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BDO Canada Limited  
20 Wellington St. E. Suite 500  
Toronto ON M5E 1C5 Canada

District of        **ONTARIO**  
Division No.     **09 - Mississauga**  
Estate No.       **32-2995640**  
Court No.        **32-2995640**

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF**  
**SOURCE ONE FINANCIAL CORPORATION**  
**OF THE CITY OF BURLINGTON,**  
**IN THE REGIONAL MUNICIPALITY OF HALTON,**  
**IN THE PROVINCE OF ONTARIO.**

**REPORT OF TRUSTEE ON PROPOSAL**

**TO THE CREDITORS OF**  
**SOURCE ONE FINANCIAL CORPORATION**

SOURCE ONE FINANCIAL CORPORATION (“Source One” or the “Company”) filed a Notice of Intention to Make a Proposal (“NOI”) under the *Bankruptcy and Insolvency Act* on the 6<sup>th</sup> day of October 2023 with the Official Receiver, and BDO Canada Limited consented to act as Trustee in the administration of the Proposal (in such capacity, the “Trustee”).

The Company filed a Proposal with the Official Receiver on the 1<sup>st</sup> day of November 2023. A creditors’ meeting will be held to consider the Proposal on the 22<sup>nd</sup> day of November 2023 at 10:00 a.m. via conference call (437) 703-5279 or (833) 215-3238, Conference ID: 833 595 688#.

We enclose herewith the following documents:

- Statutory Notice of Meeting of Creditors;
- Copy of the Certificate of Filing;
- Copy of the Proposal;
- Condensed statement of assets and liabilities;
- Listing of creditors;
- Proof of claim form (blank);
- General proxy (blank); and
- Voting letter (blank) in the event you wish to vote in advance of the meeting.

To participate in any dividend distributions, creditors must submit to the Trustee a properly completed proof of claim, together with a statement of account attached thereto as Schedule “A” (the “Claim”). Further, to be eligible to vote in the Proposal, the Claim must be submitted to us prior to the time of the meeting. The Claim should include all amounts outstanding as at the Date of Filing. Filing your Claim is sufficient notice to us of any disagreement you may have with respect to the amount reported due to you in the attached documents. The completed Claim can be delivered to the Trustee’s office by mail, courier, facsimile, electronic mail, or in person.



Creditors do not have to attend the creditors' meeting but can vote on the Proposal by completing the attached voting letter and indicating their vote FOR or AGAINST the Proposal. Creditors can also appoint a person to represent them at the creditors' meeting by submitting a properly completed proxy form with the proof of claim form. The proxy may be given in favour of the Trustee or any individual representing you. All corporations must name a proxy.

The following information is provided to assist creditors in evaluating the Company's affairs and the Proposal. Please note we have not audited or reviewed the Company's books and records and, as a result, we are not able to express an opinion concerning the accuracy of the information contained herein. The following information originated from the Company's books and records that were made available to us, as well as from our discussions with the Company and management.

All figures presented herein are in Canadian dollars unless expressly noted. Any terms not defined herein have the definitions ascribed to them in the Proposal.

## **BACKGROUND**

The Company was incorporated on November 28, 2011, and operated from leased premises at 940 Sheldon Court, Burlington, Ontario. The Company provides automotive finance loans to non-prime and sub-prime borrowers in Canada through a network of new and used vehicle dealers. In addition, the Company acted as administrative agent to Westlake Services, LLC ("**Westlake**") for their automotive loan portfolio that was generated through Source One. Bill Kooy ("**Kooy**") and Anthony Speelman ("**Speelman**") and together with Kooy, the "**Directors**") are the Company's Directors.

The Company utilized two main lenders in its operations - Cortland Credit lending Corporation ("**Cortland**") and Westlake. In the past, Cortland provided the Company with operating capital. As well, the Cortland facility included the amalgamation of two existing secured funding facilities, initially advanced to the Company for vehicle loans from other third-party lenders. Following this amalgamation of facilities in 2019, Cortland did not fund any new consumer vehicle loans outside of its existing facility. Westlake began funding all new vehicle loans for the Company in or around December 2019. Auto dealers would approach the Company for funding on vehicle loans, which the Company would outsource to Westlake for review. Once Westlake approved the loan, the Company would advise the dealer of the approval and the sale would be consummated. Westlake advanced funding to the Company, and the Company in turn would pay the funds to the dealer. The Company would then service the Westlake loan for its term. The Company serviced the loan portfolio on behalf of Westlake and earned revenue through "profit sharing" if the portfolio performed well.

All automotive loans were between the consumer and the Company. Loan payments and other vehicle proceeds were received directly by the Company and allocated to the respective portfolios of either Cortland or Westlake for payment.

Financial difficulties for the Company began in or around December 2020 when a former partner left the Company to become CEO for a competing lender named Northlake Financial ("**Northlake**"). Northlake was also funded by Westlake. The Company's financial struggles are due to:

- the significant and rapid rise in interest rates in 2023, and the subsequent effect on the loan portfolios and Source One's diminishing (or negative) interest premium charged;
- the increased cost of funding provided by Westlake;
- the reduced amount of profit-sharing revenue, which in some cases was negative;
- the negative affect of rising interest rates on new loan originations; and



- the increasing loan defaults at a more aggressive rate than originally projected in the business model, resulting in increased recovery costs and increases losses in the respective portfolios.

Despite these challenges the Company continued business in attempts to bring stability to operations. The Directors injected millions of dollars in operating capital over the last 24 months to maintain operations. However, revenues and cash flow quickly began to diminish as a result of the factors identified above.

Management further advises that in August 2023 Westlake contacted the Company suggesting they could not continue with the existing Sales & Servicing Agreement and required more equity from future loan originations. Westlake offered three new arrangements:

- (i) Westlake advances 90% of each new loan origination;
- (ii) Westlake advances 95% of each new loan origination; or
- (iii) Westlake ceases to fund any new loan originations.

Westlake previously advanced 100% of each new loan origination. Accordingly, option (i) and (ii) required the Company to supplement Westlake's funding with the additional 5% or 10% required to fund a deal. Considering the Company was currently losing money and had no ownership or security interest in the vehicles, none of the above options were deemed feasible.

Having no further operating capital, the Company determined it was not feasible to continue operations and accordingly ceased operations on September 8, 2023, terminating approximately 90% of its employees. Four employees remained with the Company and continued to be paid by the Directors to assist with a wind down of operations, including the transitioning of the Westlake portfolio to Northlake. Cortland continued to be serviced by the Company while Cortland assessed its options. Source One did not originate any new loans subsequent to September 8, 2023.

Following the filing of the NOI and leading up to the filing of the Proposal, Westlake negotiated directly with Cortland and took an assignment of Cortland's portfolio and security (the "Assignment"). Subsequent to the Assignment, the Cortland portfolio belonged to Westlake. Following the filing the Proposal to the unsecured creditors, Westlake immediately proceeded to foreclose on the assets of the Company that were subject to the Cortland security. Accordingly, the Company no longer maintains any loan portfolios.

The Company now finds itself unable to maintain its day-to-day operations and meet its obligations. Management has attempted to be proactive and take steps to mitigate its financial challenges, however, circumstances did not allow such mitigation. Accordingly, despite no longer operating or maintaining any loan portfolios, the Company wishes to seek a settlement with its creditors and has filed a Proposal under the *Bankruptcy and Insolvency Act*, to be funded by a third-party sponsor.

### SUMMARY OF PROPOSAL

The Company's Proposal is to be funded by 2164155 Ontario Inc. (the "Sponsor"). The Sponsor shall pay, or cause to be paid to the Trustee a total amount of \$250,000 (the "Proposal Fund") immediately upon obtaining an order of the court approving the Proposal.

Under the terms of the Proposal, the Proposal Funds will be utilized as follows:

- the Administrative Fees and Expenses will be paid in priority to all creditors' claims;
- All amounts owing to Canada Revenue Agency that could be subject to a demand under subsection 224(1.2) of the *Income Tax Act* or under any substantially similar provision of provincial legislation,



that were outstanding at the Date of Filing, shall be paid in full within 6 months after the Court Approval Date;

- Secured Creditors, if any, will be unaffected;
- Preferred Creditors will be paid in full in priority to Unsecured Creditors, immediately after Court approval. Based on available information, the Trustee is not aware of any amount owing under this category;
- Claims of Former Employees shall participate in the *Wage Earners Protection Program* (“WEPP”), to be administered by the Trustee upon receipt of the order of the court approving the Proposal. Instructions will be distributed to Former Employees on how to apply for WEPP. Any claims of Former Employees will not participate in any distribution from the Proposal Funds;
- Unsecured Creditors will receive the balance of the Proposal Funds, to be divided on a pro rata basis, in full and final settlement of their proven unsecured claims;
- Creditors agree not to pursue any actions against the Company’s directors for claims against the directors that arose prior to the Date of Filing and that relate to the obligations of the Company where the directors are by law liable in their capacity as directors for the payment of such obligation; and
- all payments to creditors are subject to a levy payable to the Superintendent of Bankruptcy pursuant to section 147 of the *Bankruptcy and Insolvency Act*, calculated at 5 percent.

In consideration of the Sponsor funding this Proposal:

- (a) all Existing Shares shall be cancelled and retired and shall cease to exist, with no consideration delivered in exchange therefor; and
- (b) the Company shall issue and deliver one hundred (100) new common shares in the equity of the Company to the Sponsor, or its permitted assignee.

If the requisite statutory majorities of creditors and the Court approve the Proposal, the Proposal will become legally binding on the Company and all Unsecured and Preferred Creditors. If the creditors reject the Proposal, the Company will be deemed to have filed an assignment in bankruptcy.

Readers are cautioned that the foregoing summary is meant only as a simplified overview. The Proposal contains terms and conditions which are not set out above. In the event of any conflict between the summary and the Proposal, the terms of the Proposal will prevail. Creditors are therefore urged to read the Proposal in its entirety and, if necessary, to consult with their professional advisors.

#### **IDENTIFICATION AND EVALUATION OF ASSETS**

The assets of the Company are subject to the encumbrances of the following secured creditors:

- Cortland Credit lending Corporation - Cortland holds a General Security Agreement (“GSA”) over all of the Company’s assets and property. Cortland registered its security interest in the Company’s assets under the *Personal Property Security Act* R.S.O. 1990, c. P. 10, as amended (the “PPSA”). Based on the Company’s records and searches of the Ontario Personal Property Security Registration System conducted by the Trustee’s independent counsel, Cortland’s security enjoys a first priority position. On October 31, 2023, Cortland executed an assignment of its security and interest in and to



the Company's assets and property to Westlake, which transaction was completed on November 1, 2023. Cortland was owed approximately \$8,400,000, not including accruing professional legal and advisory fees;

- Westlake Services, LLC - Westlake registered its security interests in the assignment of receivables owing under the Westlake portfolio of loans due and owing from the Company under the Sales & Service Agreement between the Company and Westlake. As discussed above, the Company was simply a servicer to the Westlake portfolio of loans. The inability of the Company and Westlake to negotiate a new Sales & Servicing Agreement resulted in Westlake transitioning its portfolio to Northlake prior to the Company filing its NOI. The Westlake portfolio, and any receivables collected by the Company under that portfolio, has been fully released and transferred to Westlake prior to the First Meeting of Creditors in this Proposal;
- 1717030 Ontario Limited ("171 Ont") - 171 Ont is a related entity owned by Speelman. 171 Ont registered its security interest against the Company under the PPSA as security for monies advanced to the Company by Speelman to maintain operations. 171 Ont will not realize any recoveries as a secured creditor and has agreed not to seek payment under the Proposal for any unsecured deficiency claim that it may have; and
- CWB National Leasing Inc. ("CWB") - CWB has registered a security interest against the Company under the PPSA as security for the lease of certain photocopiers, attachments, and accessories to the Company. CWB is not affected by the proposal, to the extent of its secured claims, and such equipment shall be released to CWB.

The Trustee has requested Aird & Berlis LLP ("Aird & Berlis") to provide a legal opinion on the validity and enforceability of the security held by Cortland. Aird & Berlis has advised the Trustee that subject to the usual qualifications and assumptions, it is of the opinion that the security granted by the Company in favour of Cortland creates a valid security interest and is enforceable in accordance with its terms including against a trustee in bankruptcy.

As previously stated, on November 1, 2023, Westlake (having taken an assignment of Cortland's security) foreclosed on its security and took control of all of the Company's assets under the Cortland security. The Company no longer maintains any assets, other than those subject to CWB's security which it intends to release to CWB.

Considering the above, the Trustee has not incurred the expense of requesting an independent legal opinion from Aird & Berlis of the 171 Ont or CWB security at this time.

The Trustee identified the assets of the Company, as at the date of the NOI, which, as discussed above, were fully encumbered and have become subject to the foreclosure procedures initiated and completed by Westlake:

#### Cash on hand

The Company's Statement of Affairs reported approximately \$2,732,000 in its bank accounts as of October 6, 2023, the date of the NOI. The cash on hand can be broken down further as receipts received and subject to the Cortland's (est. \$123,000) and Westlake's (est. \$2,609,000) portfolios. Westlake has taken possession of the Cortland proceeds under its foreclosure. The Westlake proceeds flowed through to Westlake under its receivable. The Company's bank balance fluctuates on a day-to-day basis as the respective loan portfolio receivables are received. Management directs the loan proceeds amongst Cortland and Westlake daily.



Furniture and equipment (“Furniture”)

The Company’s Furniture consists of miscellaneous aged chairs, computer equipment and leased photocopiers. The Trustee has not incurred the costs of arranging an appraisal of the Furniture at this time. The photocopiers will be returned to CWB.

Book Debts Due

The vehicles loans under the Cortland portfolio have maturity dates extending into 2029. The Company estimates the book value of the receivable under the Cortland portfolio to be approximately \$7,800,000 as at October 6, 2023. This does not consider the cost of future vehicle loan defaults, expenses to realize on defaults, repossession costs, etc. The book debts due are subject to the foreclosure by Westlake. Considering the book debts due are less than the Cortland indebtedness, there are no surplus funds available for Unsecured Creditors.

**ESTIMATED REALIZATION TO CREDITORS**

A Schedule of Estimated Realization comparing the estimated realization in a bankruptcy scenario to the estimated realization from the offered Proposal is outlined below:

IN THE MATTER OF THE PROPOSAL OF  
SOURCE ONE FINANCIAL CORPORATION  
OF THE CITY OF BURLINGTON,  
IN THE REGIONAL MUNICIPALITY OF HALTON,  
IN THE PROVINCE OF ONTARIO.  
Schedule of Estimated Realization

|   | Bankruptcy | Proposal   |
|---|------------|------------|
| ESTIMATED GROSS REALIZATION                 |            |            |
| Cash on hand, note 1                        | \$ -       | \$ -       |
| Book Debts Due, note 1                      | -          | -          |
| Furniture and equipment                     | Encumbered | -          |
| Retainer                                    | 30,000     | -          |
| Sponsor’s Lump Sum payment under proposal   |            | 250,000    |
|   | \$ 30,000  | \$ 250,000 |
| ESTIMATED COSTS OF REALIZATION              |            |            |
| Filing Fees and Disbursements               | 1,000      | 1,000      |
| Trustee’s fees and disbursements            | 25,000     | 40,000     |
| Legal Fees of Trustee and Company           | -          | 85,000     |
| HST   | 3,341      | 16,341     |
|   | 29,341     | 142,341    |
| ESTIMATED AMOUNT AVAILABLE FOR DISTRIBUTION | \$ 659     | \$ 107,659 |
| ESTIMATED CLAIMS OF ORDINARY CREDITORS      |            |            |
| Ordinary unsecured, note 2                  | 3,500,000  | 850,000    |
|   | 3,500,000  | 850,000    |
| Estimated recovery to Ordinary Creditors    | 0.0%       | 12.7%      |

**Notes:**

1. Cash on hand and Book Debts Due to the Company were subject to the foreclosure proceedings initiated, and completed, by Westlake Services, LLC. Accordingly, in the event of bankruptcy, the Trustee does not attribute any value to these for the general benefit of unsecured creditors.
2. Certain related parties have agreed to waive and postpone their claim and dividend in the Proposal administration. In addition, the Westlake Services, LLC foreclosure satisfies the shortfall in the Cortland Credit Lending Corporation security. Accordingly, the estimated claims of participating unsecured creditors in the Proposal proceedings reflects these adjustments. However, the related parties have advised they intend to prove their claims and participate in the event of a subsequent deemed bankruptcy of the Company.



If the Proposal is rejected, the Company will be deemed bankrupt. The Licensed Insolvency Trustee would typically proceed to realize on the assets available for Unsecured Creditors. The anticipated recovery under a bankruptcy scenario will be \$Nil for the Unsecured Creditors. The Proposal provides an estimated recovery of 12.7% for Unsecured Creditors.

The main advantages of the Proposal are as follows:

- the Sponsor has agreed to fund the Proposal of the otherwise defunct Company, subject to Creditor and Court Approval;
- The Sponsor's Proposal Fund is a lump sum payable upon Court Approval, thereby allowing for an expedited distribution to Unsecured Creditors;
- Unsecured Creditors will experience a recovery that they may otherwise not obtain in a bankruptcy;
- management has co-operated with the Trustee since the filing of the NOI;
- related parties, with potential claims in excess of \$3,000,000, have agreed not to file a claim under the Proposal or participate in any distributions to the Unsecured Creditors, thereby increasing the return to the proven Unsecured Creditors; and
- the quantum of payments is fixed in the Proposal, so there is a degree of certainty to the calculation of the expected recovery to Unsecured Creditors.

Based on all of the information that has come to the Trustee's attention to date, the Trustee recommends that Unsecured Creditors accept the Company's Proposal.

We trust that the foregoing adequately explains the current and ongoing circumstances of the Company. If any questions or concerns arise, please contact Peter Naumis at (905) 615-6207.

Dated at Toronto, Ontario this 8<sup>th</sup> of November 2023.

A handwritten signature in black ink, appearing to read 'P. Naumis', written in a cursive style.

BDO CANADA LIMITED  
Trustee  
20 Wellington Street E., Suite 500  
Toronto, Ontario M5E 1C5



**Industry Canada**  
**Office of the Superintendent**  
**of Bankruptcy Canada**

**Industrie Canada**  
**Bureau du surintendant**  
**des faillites Canada**

District of Ontario  
 Division No. 09 - Mississauga  
 Court No. 32-2995640  
 Estate No. 32-2995640

In the Matter of the Proposal of:

**Source One Financial Corporation**

Debtor

**BDO CANADA LIMITED / BDO CANADA LIMITÉE**

Licensed Insolvency Trustee

|                       |  |           |    |
|-----------------------|--|-----------|----|
| Date of Proposal:     | November 01, 2023  | Security: | \$ |
| Meeting of Creditors: | November 22, 2023, 10:00<br>Conference call, 1 (437) 703-5279<br>Conference ID: 833 595 688#<br>--, Ontario<br>Canada, |           |    |
| Chair:                | Trustee  |           |    |

CERTIFICATE OF FILING OF A PROPOSAL - Section 62

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that:

- a proposal in respect of the aforementioned debtor was filed under section 62 of the *Bankruptcy and Insolvency Act*.

The aforementioned trustee is required:

- to provide to me, without delay, security in the aforementioned amount; and
- to send to all creditors, at least ten days prior to the meeting, a notice of a meeting of creditors, which will be held at the aforementioned time and place.

Date: November 02, 2023, 08:19

E-File/Dépôt Electronique

Official Receiver

Federal Building - Hamilton, 55 Bay Street N, 9th Floor, Hamilton, Ontario, Canada, L8R3P7, (877)376-9902







District of: Ontario  
Division No. 09-Mississauga  
Court No. 32-2995640  
Estate No. 32-2995640

Tel: 905 615 8787  
Fax: 905 615 1333  
www.bdo.ca

BDO Canada Limited  
360 Oakville Place Drive, Suite 500  
Oakville, ON L6H 6K8

FORM 92  
Notice of Proposal to Creditors  
(Section 51 of the Act)

In the Matter of the Proposal of  
Source One Financial Corporation  
of the City of Burlington,  
in the Regional Municipality of Halton,  
in the Province of Ontario

Take notice that Source One Financial Corporation of the City of Burlington in the Province of Ontario has lodged with me a proposal under the *Bankruptcy and Insolvency Act*.

A copy of the proposal, a condensed statement of the debtor's assets, and liabilities, and a list of the creditors affected by the proposal and whose claims amount to \$250 or more are enclosed.

A general meeting of the creditors will be held on the 22nd day of November 2023 at 10:00 AM at Conference call or 1 (437) 703-5279, Conference ID: 833 595 688#.

The creditors or any class of creditors qualified to vote at the meeting may by resolution accept the proposal either as made or as altered or modified at the meeting. If so accepted and if approved by the court the proposal is binding on all the creditors or the class of creditors affected.

Proofs of claim must be lodged with me prior to the commencement of the meeting.

Proxies and voting letters intended to be used at the meeting may be filed at any time up until the moment a vote is called.

Dated at the City of Toronto in the Province of Ontario, this 6th day of November 2023.

BDO Canada Limited / BDO Canada Limitée - Licensed Insolvency Trustee

20 Wellington St E, Suite 500  
Toronto ON M5E 1C5  
Phone: (416) 865-0210 Fax: (416) 865-0904

(A form of proof of claim, a form of proxy and a voting letter should be enclosed with each notice.)

District of Ontario  
Division No. 9 - Mississauga  
Court File No.: BK-23-02995640-0032  
Estate File No.: 32-2995640

**(ONTARIO)**  
**SUPERIOR COURT OF JUSTICE**  
**(IN BANKRUPTCY AND INSOLVENCY)**  
**[COMMERCIAL LIST]**

**AND IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A  
PROPOSAL OF SOURCE ONE FINANCIAL CORPORATION  
OF THE CITY OF BURLINGTON,  
IN THE REGIONAL MUNICIPALITY OF HALTON,  
IN THE PROVINCE OF ONTARIO**

**PROPOSAL**  
**(under section 50 of the *Bankruptcy and Insolvency Act*)**  
**(October 31, 2023)**

Source One Financial Corporation hereby submits the following Proposal under the provisions of the Act.

**PART I**  
**INTERPRETATION**

**Definitions**

1. In this Proposal:
  - (a) “**Act**” means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
  - (b) “**Administrative Fees and Expenses**” means the fees and expenses of the Trustee incidental to the NOI and the preparation and facilitation of the Proposal and any amendments thereto, including, without limitation, fees incurred by the Trustee in the administration of the Funded Proposal Payment; and, the legal fees and expenses of the Proposal Trustee and the Company before and following execution, acceptance and approval of this Proposal and in connection with the NOI and the preparation of this Proposal, as well as advice to the Company in connection therewith;

- (c) **“Affected Creditors”** means Creditors with Proven Unsecured Claims and for certainty shall include Proven Claims of His Majesty in Right of Canada and any province for all amounts other than Crown Claims or Secured Claims; and, shall not include Crown Claims, Secured Claims or Preferred Claims, each of which are addressed separately hereunder;
- (d) **“Approval Order”** means an order of the Court (i) approving this Proposal to be granted pursuant to the provisions of the Act and (ii) declaring that the Company qualifies as a former employer under s. 5(5) of WEPPA;
- (e) **“Business Day”** means a day, other than a Saturday or Sunday, on which banks are generally open for business in Toronto, Ontario;
- (f) **“Claim”** means any right of any Person with indebtedness, liability or obligation of any kind against the Company which indebtedness, liability or obligation is in existence at the Date of Filing, whether or not reduced to judgement, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known, unknown, by surety or otherwise and whether or not such a right is executory in nature including, without limitation, the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause, chose in action, whether existing at present or commenced in the future based in whole or in part on facts which exist prior to or at the time of Date of Filing;
- (g) **“Common Shares”** means common shares in the capital of the Company;
- (h) **“Company”** means Source One Capital Corporation;
- (i) **“Court”** means the Ontario Superior Court of Justice (Commercial List) in Bankruptcy and Insolvency;
- (j) **“Court Approval Date”** means the date on which the Approval Order is issued and entered by the Court;
- (k) **“Creditor”** means any Person having a Claim;
- (l) **“Creditors Meeting”** means the meeting of the Affected Creditors called for the purpose of considering and voting upon this Proposal;
- (m) **“Crown Claims”** means Claims of His Majesty in right of Canada or any province of all amounts of a kind contemplated by section 60(1.1) of the Act;
- (n) **“Date of Filing”** means October 6, 2023, the date on which the Company filed the NOI;

- (o) **“Disputed Claims”** means a Claim filed in this Proposal by a Creditor that is: (i) disallowed in whole or in part by the Trustee; and/or (ii) is the subject of a disallowance proceeding or appeal before the Court;
- (p) **“Employee Preferred Claim”** means a Claim by a current or former employee of the Company, or such portion of such Claim, that would be payable in priority under Subsection 136(1)(d) of the Act;
- (q) **“Equity Claim”** has the meaning given to such term in Section 2 of the Act;
- (r) **“Event of Default”** has the meaning given to it in Part VIII of this Proposal;
- (s) **“Existing Shares”** means all Common Shares, Preferred Shares and any other share capital of the Company, as well as any warrant or option or similar instrument that may invoked or utilized to obtain any capital stock or equity interest in the Company, issued and outstanding immediately prior to the Implementation Date;
- (t) **“Existing Equity Holders”** means any person holding Existing Shares;
- (u) **“Final Order”** means a Court order for which the applicable appeal period has lapsed with no person seeking an appeal therefrom or, if such appeal has been taken, any such appeal(s) have finally been disposed of and any related appeal rights shall have lapsed;
- (v) **“Former Employee”** means an individual who was an employee of the Company and whose employment was terminated by the Company prior to the Date of Filing or who were or are terminated as part of the restructuring under this Proposal;
- (w) **“Former Employee Claim”** means the Claim, if any, of a Former Employee arising from the Former Employee’s termination by the Company, inclusive of wages, vacation pay, termination pay and severance;
- (x) **“Funded Proposal Payment”** shall mean \$250,000 which will be advanced to the Trustee for distribution pursuant to Part V of this Proposal;
- (y) **“Implementation Date”** means 10 Business Days following the date the Approval Order becomes a Final Order;
- (z) **“Inspectors”** means the inspectors, if any, appointed pursuant to Part X of this Proposal;
- (aa) **“Levy”** means the levy imposed by the Superintendent of Bankruptcy under the Act;
- (bb) **“New Common Shares”** means the Common Shares to be issued by the Company on the Implementation Date;

- (cc) “**NOI**” means the Notice of Intention to Make a Proposal filed by the Company on October 6, 2023;
- (dd) “**Non-Participating Creditors**” means 1717030 Ontario Ltd.; 1717031 Ontario Ltd.; Larmen Investments Ltd.; and, Kooy Brothers Lawn Equipment Ltd.;
- (ee) “**Person**” means any individual, partnership, joint venture, trust corporation, unincorporated organization, government or any agency or instrumentality thereof, or any other entity howsoever designated or constituted;
- (ff) “**Post-Filing Crown Claims**” means all Crown Claims that became due or shall become due on or after the Date of Filing;
- (gg) “**Post-Filing Goods and Services**” means the goods supplied, services rendered, and other consideration given or provided to the Company on or after the Date of Filing;
- (hh) “**Pre-Filing Crown Claims**” means all Crown Claims that were outstanding as at the Date of Filing;
- (ii) “**Preferred Claim**” means any claim that is afforded priority under Section 136(1) of the Act;
- (jj) “**Preferred Creditor**” means any Persons holding a Preferred Claim, solely in respect to that Preferred Claim;
- (kk) “**Proposal**” means this proposal dated October 31, 2023, together with any amendments or additions thereto;
- (ll) “**Proposal Period**” means the period between the Court Approval Date and the date on which all distributions to the Proven Creditors have been made and a Certificate of Full Performance of Proposal has been issued by the Trustee to the Company pursuant to Section 65.3 of the Act, provided that no Event of Default has occurred that has not been cured or waived;
- (mm) “**Proven**” as used in relation to any Claim means such Claim as finally accepted or determined by the Trustee in accordance with the provisions of the Act and this Proposal, subject to the Creditor’s right of appeal to Court, the Court’s determination of that Claim or any applicable appeal periods having expired and no appeal having been made;
- (nn) “**Secured Claim**” means the value of any Claim by a Secured Creditor, excluding Crown Claims;
- (oo) “**Secured Creditors**” means those Persons holding a valid and enforceable mortgage, hypothec, pledge, charge, lien or privilege on or against the

property of the Company or any part thereof as security for a Claim, but excludes the Canada Revenue Agency to the extent of its Crown Claims;

- (pp) **“Sponsor”** means 2164155 Ontario Inc.;
- (qq) **“Trustee”** means BDO Canada Limited, solely in its capacity as proposal trustee of the Company;
- (rr) **“Unsecured Claim”** means the value of any Proven Claim in respect of which no security is held and which is not afforded priority under Section 136(1) of the Act;
- (ss) **“Unsecured Creditors”** means those Persons holding Unsecured Claims; and
- (tt) **“WEPPA”** means the *Wage Earner Protection Program Act*.

### **Headings**

- 2. The division of this Proposal into parts, paragraphs and subparagraphs, and the insertion of headings herein, is for convenience of reference only and is not to affect the construction or interpretation of this Proposal.

### **Number, etc.**

- 3. In this Proposal, where the context requires, a word importing the singular includes the plural and vice versa, and a word importing gender includes the masculine, feminine and neuter genders.

### **Date for Action**

- 4. In the event that any date on which any action is required to be taken hereunder is not a Business Day, such action will be required to be taken on the next succeeding day that is a Business Day.

### **Accounting Principles**

- 5. Accounting terms not otherwise defined in this Proposal have the meanings assigned to them in accordance with generally accepted Canadian accounting principles.

### **Currency**

- 6. All dollar amounts contained herein shall be in Canadian dollars.

**PART II  
PURPOSE AND EFFECT OF THIS PROPOSAL;  
CONDITIONS PRECEDENT**

**Purpose of Proposal**

7. The purpose of this Proposal is to complete the wind-down of the business of the Company in a manner beneficial to all Affected Creditors. It is expected that, prior to the Creditors Meeting and the implementation of this Proposal, the Company's senior Secured Creditor shall have foreclosed on its security, taking control of substantially all of the Company's assets, rendering the Company incapable of sustaining operations without additional capital investments. This Proposal is made, with the support of the Sponsor, to provide all Affected Creditors a greater benefit than would result from a bankruptcy of the Company.

**Effect of Proposal**

8. This Proposal (a) restructures the indebtedness of the Company, (b) effects a reorganization of the holders of Common Shares of the Company, and (c) provides the essential terms on which all Creditors' Claims will be fully and finally resolved and settled.

**Stay of Proceedings**

9. During the Proposal Period, and provided that an Event of Default has not occurred and is continuing hereunder, all Creditors other than Secured Creditors will be stayed from commencing or continuing any proceeding or remedy against the Company or any of its property or assets in respect of a Claim including, without limitation, any proceeding or remedy to recover payment of any monies, to recover or enforce any judgment against the Company in respect of a Claim or to commence any formal proceedings against it other than as provided for under this Proposal.

**Conditions Precedent**

10. This implementation of this Proposal is conditional upon:
  - (a) the approval of this Proposal by the requisite majorities of creditors as provided under the Act. If such approval is not obtained, the Company will be deemed bankrupt, as provided under the Act; and
  - (b) the Court granting the Approval Order on a motion by the Proposal Trustee, as provided under the Act. If the Court does not approve the Proposal, the Company will be deemed bankrupt, as provided under the Act,

(collectively, the "**Conditions Precedent**")

11. In the event the Conditions Precedents are not met, this Proposal shall be null and void and any monies advanced to the Trustee by the Sponsor shall be reimbursed to the Sponsor, without interest, after paying Administrative Fees and Expenses.

**PART III  
CLASSIFICATION OF CREDITORS**

12. This Proposal is made to a single class of creditors, comprising only the Affected Creditors (as defined in the Recitals hereto).

**PART IV  
SECURED CREDITORS**

13. Secured Creditors shall be unaffected by this Proposal.

**PART V  
TREATMENT OF VARIOUS CLAIMS;  
FUNDING OF PROPOSAL AND DISTRIBUTION;  
REORGANIZATION**

**A. TREATMENT OF CLAIMS**

**Crown Claims**

14. At the Date of Filing, the Company owed \$nil to CRA for employee source deduction, including related penalties and interest calculated up to the Date of Filing. Subsequent to the Date of Filing, all outstanding amounts have been paid and no such amounts are currently owing.
15. All Proven Pre-Filing Crown Claims (if any) shall be paid in full by the Sponsor outside of this Funded Proposal Payment. Such funds shall be advanced to the Trustee and remitted by the Trustee to His Majesty in the Right of Canada or of any province, as applicable, within six (6) months of the Court Approval Date.

**Employee Preferred Claims**

16. All Proven Employee Preferred Claims (if any) shall be paid in full by the Sponsor outside of this Funded Proposal Payment immediately after Court Approval. Such funds shall be advanced to the Trustee and remitted by the Trustee to the entitled claimants immediately after the Court Approval Date. For clarity, no Employee Preferred Claims will be paid out of the Funded Proposal Payment.

**Former Employee Claims**

17. In addition to any amount received on account of an Employee Preferred Claim (if any), all creditors having Former Employee Claims shall be entitled to apply for



compensation under WEPPA. For clarity, no amount of the Funded Proposal Payment shall be applied to any compensation payable under WEPPA.

**Preferred Claims (in addition to Employee Preferred Claims)**

18. Proven Preferred Claims (if any), other than Employee Preferred Claims, shall be paid in full, without interest, out of the Funded Proposal Payment on the Implementation Date.

**Unsecured Claims**

19. Creditors holding Proven Unsecured Claims shall receive, on a *pro rata* basis, payment out of the Funded Proposal Payment.

**Equity Claims**

20. Equity Claims shall not receive any distribution, payment or other consideration under this Proposal.

**Treatment of Claims**

21. For purposes of this Proposal, each Creditor holding a Claim will receive the treatment provided for in this Proposal on account of such Claim.

**B. FUNDING OF PROPOSAL**

**Funded Proposal Payment**

22. The Sponsor shall pay the Funded Proposal Payment to the Trustee in the amount of \$250,000 immediately after the Court Approval Date.

**Funded Crown and Employee Payments**

23. The Sponsor shall pay the amount of any Proven Pre-Filing Crown Claims and the amount of any Proven Employee Preferred Claims to the Trustee in accordance with paragraphs 15 and 16 of this Proposal.

**C. DISTRIBUTION**

**Distributions of Funded Proposal Payment**

24. The Funded Proposal Payment shall be distributed by the Trustee in the following order of priority:
  - (a) first, to the Administrative Fees and Expenses;
  - (b) second, to Proven Preferred Claims under paragraph 18 of this Proposal, if any; and

- (c) third, to Creditors holding Proven Unsecured Claims, in accordance with the Act.

#### **No Distribution to Non-Participating Creditors or Existing Equity Holders**

- 25. No payment shall be made out of the Funded Proposal Payment, or in respect of this Proposal, to Non-Participating Creditors or to Existing Equity Holders. Without limiting the generality of the foregoing, the Non-Participating Creditors postpone and waive any right to any distribution under this Proposal, as evidenced by the executions in Schedule "A" hereto.
- 26. For clarity, notwithstanding the foregoing, in the event that the Conditions Precedent to the Proposal are not met, then the Non-Participating Creditors shall be deemed to have never postponed or waived any Claim, which Claims, in accordance with the priority thereof, shall be enforceable in a bankruptcy.

#### **D. REORGANIZATION**

##### **Cancellation and Issuance of Common Shares**

- 27. In consideration for the Sponsor funding this Proposal, as at the Implementation Date:
  - (a) all Existing Shares shall no longer be outstanding, shall be automatically cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor; and
  - (b) the Company shall issue and deliver one hundred (100) new common shares in the equity of the Company to the Sponsor or its permitted assignee, which common shares shall be fully paid and non-assessable shares and represent 100% of the issued and outstanding shares in the equity of the Company.

### **PART VI POST-FILING OBLIGATIONS**

#### **Payment of Post-Filing Goods & Services**

- 28. During the Proposal Period, all Post-Filing Goods and Services shall be paid in full in the ordinary course of business by the Company.

#### **Post-Filing Crown Claims**

- 29. During the Proposal Period, the Company shall remit all Post-Filing Crown Claims as and when due.

#### **Reporting by the Company**

30. During the Proposal Period, the Company shall provide to the Trustee, no later than 5 Business Days after receipt of a written request, a report containing the evidence of Company's filing and remittance of source deductions and HST, and such other information as the Trustee may reasonably require.

## **PART VII LEVY, MANDATORY PAYMENTS AND PREFERRED CLAIMS**

### **Levy**

31. The Levy, if applicable, shall be deducted by the Trustee from distributions to Creditors by the Trustee pursuant to Sections 147 and 60(4) of the Act.

### **Payment of Fees and Expenses**

32. As per Part V of this Proposal, the Administrative Fees and Expenses shall be paid in priority to the Crown Claims and all other Creditors. The Trustee will be at liberty to withdraw and pay such Administrative Fees and Expenses at any time and from time-to-time subject to final approval by the Registrar in Bankruptcy upon completion of the Proposal. The Trustee's disbursements will be charged in addition to its fees based on the actual costs incurred and/or as allowed by tariff.

### **Employee Claims**

33. As per Part V of this Proposal, all Employee Preferred Claims (if any) will be paid in priority to other Claims immediately after the issuance of the Approval Order.

### **Preferred Claims**

34. As per Part V of this Proposal, Proven Claims of Preferred Creditors, without interest, are to be paid in full priority to all Claims of the Unsecured Creditors including, without limitation, any entitlement of the Unsecured Creditors to the distributions to be made under Part V of this Proposal.

## **PART VIII EVENTS OF DEFAULT**

35. The following events will constitute Events of Default for purposes of section 63 of the Act and otherwise under this Proposal:
  - (a) the non-payment by the Sponsor of the Funded Proposal Payment as contemplated hereby within thirty (30) days after written notice has been given by the Trustee that such payment is past due; and
  - (b) the breach or failure by the Company to observe and perform any other covenant and provision of this Proposal, which is not remedied within thirty

(30) days after written notice thereof has been given to the Company by the Trustee.

### **PART IX TRUSTEE**

36. The Trustee is acting solely in its capacity as proposal trustee under the Act and not in its personal capacity and no officer, director, employee or agent of the Trustee shall incur any obligations or liabilities in connection with this Proposal or in connection with the business or liabilities of the Company.
37. Any payments made by the Trustee to Creditors hereunder shall be made by the Trustee net of the levy payable and due under the Act.

### **PART X INSPECTORS**

#### **Appointment of Inspectors**

38. At the Creditors Meeting, the Affected Creditors will be entitled to appoint one or more, but not exceeding five (5) Inspectors in total.

#### **Powers of Inspectors**

39. The Inspectors, by way of majority, will have the following powers, but will have no personal liability to the Company or other Creditors:
  - (a) the power to extend the dates the Funded Proposal Payment is due under this Proposal;
  - (b) the power to waive any default in the performance of any provision of this Proposal; and
  - (c) the power to advise the Trustee in respect of such matters as may be referred to the Inspectors by the Trustee.

### **PART XI CONDITIONS PRECEDENT**

#### **Creditor Approval**

40. The Trustee shall call a meeting of the Affected Creditors of the Company to seek Creditor approval of the Proposal in the requisite majority in number and value of the class, as set out in the Act, of Creditors described in this Proposal.

41. The performance of this Proposal by the Company shall be conditional upon approval of the Affected Creditors. If such Affected Creditors do not approve the Proposal, the Trustee shall report on the result of the vote as required under section 57 of the Act and the Company shall be deemed bankrupt.

### **Court Approval**

42. In the event the Proposal is approved by the Affected Creditors, the Proposal Trustee shall, as soon as practicable, apply to the Court for a hearing to seek the Approval Order. The performance of this Proposal by the Company shall be conditional upon the issuance of the Approval Order. In the event that the Court does not approve the Proposal, the Company shall be deemed bankrupt.

### **If Conditions Precedent not Met**

43. In the event the conditions precedents above are not met, and the Company is deemed bankrupt, all monies advanced to the Trustee by the Sponsor shall be reimbursed to the Sponsor, without interest, after payment of all Administrative Fees and Expenses.

## **PART XII RELEASES**

44. As at 12:01 a.m. on the Implementation Date, the Company, shall be released and discharged from any and all Claims. This release shall have no force or effect if the Company goes bankrupt before the terms of the Proposal are performed.
45. As of 12:01 a.m. on the Implementation Date, each and every present and former director of the Company shall be released from claims against them that arose before the Date of Filing and that relate to the obligations of the Company where such persons are by law liable in their capacity as directors for the payment of such obligations, provided that nothing herein shall release or discharge any director of the Company from any claims coming within the exceptions set out in section 50(14) of the Act. This release shall have no force or effect if the Company goes bankrupt before the terms of the Proposal are performed.

## **PART XIII MISCELLANEOUS**

### **Non-Participating Creditors**

46. In order to facilitate this proposal, the Non-Participating Creditors have agreed, as evidenced by such creditor's signed confirmations appended as Schedule "A" hereto, that: (a) each will not file any Claim in this Proposal; and (b) each will not participate in any distributions to Creditors under this Proposal.

### **Consents, Waivers and Agreements**

47. On the Implementation Date, all Creditors other than Secured Creditors will be deemed to have consented and agreed to all of the provisions of this Proposal in its entirety. For greater certainty, each such Creditor will be deemed to have waived any default by the Company in any provision, express or implied, in any agreement existing between the Creditor and the Company that has occurred on or prior to the Date of Filing, and to have agreed that, to the extent that there is any conflict between the provisions of any such agreement and the provisions of this Proposal, the provisions of this Proposal take precedence and priority and the provisions of any such agreement are amended accordingly.

### **Further Actions**

48. The Company and the Creditors will execute and deliver all such documents and instruments and do all such acts and things as may be necessary or desirable to carry out the full intent and meaning of this Proposal and to give effect to the transactions contemplated hereby.

### **Performance**

49. Except where otherwise expressly provided, all obligations of the Company under this Proposal will commence as of the Implementation Date. All obligations of the Company under this Proposal will be fully performed for the purposes of Section 65.3 of the Act only upon the Sponsor having made the Funded Proposal Payment and the Company having made the New Common Share issuances, each as provided for herein.

### **Acceleration of Payments**

50. Notwithstanding the payment structure set out in Part V of this Proposal, nothing herein prevents or restricts the Company from accelerating the Funded Proposal Payment or from satisfying the full amount of the Funded Proposal Payment in advance of the time period contemplated in Part V of this Proposal.

### **Binding Effect**

51. The provisions of this Proposal will be binding on the Creditors and the Company, and their respective heirs, executors, administrators, successors and assigns, upon issuance of the Approval Order after all appeal periods have expired.

## **PART XIV ANNULMENT OF PROPOSAL**

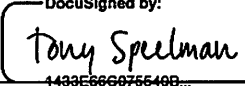
52. If this Proposal is annulled by an order of the Court, all payments on account of Claims made pursuant to the terms of this Proposal will reduce the Claims of Creditors.

**PART XV  
AMENDMENTS**

53. The Company may propose amendments to the Proposal at any time prior to the conclusion of the Creditors Meeting provided that any such amendment does not reduce the rights and benefits given to the Creditors pursuant to the Proposal before such amendment and that any and all amendments shall be deemed to be a part of and incorporated into the Proposal.

**DATED** at the City of Toronto, in the Province of Ontario, as of this 1st day of November 2023.

**SOURCE ONE FINANCIAL CORPORATION**

DocuSigned by:  
  
Per: \_\_\_\_\_  
Name:  
Title:  
*I have authority to bind the corporation.*

**SCHEDULE "A"**  
**CONFIRMATION OF NON-PARTICIPATING CREDITORS**

The undersigned each hereby confirm, acknowledges and agree that the undersigned (a) will not file a Claim under this Proposal and (b) will not participate in any distributions to Unsecured Creditors under this Proposal.

Dated effective as at October 31, 2023

**1717030 ONTARIO LIMITED**

Per: DocuSigned by:  
Tony Spellman  
1439E88C075549B...  
Name:  
Title:  
*I have authority to bind the corporation.*

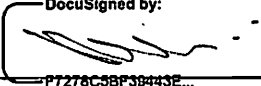
**1717031 ONTARIO LIMITED**

Per: DocuSigned by:  
Tony Spellman  
1439E88C075549B...  
Name:  
Title:  
*I have authority to bind the corporation.*

**LARMAN INVESTMENTS LTD.**

Per: DocuSigned by:  
Tony Spellman  
1439E88C075549B...  
Name:  
Title:  
*I have authority to bind the corporation.*

**KOOY BROTHERS LAWN EQUIPMENT LTD.**

Per: DocuSigned by:  
  
P7278C58F38443E...  
Name:  
Title:  
*I have authority to bind the corporation.*



District of:  
 Division No. -  
 Court No. 32-2995640  
 Estate No. 32-2995640

Original  Amended

-- Form 78 --

Statement of Affairs (Business Proposal) made by an entity  
 (Subsection 49(2) and Paragraph 158(d) of the Act / Subsections 50(2) and 62(1) of the Act)  
 In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

To the debtor:

You are required to carefully and accurately complete this form and the applicable attachments showing the state of your affairs on the date of the filing of your proposal (or notice of intention, if applicable), on the 6th day of October 2023. When completed, this form and the applicable attachments will constitute the Statement of Affairs and must be verified by oath or solemn declaration.

| LIABILITIES<br>(as stated and estimated by the officer)                |               | ASSETS<br>(as stated and estimated by the officer)                 |               |
|--|---------------|--|---------------|
| 1. Unsecured creditors as per list "A" .....                           | 3,348,313.19  | 1. Inventory .....   | 0.00          |
| Balance of secured claims as per list "B" .....                        | 568,000.00    | 2. Trade fixtures, etc. ....                                       | 250.00        |
| Total unsecured creditors .....  | 3,916,313.19  | 3. Accounts receivable and other receivables, as per list "E"      |               |
| 2. Secured creditors as per list "B" .....                             | 10,532,250.00 | Good .....   | 0.00          |
| 3. Preferred creditors as per list "C" .....                           | 0.00          | Doubtful .....   | 0.00          |
| 4. Contingent, trust claims or other liabilities as per list "D" ..... | 0.00          | Bad .....  | 0.00          |
| Total liabilities .....  | 14,448,563.19 | Estimated to produce .....   | 0.00          |
| Surplus .....  | NIL           | 4. Bills of exchange, promissory note, etc., as per list "F" ..... | 0.00          |
|  |               | 5. Deposits in financial institutions .....                        | 0.00          |
|  |               | 6. Cash .....  | 2,732,000.00  |
|  |               | 7. Livestock .....   | 0.00          |
|  |               | 8. Machinery, equipment and plant .....                            | 0.00          |
|  |               | 9. Real property or immovable as per list "G" .....                | 0.00          |
|  |               | 10. Furniture .....  | 0.00          |
|  |               | 11. RRSPs, RRIFs, life insurance, etc. ....                        | 0.00          |
|  |               | 12. Securities (shares, bonds, debentures, etc.) .....             | 0.00          |
|  |               | 13. Interests under wills .....                                    | 0.00          |
|  |               | 14. Vehicles .....   | 0.00          |
|  |               | 15. Other property, as per list "H" .....                          | 7,800,000.00  |
|  |               | If debtor is a corporation, add:                                   |               |
|  |               | Amount of subscribed capital .....                                 | 0.00          |
|  |               | Amount paid on capital .....                                       | 0.00          |
|  |               | Balance subscribed and unpaid .....                                | 0.00          |
|  |               | Estimated to produce .....   | 0.00          |
|  |               | Total assets .....   | 10,532,250.00 |
|  |               | Deficiency .....   | 3,916,313.19  |

I, Anthony Speelman, of the City of Etobicoke in the Province of Ontario, do swear (or solemnly declare) that this statement and the attached lists are to the best of my knowledge, a full, true and complete statement of the affairs of the Corporation on the 6th day of October 2023 and fully disclose all property of every description that is in my possession or that may devolve on me in accordance with the Act.

SWORN (or SOLEMNLY DECLARED)

before me at the City of Burlington in the Province of Ontario, on this 1st day of November 2023.



Peter Naumis, Commissioner of Oaths  
 For the Province of Ontario  
 Expires April 15, 2024



Anthony Speelman

**Peter Naumis, a Commissioner, etc.,  
 Province of Ontario, for BDO Canada LLP  
 and BDO Canada Limited and their  
 subsidiaries, associates and affiliates.  
 Expires April 15, 2024. Page 1**

District of:  
 Division No. -  
 Court No. 32-2995640  
 Estate No. 32-2995640

FORM 78 -- Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "A"  
 Unsecured Creditors  
 Source One Financial Corporation

| No. | Name of creditor                               | Address  | Unsecured claim | Balance of claim | Total claim |
|-----|--|--|-----------------|------------------|-------------|
| 1   | 1717030 Ontario Limited                        | 1950 Wilson Avenue<br>Toronto ON M9M 1B2             | 0.00            | 100,000.00       | 100,000.00  |
| 2   | 4350996 Nova Scotia Limited<br>DT37760910SON02 | Unknown<br>Unknown NS                                | 19,668.00       | 0.00             | 19,668.00   |
| 3   | 4350996 Nova Scotia Limited<br>DT37938187SON02 | Unknown<br>Unknown NS                                | 18,846.40       | 0.00             | 18,846.40   |
| 4   | 902 Auto Sales<br>DT37468989SON02              | 561 Pleasant Street<br>Dartmouth NS B2W 4L9          | 18,558.55       | 0.00             | 18,558.55   |
| 5   | Adam Michael Cobb<br>504408                    | 32 ARMORY RD<br>Bell Island NL A0A 4H0               | 310.14          | 0.00             | 310.14      |
| 6   | Adesa Moncton<br>83655                         | 47 Edinburgh Drive<br>Moncton NB E1E 2K6             | 250.00          | 0.00             | 250.00      |
| 7   | Adesa Windsor<br>5235                          | 18800 County Rd 42<br>Tilbury ON N0P 2L0             | 889.37          | 0.00             | 889.37      |
| 8   | ADNAN ZABIAN<br>505860                         | 3352 COLONIAL DRIVE<br>Mississauga ON L5L 5A6        | 3,652.01        | 0.00             | 3,652.01    |
| 9   | Alexander Ballon<br>DT37216129                 | 392 Cantrell Drive SW<br>Calgary AB T2W 2E4          | 493.95          | 0.00             | 493.95      |
| 10  | Alfredo Izquierdo<br>508076                    | 9 Carruthers Road, Apt. 302<br>Georgetown ON L7G 5K1 | 384.74          | 0.00             | 384.74      |
| 11  | Amanda Hue<br>511421                           | 26 Hardy Place<br>Hudson Bay SK S0E 0Y0              | 609.26          | 0.00             | 609.26      |
| 12  | Andrea Oxford<br>DT34317967                    | 404 Breckenridge Ln NW<br>Edmonton AB T5T 6E3        | 250.00          | 0.00             | 250.00      |
| 13  | Andre-Daniel Edouward Bourque<br>505996        | 1631 14TH Street SW<br>Calgary AB T3C 0W6            | 5,542.16        | 0.00             | 5,542.16    |
| 14  | Andrew Eric Stoodley Downey<br>511514          | 2 FORBES AVE<br>North Sydney NS B2A 1Y9              | 250.00          | 0.00             | 250.00      |
| 15  | Anthony Basso<br>DT34159793                    | A 556 Front Street<br>North Bay ON P1B 6M7           | 250.00          | 0.00             | 250.00      |
| 16  | Ashley Moffatt<br>510903                       | 246 Anne Street North, Apt. 2<br>Barrie ON L4N 4X5   | 264.29          | 0.00             | 264.29      |
| 17  | Ashley Mitchell<br>DT35965582                  | 98 305 5 Street<br>Wainwright AB T9W 1A6             | 250.00          | 0.00             | 250.00      |



01-Nov-2023

Date

Anthony Speelman

District of:  
 Division No. -  
 Court No. 32-2995640  
 Estate No. 32-2995640

FORM 78 -- Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "A"  
 Unsecured Creditors  
 Source One Financial Corporation

| No. | Name of creditor                               | Address   | Unsecured claim | Balance of claim | Total claim |
|-----|--|---|-----------------|------------------|-------------|
| 18  | Ashley Schell<br>511284                        | 911 Avenue X N<br>Saskatoon SK S7L 3K5                | 250.76          | 0.00             | 250.76      |
| 19  | BAASS Business Solutions<br>100-2170483        | 1200 Centre Street, Suite 200<br>Thornhill ON L4J 3M9 | 4,882.47        | 0.00             | 4,882.47    |
| 20  | Barry Wayne Shingoose<br>506760                | 1826 AVE B NORTH<br>Saskatchewan Beach SK S7L 1H5     | 7,752.59        | 0.00             | 7,752.59    |
| 21  | Blue-Pencil<br>23652                           | 761 Redwood Square<br>Oakville ON L6L 6R6             | 250.00          | 0.00             | 250.00      |
| 22  | Brandon Wynn<br>505157                         | 18 wallace street<br>St. Catherines ON L2S 1E9        | 505.97          | 0.00             | 505.97      |
| 23  | Brooke-Lynn Turnbull<br>503895                 | 1224 ABBEY CRT<br>Windsor ON N8S 4C9                  | 250.00          | 0.00             | 250.00      |
| 24  | Calgary House Of Cars 9 Inc<br>DT37976189SON02 | 5205 76 Ave SE<br>Calgary AB T2C 3C6                  | 24,220.00       | 0.00             | 24,220.00   |
| 25  | Car Approved Now<br>DT37933027SON02            | 9908 65 Ave NW<br>Edmonton AB T6E 0K9                 | 16,836.45       | 0.00             | 16,836.45   |
| 26  | Carfax<br>29175                                | 100 Kellogg Lane, Suite 301<br>London ON L4N 3A3      | 250.00          | 0.00             | 250.00      |
| 27  | Carget Automotive<br>DT37960969SON02           | 518 51st St.<br>Saskatoon SK S7K 7L1                  | 17,352.34       | 0.00             | 17,352.34   |
| 28  | CarloanIQ<br>DT37886942SON02                   | Unknown<br>Kitchener ON                               | 13,094.10       | 0.00             | 13,094.10   |
| 29  | CGI ISMC Inc.<br>CAN1001665                    | 150 Commerce Valley Drive West<br>Markham ON L3T 7Z3  | 1,130.00        | 0.00             | 1,130.00    |
| 30  | Chad Byron Bullock<br>512072                   | 6420 Barabanoff Road<br>Nelson BC V1L 6Y1             | 1,079.83        | 0.00             | 1,079.83    |
| 31  | Chin Juan Han<br>513124                        | 450 E 17 street<br>Vancouver BC V5V 1B1               | 510.65          | 0.00             | 510.65      |
| 32  | Christine Marie Ness<br>513228                 | 1318 Fairview Road<br>Penticton BC V2A 5Z8            | 250.00          | 0.00             | 250.00      |
| 33  | Clayton Mackenzie Garrett<br>511707            | 34 4 Avenue<br>Central Butte SK S0H 0T0               | 1,014.90        | 0.00             | 1,014.90    |
| 34  | Cortland Credit Lending Corporation            | 200 Bay St, Suite 3230<br>Toronto ON M5J 2J2          | 0.00            | 468,000.00       | 468,000.00  |



01-Nov-2023

Date

Anthony Speelman

District of:  
 Division No. -  
 Court No. 32-2995640  
 Estate No. 32-2995640

FORM 78 -- Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "A"  
 Unsecured Creditors  
 Source One Financial Corporation

| No. | Name of creditor   | Address  | Unsecured claim | Balance of claim | Total claim |
|-----|--|--|-----------------|------------------|-------------|
| 35  | Daniel Hall<br>DT33970441                                | 2920 31 Street NW<br>Edmonton AB T6T 1T9   | 914.92          | 0.00             | 914.92      |
| 36  | Darcy Dame<br>DT36950157                                 | P. O. Box 896 782081 Hwy 731 Spirit River, P.<br>O. Box 896<br>Spirit River AB T0H 3G0 | 528.75          | 0.00             | 528.75      |
| 37  | David Quiroz Rodriguez<br>503838                         | 61 Evansford Grove NW<br>Calgary AB T3P 1G7  | 250.00          | 0.00             | 250.00      |
| 38  | Dealertrack/Trader Corporation<br>1073822                | 405 The West Mall, Suite 110<br>Etobicoke ON M9C 5J1                                   | 60,087.76       | 0.00             | 60,087.76   |
| 39  | Dennis Clarke<br>DT34577922                              | Bsmt 5810 Tyson Road, BSMT<br>Chilliwack BC V2R 3R6                                    | 689.27          | 0.00             | 689.27      |
| 40  | Drive Financial<br>DT37970767SON02                       | 190 - 2899 Broadmoor Blvd<br>Sherwood Park AB T8H 1B5                                  | 8,775.77        | 0.00             | 8,775.77    |
| 41  | EHT Ontario Employer Health Tax<br>Attn: Insolvency Unit | PO Box 627 6th Floor<br>33 King Street West<br>Oshawa ON L1H 8H5                       | 12,578.00       | 0.00             | 12,578.00   |
| 42  | Eileen M Healey<br>512809                                | 144 Flagg Avenue<br>Paris ON N3L 0J8   | 613.86          | 0.00             | 613.86      |
| 43  | Elmwood Car Sales Ltd.<br>DT37802871SON02                | 440 Wharncliffe Rd S.<br>London ON N6J 2M6   | 21,296.75       | 0.00             | 21,296.75   |
| 44  | Employees  | Various<br>Various ON  | 119,605.77      | 0.00             | 119,605.77  |
| 45  | Equifax Canada<br>464FA00108                             | PO Box 4265 Station A<br>Toronto ON M5W 5T7  | 97,795.70       | 0.00             | 97,795.70   |
| 46  | Equifax Canada<br>481FA05510                             | PO Box 4265 Station A<br>Toronto ON M5W 5T7  | 1,467.41        | 0.00             | 1,467.41    |
| 47  | Esso/Imperial Oil<br>91758484                            | WEX Canada LTD.<br>PO Box 57724, Postal Station A<br>Toronto ON MSW 5M5                | 618.07          | 0.00             | 618.07      |
| 48  | Ezra James Lloyd<br>510945                               | 251 2nd Avenue, PO Box 111<br>Arborfield SK S0E 0A0                                    | 250.00          | 0.00             | 250.00      |
| 49  | Fedex<br>2-592-35865                                     | PO Box 4626 Toronto STN A<br>Toronto ON M5W 5B4  | 250.00          | 0.00             | 250.00      |
| 50  | Flexcar Auto Sales<br>DT37896979SON02                    | 20290 Logan Ave.<br>Langley BC V3A 4L6   | 18,849.97       | 0.00             | 18,849.97   |

01-Nov-2023

Date

Anthony Speelman

District of:  
 Division No. -  
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FORM 78 -- Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "A"  
 Unsecured Creditors  
 Source One Financial Corporation

| No. | Name of creditor                           | Address  | Unsecured claim | Balance of claim | Total claim |
|-----|--|--|-----------------|------------------|-------------|
| 51  | Flinks<br>18398                            | 1001 rue lenoir, A-114<br>Montreal QC H4C 2Z6      | 7,910.00        | 0.00             | 7,910.00    |
| 52  | Francesca Cincinnato<br>512398             | 25 Vezna Cr<br>Brampton ON L6X 5K5                 | 570.02          | 0.00             | 570.02      |
| 53  | Gail Mulholland<br>501937                  | 111 UNION STREET<br>St. Stephen NB E3L 1V9         | 393.16          | 0.00             | 393.16      |
| 54  | Garry Beyer<br>DT33937469                  | 115 5th Street<br>Weyburn SK S4H 0Z2               | 817.78          | 0.00             | 817.78      |
| 55  | Grace Woods<br>506290                      | 86098 CANBOROUGH ROAD<br>Dunnville ON N1A 2W1      | 250.00          | 0.00             | 250.00      |
| 56  | Grande Prairie Chrysler<br>DT37970705SON02 | 11448 Westgate Dr.<br>Grande Prairie AB T8V 8L2    | 19,407.76       | 0.00             | 19,407.76   |
| 57  | HRBP2Go, Incorporated                      | 571 Forest Gate Crescent<br>Waterloo ON N2V 2X2    | 250.00          | 0.00             | 250.00      |
| 58  | Irina Ivanishik<br>503832                  | 215 Gold Park GATE<br>Angus ON L0M 1B4             | 250.00          | 0.00             | 250.00      |
| 59  | Jayne A Holmes<br>505428                   | 7779 HWY 21 BOX 27<br>Allenford ON N0H 1A0         | 250.00          | 0.00             | 250.00      |
| 60  | Jeremy Loach<br>DT36163248                 | 143 Rorke Avenue<br>Haileybury ON P0J 1K0          | 418.07          | 0.00             | 418.07      |
| 61  | Jerrel Mytill<br>DT34418633                | 24 Purpledusk Trail<br>Scarborough ON M1E 4C7      | 608.61          | 0.00             | 608.61      |
| 62  | Jessica Louise Young<br>512692             | 3 James Place<br>St. John's NL A1E 4T6             | 329.99          | 0.00             | 329.99      |
| 63  | Joan Orilla                                | Unknown<br>Unknown unknown                         | 603.18          | 0.00             | 603.18      |
| 64  | Jordan Alexander Raynes<br>511319          | 354 Milkish Creek Road<br>Summerville NB E5S 1V6   | 250.00          | 0.00             | 250.00      |
| 65  | Judith Anne Hewitt<br>510003               | 10301-B Kateri Drive<br>Grand Prairie AB T8W 2W8   | 367.56          | 0.00             | 367.56      |
| 66  | Juliet A Laleye<br>501187                  | 429-830 LAWRENCE AVE WEST<br>North York ON M6A 0B6 | 353.72          | 0.00             | 353.72      |
| 67  | Kirk Jakesta<br>DT37522038                 | 7728 16TH Avenue<br>Burnaby BC V3N 1P9             | 848.81          | 0.00             | 848.81      |

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Date



Anthony Speelman

District of:  
 Division No. -  
 Court No. 32-2995640  
 Estate No. 32-2995640

FORM 78 – Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "A"

Unsecured Creditors

Source One Financial Corporation

| No. | Name of creditor   | Address   | Unsecured claim | Balance of claim | Total claim  |
|-----|--|---|-----------------|------------------|--------------|
| 68  | KPMG<br>2001645133   | Suite 1400- 140 Fullarton Street<br>London ON N6A 5P2                                   | 56,500.00       | 0.00             | 56,500.00    |
| 69  | Larman Investments Ltd.  | 1950 Wilson Avenue<br>Toronto ON M9M 1B2  | 2,500,000.00    | 0.00             | 2,500,000.00 |
| 70  | Magma Motors<br>DT37970767SON02  | 7435 77 Ave. NW<br>Edmonton AB T6B 0B7  | 15,613.85       | 0.00             | 15,613.85    |
| 71  | Mega Motors Approval Genie (Ottawa)<br>Attn: Vern DaRe<br>DT37422739SON02      | c/o Fogler, Rubinoff LLP<br>3000 - 77 King Street West, PO Box 95<br>Toronto ON M5K 1G8 | 22,052.74       | 0.00             | 22,052.74    |
| 72  | Mega Motors Approval Genie (Scarborough)<br>Attn: Vern DaRe<br>DT37850321SON02 | c/o Fogler, Rubinoff LLP<br>3000 - 77 King Street West, PO Box 95<br>Toronto ON M5K 1G8 | 20,792.85       | 0.00             | 20,792.85    |
| 73  | Mega Motors Approval Genie (Whitby)<br>Attn: Vern DaRe<br>DT37710643SON02      | c/o Fogler, Rubinoff LLP<br>3000 - 77 King Street West, PO Box 95<br>Toronto ON M5K 1G8 | 29,255.61       | 0.00             | 29,255.61    |
| 74  | Michael Ken Warriner<br>509959   | 655 Girard Road<br>Kelowna BC V1X 4V8   | 250.00          | 0.00             | 250.00       |
| 75  | Moose Jaw Ford Sales (2018) Ltd<br>DT37952487SON02                             | 1010 N. Service Rd.<br>Moose Jaw SK S6H 4P5   | 22,326.84       | 0.00             | 22,326.84    |
| 76  | Nathaniel Thibodeau<br>DT34396889  | 1117 Saulnierville Road<br>Saulnierville NS B0W 2Z0                                     | 250.00          | 0.00             | 250.00       |
| 77  | Nicholas Francis Macleod<br>513367   | 10822 107 Street NW<br>Edmonton AB T5H 2Z3  | 250.00          | 0.00             | 250.00       |
| 78  | Nicholas Michel Gagnon<br>510646   | 220 Notre Dame De Lourdes Chemin<br>Notre Dame de Lourdes NB E7E 1W2                    | 372.56          | 0.00             | 372.56       |
| 79  | Nina Freeman<br>DT35036068   | 7 Ivers Court<br>Ajax ON L1T 3M3  | 250.00          | 0.00             | 250.00       |
| 80  | Noah Drew Mackenzie<br>504658  | 26 Cap La Ronde ROAD<br>D'escousse NB B0E 1K0   | 250.00          | 0.00             | 250.00       |
| 81  | PassTime GPS Canada<br>177977  | 100-5118 North Fraser Way<br>Burnaby BC V5J 0H1   | 565.00          | 0.00             | 565.00       |
| 82  | Perry Da Silva<br>508234   | 8 Nightingale Road<br>St. John's NL A1E 2G5   | 6,065.32        | 0.00             | 6,065.32     |
| 83  | Pitney Bowes<br>18334299   | PO Box 278<br>Orangeville ON L9W 2Z7  | 250.00          | 0.00             | 250.00       |



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Anthony Speelman

District of:  
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FORM 78 – Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "A"  
 Unsecured Creditors  
 Source One Financial Corporation

| No. | Name of creditor  | Address  | Unsecured claim | Balance of claim | Total claim |
|-----|---|--|-----------------|------------------|-------------|
| 84  | Qlik Tech Corporation<br>399956   | PO Box 15349, Station A<br>Toronto ON M5W 1C1            | 1,953.92        | 0.00             | 1,953.92    |
| 85  | Quinn Charles<br>DT33028342   | 2 1868 Sheppard Avenue W<br>North York ON M3L 1Y3        | 250.00          | 0.00             | 250.00      |
| 86  | RBC Royal Bank c/o BankruptcyHighway.com<br>Attn: Razel Bowen<br>4516050007710180 | PO Box 57100<br>Etobicoke ON M8Y 3Y2                     | 5,967.28        | 0.00             | 5,967.28    |
| 87  | Renner J Pineda<br>512778   | 60 Kingswood Drive<br>Brampton ON L6V 2W3                | 1,355.01        | 0.00             | 1,355.01    |
| 88  | RightRide Saskatoon<br>DT37957389SON02  | 105 Wakooma St.<br>Saskatoon SK S7R 1A7                  | 32,274.00       | 0.00             | 32,274.00   |
| 89  | Riverside Auto Sales<br>DT37940360SON02   | 600 Elmira Rd. North<br>Guelph ON N1K 1C5                | 11,902.25       | 0.00             | 11,902.25   |
| 90  | ROBERT JOHN, EDWARD DREW<br>504747  | 236 BRIDGE STREET<br>Saint John NB E2K 1S7               | 3,427.53        | 0.00             | 3,427.53    |
| 91  | Rogers<br>8-9263-5103   | PO Rogers 9100<br>Don Mills ON M3C 3P9                   | 1,337.78        | 0.00             | 1,337.78    |
| 92  | Rogers<br>9-0886-0943   | PO Rogers 9099<br>Don Mills ON M3C 3P9                   | 250.00          | 0.00             | 250.00      |
| 93  | Rosalyn Balatbat Abacan<br>509838   | 160 Jordan Parkway<br>Red Deer AB T4P 0A8                | 419.56          | 0.00             | 419.56      |
| 94  | Rowley Wilson Auto Sales<br>DT37821957SON02                                       | 205 - 1885 Wilson Ave.<br>North York ON M9M 1A2          | 19,656.74       | 0.00             | 19,656.74   |
| 95  | Shred-It<br>1000035711  | 1218 South Service Road West<br>Oakville ON L6L 5T7      | 782.33          | 0.00             | 782.33      |
| 96  | Sonya Marie Chapman<br>503103   | 895 Malagash RD<br>Richmond NB B0K 1E0                   | 7,101.55        | 0.00             | 7,101.55    |
| 97  | Stephanie M Martin<br>507096  | 19185 Airport Road<br>Summerstown ON K0C 2E0             | 4,254.71        | 0.00             | 4,254.71    |
| 98  | Steven John Fraser<br>505946  | 2627 East River East Side Road<br>Springville NS B2H 5C5 | 250.00          | 0.00             | 250.00      |
| 99  | Tammy Plunkett<br>DT35030111  | 1 38 Kirkpatrick Street<br>Kirkland ON P2N 2H1           | 394.38          | 0.00             | 394.38      |
| 100 | Taylor Ominayak<br>DT34402997   | 402 9229 Lakeland Drive<br>Grand Prairie AB T8X 0B8      | 306.17          | 0.00             | 306.17      |

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Date

Anthony Speelman

District of:  
 Division No. -  
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 Estate No. 32-2995640

FORM 78 -- Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "A"

Unsecured Creditors

Source One Financial Corporation

| No.           | Name of creditor                        | Address   | Unsecured claim     | Balance of claim  | Total claim         |
|---------------|---|---|---------------------|-------------------|---------------------|
| 101           | TCN<br>CAN-286                          | 162 N. 400 E. B-200<br>St. George UT 84770 USA    | 250.00              | 0.00              | 250.00              |
| 102           | TransUnion<br>975FA51558                | PO Box 15613 Station A<br>Toronto ON M5W 1C1      | 6,643.84            | 0.00              | 6,643.84            |
| 103           | UCDA<br>115525                          | 230 Norseman Street<br>Toronto ON M8Z 2R4         | 250.00              | 0.00              | 250.00              |
| 104           | Vernon NISSAN<br>DT37831916SON02        | 6417 Highway 97<br>Vernon BC V1B 3R4              | 15,329.28           | 0.00              | 15,329.28           |
| 105           | Walter Uttke<br>DT37469154              | 105A 242 Powder Drive<br>Fort McMurray AB T9K 0B6 | 250.00              | 0.00              | 250.00              |
| 106           | Yaaas Automotive Inc<br>DT37804423SON02 | 1380 Sargent Ave<br>Winnipeg MB R3E 0G5           | 20,112.50           | 0.00              | 20,112.50           |
| <b>Total:</b> |   |   | <b>3,348,313.19</b> | <b>568,000.00</b> | <b>3,916,313.19</b> |

01-Nov-2023

Date



Anthony Speelman



District of:  
 Division No. -  
 Court No. 32-2995640  
 Estate No. 32-2995640

FORM 78 – Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "B"  
 Secured Creditors

Source One Financial Corporation

| No.           | Name of creditor  | Address  | Amount of claim      | Particulars of security                                      | When given  | Estimated value of   | Estimated surplus from security | Balance of claim  |
|---------------|---|--|----------------------|--|-------------|----------------------|---------------------------------|-------------------|
| 1             | 1717030 Ontario Limited   | 1950 Wilson Avenue<br>Toronto ON M9M 1B2                 | 100,000.00           | Cash on Hand - Cash in Bank                                  | 01-Jan-2023 | 0.00                 |                                 | 100,000.00        |
| 2             | Cortland Credit Lending Corporation   | 200 Bay St, Suite 3230<br>Toronto ON M5J 2J2             | 8,400,000.00         | Business Assets - Book Debts - Cortland portfolio receivable | 01-Jan-2020 | 7,800,000.00         |                                 |                   |
|               |   |  |                      | Cash on Hand - Cash in Bank                                  | 01-Jan-2020 | 132,000.00           |                                 | 468,000.00        |
| 3             | CWB National Leasing Inc./<br>(formerly National Leasing Group Inc)<br>Attn: Bankruptcy Designate | 1525 Buffalo Pl<br>Winnipeg MB R3T 1L9                   | 250.00               | Business Assets - Trade Fixtures - Photocopiers              | 01-Jan-2020 | 250.00               |                                 |                   |
| 4             | Westlake Services, LLC  | 4751 Wilshire Blvd Ste 100<br>Los Angeles CA 900 10-3847 | 2,600,000.00         | Cash on Hand - Cash in Bank                                  | 01-Jan-2020 | 2,600,000.00         |                                 |                   |
| <b>Total:</b> |   |  | <b>11,100,250.00</b> |  |             | <b>10,532,250.00</b> | <b>0.00</b>                     | <b>568,000.00</b> |

01-Nov-2023

Date



Anthony Speelman

District of:  
Division No. -  
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FORM 78 -- Continued

In the Matter of the Proposal of  
Source One Financial Corporation  
of the City of Burlington,  
in the Regional Municipality of Halton,  
in the Province of Ontario  
List "C"  
Preferred Creditors for Wages, Rent, etc.

Source One Financial Corporation

| No.    | Name of creditor | Address and occupation | Nature of claim | Period during which claim accrued | Amount of claim | Amount payable in full | Difference ranking for dividend |
|--------|------------------|------------------------|-----------------|-----------------------------------|-----------------|------------------------|---------------------------------|
| Total: |                  |                        |                 |                                   | 0.00            | 0.00                   | 0.00                            |

01-Nov-2023

Date



Anthony Speelman

District of:  
Division No. -  
Court No. 32-2995640  
Estate No. 32-2995640

FORM 78 -- Continued

In the Matter of the Proposal of  
Source One Financial Corporation  
of the City of Burlington,  
in the Regional Municipality of Halton,  
in the Province of Ontario  
List "D"  
Contingent or Other Liabilities

Source One Financial Corporation

| No.    | Name of creditor or claimant | Address and occupation | Amount of liability or | Amount expected to rank for | Date when liability incurred | Nature of liability |
|--------|------------------------------|------------------------|------------------------|-----------------------------|------------------------------|---------------------|
| Total: |                              |                        | 0.00                   | 0.00                        |                              |                     |

01-Nov-2023

Date



Anthony Speelman

District of:  
 Division No. -  
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FORM 78 -- Continued

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "E"  
 Debts Due to the Debtor  
 Source One Financial Corporation

| No. | Name of debtor | Address and occupation | Nature of debt | Amount of debt (good, doubtful, bad) | Folio of ledgers or other book where particulars to be | When contracted | Estimated to produce | Particulars of any securities held for debt |
|-----|----------------|------------------------|----------------|--------------------------------------|--|-----------------|----------------------|---|
|     |                |                        |                | 0.00                                 |  |                 |                      |   |
|     |                |                        | Total:         | 0.00                                 |  |                 | 0.00                 |   |
|     |                |                        |                | 0.00                                 |  |                 |                      |   |

01-Nov-2023

Date



Anthony Speelman

District of:  
Division No. -  
Court No. 32-2995640  
Estate No. 32-2995640

FORM 78 -- Continued

In the Matter of the Proposal of  
Source One Financial Corporation  
of the City of Burlington,  
in the Regional Municipality of Halton,  
in the Province of Ontario  
List "F"

Bills of Exchange, Promissory Notes, Lien Notes, Chattel

Source One Financial Corporation

| No.    | Name of all promissory,<br>acceptors, endorsers,<br>mortgages and | Address | Occupation | Amount of<br>bill or note, | Date when due | Estimated to<br>produce | Particulars of any<br>property held as security<br>for payment of bill or |
|--------|---|---------|------------|----------------------------|---------------|-------------------------|---|
| Total: |   |         |            | 0.00                       |               | 0.00                    |   |

01-Nov-2023

Date



Anthony Speelman

District of:  
Division No. -  
Court No. 32-2995640  
Estate No. 32-2995640

FORM 78 -- Continued

In the Matter of the Proposal of  
Source One Financial Corporation  
of the City of Burlington,  
in the Regional Municipality of Halton,  
in the Province of Ontario

List "G"

Real Property or Immovables Owned by Debtor  
Source One Financial Corporation

| Description of property | Nature of debtor interest | In whose name does title stand | Total value | Particulars of mortgages, hypothecs, or other encumbrances (name, address, | Equity or surplus |
|-------------------------|---------------------------|--------------------------------|-------------|--|-------------------|
| Total:                  |                           |                                | 0.00        |  | 0.00              |

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Date



Anthony Speelman

District of:  
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FORM 78 -- Concluded

In the Matter of the Proposal of  
 Source One Financial Corporation  
 of the City of Burlington,  
 in the Regional Municipality of Halton,  
 in the Province of Ontario

List "H"

Property

Source One Financial Corporation

FULL STATEMENT OF PROPERTY

| Nature of property                       | Location               | Details of property                        | Original cost | Estimated to produce |
|--|------------------------|--|---------------|----------------------|
| (a) Stock-in-trade                       |                        |  | 0.00          | 0.00                 |
| (b) Trade fixtures, etc.                 | Possession of bankrupt | Photocopiers                               | 0.00          | 250.00               |
| (c) Cash in financial institutions       |                        |  | 0.00          | 0.00                 |
| (d) Cash on hand                         |                        | Cash on hand                               | 2,732,000.00  | 2,732,000.00         |
| (e) Livestock                            |                        |  | 0.00          | 0.00                 |
| (f) Machinery, equipment and plant       |                        |  | 0.00          | 0.00                 |
| (g) Furniture                            |                        |  | 0.00          | 0.00                 |
| (h) Life insurance policies, RRSPs, etc. |                        |  | 0.00          | 0.00                 |
| (i) Securities                           |                        |  | 0.00          | 0.00                 |
| (j) Interests under wills, etc.          |                        |  | 0.00          | 0.00                 |
| (k) Vehicles                             |                        |  | 0.00          | 0.00                 |
| (l) Taxes                                |                        |  | 0.00          | 0.00                 |
| (m) Other                                |                        | Book Debts - Cortland portfolio receivable | 0.00          | 7,800,000.00         |
|  |                        |  | <b>Total:</b> | <b>10,532,250.00</b> |

01-Nov-2023

Date



Anthony Speelman

Court No. 32-2995640

File No. 32-2995640

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In the Matter of the Proposal of  
Source One Financial Corporation  
of the City of Burlington,  
in the Regional Municipality of Halton,  
in the Province of Ontario

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Form 78 (Bill C-12)  
Statement of affairs (Business bankruptcy)

---

BDO Canada Limited / BDO Canada Limitée -  
Licensed Insolvency Trustee  
20 Wellington St E, Suite 500  
Toronto ON M5E 1C5  
Phone: (416) 865-0210 Fax: (416) 865-0904





**BDO Canada Limited**  
 360 Oakville Place Drive, Suite 500  
 Oakville, ON L6H 6K8  
 Tel: 905-615-8787  
 Fax: 905-615-1333

**Proof of Claim - FORM 31**

www.bdo.ca  
 (Section 50.1, 81.5, 81.6, Subsections 65.2(4), 81.2(1), 81.3(8), 81.4(8), 102(2), 124(2), 128(1),  
 and Paragraphs 51(1)(e) and 66.14(b) of the Act)

*All notices or correspondence regarding this claim must be forwarded to the following address:*

\_\_\_\_\_

\_\_\_\_\_

In the matter of the bankruptcy (or the proposal, or the receivership) of \_\_\_\_\_ (name of debtor)  
 of \_\_\_\_\_ (city and province) and the claim of \_\_\_\_\_, creditor.

I, \_\_\_\_\_ (name of creditor or representative of the creditor), of \_\_\_\_\_  
 (city and province), do hereby certify:

1. That I am a creditor of the above-named debtor (or that I am \_\_\_\_\_ (state position or title) of  
 \_\_\_\_\_ (name of creditor or representative of the creditor)).
2. That I have knowledge of all of the circumstances connected with the claim referred to below.
3. That the debtor was, at the date of bankruptcy (or the date of the receivership, or in the case of a proposal, the date of the  
 notice of intention or of the proposal, if no notice of intention was filed), namely the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_,  
 and still is, indebted to the creditor in the sum of \$\_\_\_\_\_, as specified in the statement of account (or affidavit)  
 attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. **(The attached  
 statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)**

**4. (Check and complete appropriate category.)**

- A. UNSECURED CLAIM OF \$\_\_\_\_\_. **(Other than as a customer contemplated by Section 262 of the Act).**

That in respect of this debt, I do not hold any assets of the debtor as security and **(Check appropriate description.)**

- Regarding the amount of \$\_\_\_\_\_, I claim a right to a priority under section 136 of the Act.  
 Regarding the amount of \$\_\_\_\_\_, I do not claim a right to a priority. **(Set out on an attached  
 sheet details to support priority claim.)**

- B. CLAIM OF LESSOR FOR DISCLAIMER OF A LEASE \$\_\_\_\_\_

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:  
**(Give full particulars of the claim, including the calculations upon which the claim is based.)**

- C. SECURED CLAIM OF \$\_\_\_\_\_

That in respect of this debt, I hold assets of the debtor valued at \$\_\_\_\_\_ as security, particulars of which are  
 as follows: **(Give full particulars of the security, including the date on which the security was given and the value at  
 which you assess the security, and attach a copy of the security documents.)**

- D. CLAIM BY FARMER, FISHERMAN OR AQUACULTURIST OF \$\_\_\_\_\_

That I hereby make a claim under subsection 81.2(1) of the Act for the unpaid amount of \$\_\_\_\_\_. **(Attach  
 a copy of sales agreement and delivery receipts.)**

- E. CLAIM BY WAGE EARNER OF \$\_\_\_\_\_

- That I hereby make a claim under subsection 81.3(8) of the Act in the amount of \$\_\_\_\_\_  
 That I hereby make a claim under subsection 81.4(8) of the Act in the amount of \$\_\_\_\_\_

- F. CLAIM BY EMPLOYEE FOR UNPAID AMOUNT REGARDING PENSION PLAN OF \$\_\_\_\_\_

- That I hereby make a claim under subsection 81.5 of the Act in the amount of \$\_\_\_\_\_  
 That I hereby make a claim under subsection 81.6 of the Act in the amount of \$\_\_\_\_\_

- G. CLAIM AGAINST DIRECTOR \$\_\_\_\_\_. (To be completed when a proposal provides for the compromise of claims against directors.)

That I hereby make a claim under subsection 50(13) of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based.)

- H. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$\_\_\_\_\_

That I hereby make a claim as a customer for net equity as contemplated by section 262 of the Act, particulars of which are as follows: (Give full particulars of the claim, including the calculations upon which the claim is based.)

- 5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act, and have (or has) (or have not or has not) dealt with the debtor in a non-arm's-length manner.
- 6. That the following are the payments that I have received from, the credits that I have allowed to, and the transfers at undervalue within the meaning of subsection 2(1) of the Act that I have been privy to or a party to with the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act or were not dealing with each other at arm's length, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of subsection 2(1) of the Act: (Provide details of payments, credits and transfers at undervalue.)

7. (Applicable only in the case of the bankruptcy of an individual.)

- Whenever the trustee reviews the financial situation of a bankrupt to redetermine whether or not the bankrupt is required to make payments under section 68 of the Act, I request to be informed, pursuant to paragraph 68(4) of the Act, of the new fixed amount or of the fact that there is no longer surplus income.
- I request that a copy of the report filed by the trustee regarding the bankrupt's application for discharge pursuant to subsection 170(1) of the Act be sent to the above address.

Dated at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Creditor

Phone Number: \_\_\_\_\_

Fax Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

NOTE: If an affidavit is attached, it must have been made before a person qualified to take affidavits.  
 WARNINGS: A trustee may, pursuant to subsection 128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor. Subsection 201(1) of the Act provides severe penalties for making any false claim, proof, declaration or statement of account.

General Proxy  
 (Paragraphs 51(1)(e) and 66.15(3)(b) and subsections 102(2))

In the matter of the bankruptcy / proposal / consumer proposal / receivership) of \_\_\_\_\_ (name of debtor) of \_\_\_\_\_ (city and province) and the claim of \_\_\_\_\_, creditor.

I / We \_\_\_\_\_ (name of creditor or representative of the creditor), of \_\_\_\_\_ (city and province), a creditor in the above matter, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ to be my/our general proxy in the above matter except as to the receipt of dividends, with / without power to appoint another general proxy in his or her place.

Dated at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Individual Creditor

\_\_\_\_\_  
Name of Corporate Creditor

\_\_\_\_\_  
Per:

\_\_\_\_\_  
Name and Title of Signing Officer

\_\_\_\_\_  
Witness

CANADA  
PROVINCE OF ONTARIO  
ESTATE NO: 32-2995640  
COURT NO: 32-2995640

IN THE MATTER OF THE PROPOSAL OF  
SOURCE ONE FINANCIAL CORPORATION

VOTING LETTER

I, \_\_\_\_\_

of \_\_\_\_\_

a creditor in the above matter for the sum of \$ \_\_\_\_\_, hereby request the  
Trustee of the said proposal to record my vote

**FOR**

**AGAINST**

the acceptance of the proposal of the said debtor as filed with the Official Receiver on.

Dated at \_\_\_\_\_, \_\_\_\_\_

this \_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Signature of witness

\_\_\_\_\_  
Signature of creditor

**Note: A person is not entitled to vote unless the Proof of Claim has been lodged with the  
Trustee before the time appointed for the meeting. In the case of a corporation, the Voting  
Letter should be accompanied by an appropriate resolution.**