A. The Sale Processes and the Listing Agreements should be Approved**

17. The purpose of a receivership under section 243 of the *Bankruptcy and Insolvency Act* is to “enhance and facilitate the preservation and realization of the assets for the benefit of creditors,” a purpose which is generally achieved through the liquidation of the debtors’ assets.<sup>16</sup> In *Royal Bank v. Soundair*, the Court of Appeal stated that the following factors must be considered when considering the approval of a proposed sale: (i) whether the receiver has made a sufficient effort to get the best price and has not acted improvidently; (ii) the efficacy and integrity of the process

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<sup>15</sup> Consolidated Report at para. 4.3.2.

<sup>16</sup> *Third Eye Capital Corporation v. Ressources Dianor Inc./Dianor Resources Inc.*, [2019 ONCA 508](#) at para. 73.

by which offers are obtained; (iii) whether there has been unfairness in the working out of the process; and, (iv) the interests of all parties.<sup>17</sup>

18. The same factors are considered when appraising a proposed sales process; as a result, when reviewing a sales and marketing process proposed by a receiver, the court should assess:<sup>18</sup>

- (a) the fairness, transparency and integrity of the proposed process;
- (b) the commercial efficacy of the proposed process in light of the specific circumstances facing the receiver; and
- (c) whether the sales process will optimize the chances, in the particular circumstances, of securing the best possible price for the assets up for sale.

19. Each of these factors are satisfied in respect of the proposed Sale Processes:

- (a) **Fairness, Transparency, and Integrity:** The proposed Sale Processes were developed with the input of the Realtors and are intended to canvass the market broadly and on an efficient basis in order to obtain the best and highest prices.<sup>19</sup> The Property will be marketed broadly, including by print and online listing and by the direct canvassing of prospects, and all interested bidders will be permitted to bid on the Property. Bidders that execute a confidentiality agreement will receive a copy of a confidential information memorandum (a “**CIM**”) for each Project and will gain access to a virtual data room for each Project. The proposed Sale Processes further require each bid to be submitted in a specified form of Purchase and Sale

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<sup>17</sup> *Royal Bank of Canada v. Soundair Corp.*, [1991 CanLII 2727 \(ON CA\)](#) at para. 16.

<sup>18</sup> *CCM Master Qualified Fund v. blutip Power Technologies*, [2012 ONSC 1750](#) at para. 6.

<sup>19</sup> Consolidated Report at para. 4.4.1(b).

Agreement (“PSA”), with any changes to the PSA blacklined.<sup>20</sup> All accepted bids will be subject to court approval.<sup>21</sup>

- (b) **Commercial Efficacy:** The proposed Sale Processes are commercially reasonable and appropriate at the current time due to: (i) the early development stage of the Projects; (ii) the illiquidity of the Projects, including the rate at which interest continues to accrue; (iii) feedback from the Mortgagees; and (iv) the lack of other viable options, including an unconditional refinancing sufficient to repay in full all applicable mortgagees.<sup>22</sup> The Sales Processes will be managed by the Receiver and the Realtors, and each of the Realtors is a leading national brokerage with the experience and expertise to market the Property, including knowledge of the markets in which the Real Properties are located and a marketing plan tailored to each Real Property and Project.<sup>23</sup>
- (c) **Best Possible Price:** The proposed Sale Processes represent procedures commonly used to sell real estate development projects, including by KSV in other Court-supervised real property sale processes.<sup>24</sup> Further, the Sale Processes are designed to be flexible, and to provide the Receiver with the timelines, procedures and discretion necessary to maximize the value of the Real Properties.<sup>25</sup>

20. The listing agreements are also commercially reasonable. Each of the Realtors will spend considerable time and effort preparing for and marketing each of the Real Properties, and in the

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<sup>20</sup> See Consolidated Report at para. 4.2.1 for a full description of the marketing process.

<sup>21</sup> Consolidated Report at para. 4.2.3(i).

<sup>22</sup> Consolidated Report at para. 4.4.1(a).

<sup>23</sup> Consolidated Report at para. 4.4.1(e).

<sup>24</sup> Consolidated Report at para. 4.4.1(d). See, i.e., *Kingssett Mortgage Corporation and Dorr Capital Corporation v. Stateview Homes(Minu Towns) Inc. et al.*, (June 5, 2023) Ont. S.C.J. [Commercial List] Court File No. CV-23-00698576-00CL ([Sale Process Approval Order](#)) [*Stateview Sale Process Approval Order*].

<sup>25</sup> Consolidated Report at para. 4.4.1(c).

Receiver's view, the work fees (if applicable) are commercially reasonable and appropriate in the circumstances.<sup>26</sup>

21. The Receiver supports the proposed Sale Processes and believes they should be commenced immediately, a position which is supported by the applicable Mortgagees.<sup>27</sup> The commercial decisions of a receiver regarding a proposed sales process are afforded broad deference by the courts. The courts have held that it is not "necessary or desirable for the Court to micro-manage the intricacies of every step of a proposed sales process"<sup>28</sup> and have stated that where a receiver has acted reasonably, prudently and not arbitrarily, that the court should not sit in appeal from the receiver's decision or conduct a detailed review of every element of the procedure by which a receiver's decision was made.<sup>29</sup>

22. The Receiver submits that the Sales Processes should be approved for the reasons outlined above. The proposed Sales Processes are fair, open, transparent and commercially reasonable processes which are designed to maximize the recovery on the Property.

#### **B. The Consolidated Report and the Activities of the Receiver Should be Approved**

23. The Receiver also seeks an order approving the Consolidated Report, along with the actions, conduct and activities of the Receiver referred to therein.

24. It is well established that the court has inherent jurisdiction to review and approve the activities of a court appointed receiver where the receiver demonstrates that it has acted reasonably, prudently and not arbitrarily.<sup>30</sup> As has been noted by the court in the CCAA context, requests to

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<sup>26</sup> Consolidated Report at paras. 4.3.1-4.3.2.

<sup>27</sup> Consolidated Report at para. 4.3.5.

<sup>28</sup> *iSpan Systems LP*, [2023 ONSC 6212](#) at para. 45.

<sup>29</sup> *Bank of Montreal v. Dedicated National Pharmacies Inc. et al*, [2011 ONSC 4634](#) at para. 43.

<sup>30</sup> *Leslie & Irene Dube Foundation Inc. v. P218 Enterprises Ltd.*, [2014 BCSC 1855](#) at para. 54.

approve a monitor's report and activities are not unusual, and there are good policy and practical reasons for the court to do so, including:<sup>31</sup>

- (a) allowing the monitor to move forward with the next steps;
- (b) allowing the monitor to bring its activities before the Court;
- (c) enabling the Court to satisfy itself that a monitor's activities have been conducted in prudent and diligent manners;
- (d) providing protection for a monitor not otherwise provided by the CCAA; and
- (e) protecting creditors from delay that may be caused by re-litigation of steps.

25. Subsequent case law has confirmed that these considerations apply equally to the reports and activities of a receiver,<sup>32</sup> and such approval is commonly granted as part of orders in receivership proceedings.<sup>33</sup>

26. The Receiver submits that the Consolidated Report and the activities described therein should be approved. The activities of the Receiver were carried out in accordance with the

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<sup>31</sup> *Target Canada Co. (Re)*, [2015 ONSC 7574](#) at para. 23.

<sup>32</sup> *Hanfeng Evergreen Inc., (Re)*, [2017 ONSC 7161](#) at para. 15.

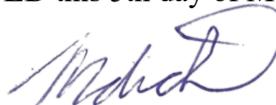
<sup>33</sup> See, i.e., *Stateview Sale Process Approval Order* at para. 7.

Receivership Orders, and the Receiver has acted reasonably and in good faith throughout the receivership.

**PART IV -NATURE OF THE ORDER SOUGHT**

27. For the reasons set out above, the Receiver requests that this Court grant the proposed Sale Process Order.

**ALL OF WHICH IS RESPECTFULLY SUBMITTED** this 5th day of March, 2024.



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**per Marleigh Dick**

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Lawyers for KSV Restructuring Inc., in its  
capacity as Receiver

## SCHEDULE “A”: LIST OF AUTHORITIES

1. *Bank of Montreal v. Dedicated National Pharmacies Inc. et al.*, [2011 ONSC 4634](#)
2. *CCM Master Qualified Fund v. blutip Power Technologies*, [2012 ONSC 1750](#)
3. *Hanfeng Evergreen Inc., (Re)*, [2017 ONSC 7161](#)
4. *iSpan Systems LP*, [2023 ONSC 6212](#)
5. *Kingsett Mortgage Corporation and Dorr Capital Corporation v. Stateview Homes(Minu Towns) Inc. et al.*, (June 5, 2023) Ont. S.C.J. [Commercial List] Court File No. CV-23-00698576-00CL ([Sale Process Approval Order](#))
6. *Leslie & Irene Dube Foundation Inc. v. P218 Enterprises Ltd.*, [2014 BCSC 1855](#)
7. *Royal Bank of Canada v. Soundair Corp.*, [1991 CanLII 2727 \(ON CA\)](#)
8. *Target Canada Co. (Re)*, [2015 ONSC 7574](#)
9. *Third Eye Capital Corporation v. Ressources Dianor Inc./Dianor Resources Inc.*, [2019 ONCA 508](#)

**SCHEDULE “B”  
TEXT OF STATUTES, REGULATIONS & BY-LAWS**

**Bankruptcy and Insolvency Act, RSC 1985, c B-3**

**PART XI**

**Secured Creditors and Receivers**

**Court may appoint receiver**

**243 (1)** Subject to subsection (1.1), on application by a secured creditor, a court may appoint a receiver to do any or all of the following if it considers it to be just or convenient to do so:

- (a) take possession of all or substantially all of the inventory, accounts receivable or other property of an insolvent person or bankrupt that was acquired for or used in relation to a business carried on by the insolvent person or bankrupt;
- (b) exercise any control that the court considers advisable over that property and over the insolvent person’s or bankrupt’s business; or
- (c) take any other action that the court considers advisable.

**Restriction on appointment of receiver**

**(1.1)** In the case of an insolvent person in respect of whose property a notice is to be sent under subsection 244(1), the court may not appoint a receiver under subsection (1) before the expiry of 10 days after the day on which the secured creditor sends the notice unless

- (a) the insolvent person consents to an earlier enforcement under subsection 244(2); or
- (b) the court considers it appropriate to appoint a receiver before then.

**Definition of receiver**

**(2)** Subject to subsections (3) and (4), in this Part, **receiver** means a person who

- (a) is appointed under subsection (1); or
- (b) is appointed to take or takes possession or control — of all or substantially all of the inventory, accounts receivable or other property of an insolvent person or bankrupt that was acquired for or used in relation to a business carried on by the insolvent person or bankrupt — under
  - (i) an agreement under which property becomes subject to a security (in this Part referred to as a “security agreement”), or

(ii) a court order made under another Act of Parliament, or an Act of a legislature of a province, that provides for or authorizes the appointment of a receiver or receiver-manager.

**Definition of receiver — subsection 248(2)**

(3) For the purposes of subsection 248(2), the definition **receiver** in subsection (2) is to be read without reference to paragraph (a) or subparagraph (b)(ii).

**Trustee to be appointed**

(4) Only a trustee may be appointed under subsection (1) or under an agreement or order referred to in paragraph (2)(b).

**Place of filing**

(5) The application is to be filed in a court having jurisdiction in the judicial district of the locality of the debtor.

**Orders respecting fees and disbursements**

(6) If a receiver is appointed under subsection (1), the court may make any order respecting the payment of fees and disbursements of the receiver that it considers proper, including one that gives the receiver a charge, ranking ahead of any or all of the secured creditors, over all or part of the property of the insolvent person or bankrupt in respect of the receiver's claim for fees or disbursements, but the court may not make the order unless it is satisfied that the secured creditors who would be materially affected by the order were given reasonable notice and an opportunity to make representations.

**Meaning of disbursements**

(7) In subsection (6), **disbursements** does not include payments made in the operation of a business of the insolvent person or bankrupt.

MCAP FINANCIAL CORPORATION et al  
Applicants

- and -

VANDYK-BACKYARD KINGS MILL LIMITED et al  
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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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

PROCEEDING COMMENCED AT TORONTO

**FACTUM OF THE RECEIVER  
(SALE PROCESS APPROVAL ORDER)**

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