



SUPERIOR COURT OF JUSTICE

**COUNSEL SLIP / ENDORSEMENT**

COURT FILE NO.: CV-22-678884-00CL DATE: 7 October 2022

NO. ON LIST: 6

TITLE OF PROCEEDING: LE (CCAA) EVE & CO INTERNATIONAL HOLDINGS LTD.  
et al

BEFORE JUSTICE: OSBORNE J

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party, Crown:**

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**For Defendant, Respondent, Responding Party, Defence:**

Name of Person Appearing	Name of Party	Contact Info

**For Other, Self-Represented:**

Name of Person Appearing	Name of Party	Contact Info
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**ENDORSEMENT OF JUSTICE OSBORNE:**

1. The Applicants seek an approval and vesting order approving the Share Purchase Agreement [SPA] and authorizing the Applicants to complete their obligations thereunder and transferring all of their right, title and interest in accordance with the SPA.
2. The Applicants also seek ancillary relief sealing the Confidential Exhibit Brief to the affidavit of Melinda Rombouts dated October 3, 2022 and the Confidential Appendix to the Fourth Report of the Monitor, all pending the closing of the Transaction.
3. Finally, approval of the Fourth Report and the activities of the Monitor described therein is sought.
4. The relief sought today is unopposed.
5. Defined terms have the meaning given to them in the motion materials and the Fourth Report.
6. The process pursuant to which the sale took place was approved by Justice Conway by order dated April 1, 2022. That was carried out, resulting in the transaction for which approval is sought today.
7. For all of the reasons set out in the motion materials and in particular the affidavit relied upon by the Applicants of Melinda Rombouts sworn October 3, 2022 and exhibits thereto, and for the reasons set out by the Monitor in its Fourth Report recommending the relief, I am satisfied that it is appropriate in the circumstances.
8. The transaction is approved. The reverse vesting order mechanism should not be the default, and such relief should continue to be analysed and reviewed with a careful eye. However, I am satisfied that it is appropriate here and meets the criteria described by Justice Penny in *Harte Gold*. The cannabis licenses here can be maintained as a result.
9. The stay is extended until November 30, 2022 to allow time to complete the necessary steps to close the transaction. The Applicants have acted, and continue to act, and in good faith and with due diligence to advance this proceeding to maximize the benefit to stakeholders. No stakeholder is prejudiced.
10. The sealing order is also appropriate, and meets the test established by the Supreme Court of Canada in *Sherman Estate* and *Sierra Club*. It is in effect only until the transaction closes.
11. The Applicants are directed to file a copy of the Confidential Exhibit Brief to the affidavit of Melinda Rombouts dated October 3, 2022 and the Confidential Appendix to the Fourth Report of the Monitor promptly with the Commercial List Office in a sealed envelope marked "confidential and not to form part of the public record".
12. For the above reasons, orders to go in the form signed by me today which are effective immediately and without the necessity of issuing and entering.

Osborne, J.