

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA FISHER
and 2139911 ONTARIO LIMITED

Respondents

**MOTION RECORD OF THE COURT-APPOINTED
LIQUIDATOR/RECEIVER, BDO CANADA LIMITED**

November 20, 2017

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Court File No. CV-15-355-00

ONTARIO
SUPERIOR COURT OF JUSTICE

B E T W E E N:

PETER VOGELZANG

Applicant

-and-

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA FISHER and 2139911
ONTARIO LIMITED

Respondents

NOTICE OF MOTION

The court appointed liquidator and receiver of 2139911 Ontario Limited, BDO Canada Limited, will make a motion to a Judge on December 7, 2017, at 10:00 AM, or as soon after that time as the motion can be heard at the court house, 5 Court Street, Kingston, Ontario, K7L 2N4.

PROPOSED METHOD OF HEARING: The motion is to be heard

in writing under subrule 37.12.1(1);

in writing as an opposed motion under subrule 37.12.1(4);

orally.

THE MOTION IS FOR

1. An order substantially in the form of the Order attached hereto as Schedule 1:

- (a) amending the date of the Judgment of the Honourable Justice Helen Macleod-Beliveau (the “**Liquidation/Receivership Order**”), presently dated March 3, 2016, to June 9, 2016; and
2. An order substantially in the form of the Approval and Vesting Order attached hereto as Schedule 2:
- (a) approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale between BDO Canada Limited, in its capacity as court-appointed liquidator and receiver (the “**Liquidator/Receiver**”) of 2139911 Ontario Limited (the “**Company in Liquidation**”), as seller, and 1710070 Ontario Ltd. (the “**Purchaser**”) as buyer, dated September 1, 2017, as amended (collectively, the “**Sale Agreement**”), and approving the Liquidator/Receiver’s execution, in such capacity, of the Sale Agreement;
- (b) vesting, on successful closing, in the Purchaser, all of the Company in Liquidation’s right, title and interest in and to the real property and assets described in the Sale Agreement, free and clear of any claims and encumbrances subject to certain defined exceptions;
- (c) sealing the Confidential Supplement to the First Report of BDO Canada Limited, in its Capacity as Court Appointed Liquidator and Receiver of 2139911 Ontario Limited, dated November 7, 2017 (the “**Confidential Supplement**”) and its appendices thereto, including the Sale Agreement, referred to in the First Report of BDO Canada Limited, in its Capacity as Court Appointed Liquidator and Receiver of 2139911 Ontario Limited, dated November 7, 2017 (the “**First Report**”), until

no earlier than 30 days after successful closing of the Transaction or further order of this Honourable Court;

- (d) approving the First Report and the Confidential Supplement and approving the actions and activities of the Liquidator/Receiver described therein; and
- (e) permitting the Liquidator/Receiver to pay from the proceeds of sale all transaction or other costs including commissions payable and outstanding municipal and other taxes and to hold the balance of the proceeds pending further order of this Court.

3. Such further and other relief as to this Honourable Court may seem just.

THE GROUNDS FOR THE MOTION ARE

1. On August 21, 2015, the applicant, Peter Vogelzang (“**Vogelzang**”), brought the within application and the application was issued by the Court.
2. On March 3, 2016, the Honourable Justice Helen Macleod-Beliveau granted judgment in this matter and on June 9, 2016 signed a Judgment – the Liquidation/Receivership Order – ordering, amongst other things:
 - (a) that BDO Canada Limited be appointed as Liquidator, without security, of the estate and effects of 2139911 Ontario Limited, for the purpose of winding up its affairs and distributing its property; and
 - (b) that BDO Canada Limited be appointed as Receiver, without security, to manage the affairs of 2139911 Ontario Limited pending its liquidation.

3. While the hearing of the application to appoint a Liquidator/Receiver in this matter was heard on March 3, 2016, BDO Canada Limited was in fact not appointed as the Liquidator/Receiver until the time the Liquidation/Receivership Order was signed on June 9, 2016. As such, the correct date of the Order is June 9, 2016 and the Liquidation/Receivership Order should be so amended.
4. Pursuant to the Liquidation/Receivership Order, the Liquidator/Receiver was empowered and authorized to sell any or all of the property of the Company in Liquidation, subject to the further approval of this Honourable Court.
5. The principal and only known asset of the Company in Liquidation is a parcel of essentially vacant real property as described in Schedule 3 generally on the northern side of Dixon Drive, between West Street and Sidney Street, in Trenton (the “**Vacant Land**”).
6. The Liquidator/Receiver took possession of the Vacant Land and following discussions entered into a listing agreement with Ekort Realty Ltd. to list the Vacant Land for sale.
7. Possible buyers for the Vacant Land were solicited for offers. That process is described in the First Report. The Liquidator/Receiver did eventually obtain some offers as a result as described in its First Report and most recently received an offer to purchase which it has accepted, subject to this Court’s approval, and which it is prepared to recommend to this Court for approval and vesting to allow completion of the Transaction.
8. The Liquidator/Receiver recommends the sale of the Vacant Land as detailed in the Confidential Supplement and requests that the sale be approved and a vesting order of this Court to complete the transaction be granted. It does not appear that the sale of the Vacant

Land can be expected to generate any greater funds at a future time and the Liquidator/Receiver's sales efforts and results generally support the sale of the Vacant Land at the price agreed to in the Sale Agreement.

9. The Confidential Supplement contains commercially sensitive information which the Liquidator/Receiver believes should be sealed and treated as confidential until after successful completion of the Transaction.
10. With due consideration to the liquidation mandate of the Liquidator/Receiver and the unlikelihood of obtaining offers greater than the offer being recommended by the Liquidator/Receiver for approval, the Liquidator/Receiver believes that sufficient efforts have been made to obtain the best price for the Vacant Land, the interests of all parties have been considered, the efficacy and integrity of the process for obtaining offers has been demonstrated and there has been no unfairness in the working out of the process.
11. Rules 37 and 59.06, of the *Rules of Civil Procedure*.
12. The provisions of Part XVI of the *Business Corporations Act*, R.S.O. 1990, c. B.16.
13. Subsection 137 (2) of the *Courts of Justice Act*, R.S.O. 1990, c. C-34, as amended.
14. Such further and other grounds as the lawyers may advise.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The First Report of the Liquidator/Receiver, dated November 7, 2017.
2. The Confidential Supplement to the First Report of the Liquidator/Receiver, dated November 7, 2017.

3. Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

November 20, 2017

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The Estate of James Barnett, by its Executor, Melissa Fisher

“Schedule 1”

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) THURSDAY, THE 7TH
JUSTICE)
DAY OF DECEMBER, 2017

B E T W E E N:

PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA
FISHER and 2139911 ONTARIO LIMITED

Respondents

ORDER

THIS MOTION, made by BDO Canada Limited, in its capacity as the court-appointed liquidator and receiver of the estate and effects of 2139911 Ontario Limited for an order amending the date of the Judgment of the Honourable Justice Helen Macleod-Beliveau, was heard this day at 5 Court Street, Kingston, Ontario, K7L 2N4.

ON READING the First Report of BDO Canada Limited, in its capacity as Court Appointed Liquidator and Receiver of 2139911 Ontario Limited, dated November 7, 2017, the Notice of Motion of the Liquidator/Receiver and the Factum of the Liquidator/Receiver, filed, and on hearing the submissions of counsel for the parties:

1. THIS COURT ORDERS that the Judgment of Justice Helen Macleod-Beliveau dated March 3, 2016, shall be varied with respect to its date and the following substituted therefore: “THURSDAY, THE 9TH DAY OF JUNE, 2016.”
-

PETER VOGELZANG

Applicant

-and-

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR,
MELISSA FISHER et al.
Respondents

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
KINGSTON

ORDER

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Lawyers for the Liquidator/Receiver,
BDO Canada Limited

“Schedule 2”

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) THURSDAY, THE 7TH
JUSTICE)
) DAY OF DECEMBER, 2017

B E T W E E N:

PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA
FISHER and 2139911 ONTARIO LIMITED

Respondents

APPROVAL AND VESTING ORDER

THIS MOTION, made by BDO Canada Limited, in its capacity as the court-appointed liquidator and receiver (the “**Liquidator/Receiver**”) of the estate and effects of 2139911 Ontario Limited (the “**Company in Liquidation**”) for an order, *inter alia*, approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale between the Liquidator/Receiver (in such capacity), as seller, and 1710070 Ontario Limited (the “**Purchaser**”), as buyer, dated September 1, 2017, as amended from time to time (collectively, the “**Sale Agreement**”), and appended to the Confidential Supplement to the First Report of BDO Canada Limited, in its capacity as Court Appointed Liquidator and Receiver of 2139911 Ontario Limited, dated November 7, 2017 (the “**Confidential Supplement**”), and vesting in the Purchaser the Company in Liquidation’s right, title and interest in and to the property and assets

described in the Sale Agreement (the “**Purchased Assets**”), was heard this day at 5 Court Street, Kingston, Ontario, K7L 2N4.

ON READING the First Report of BDO Canada Limited, in its capacity as Court Appointed Liquidator and Receiver of 2139911 Ontario Limited, dated November 7, 2017 (the “**First Report**”), the Confidential Supplement, the Notice of Motion of the Liquidator/Receiver and the Factum of the Liquidator/Receiver, filed, and on hearing the submissions of counsel for the parties:

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Liquidator/Receiver in its capacity as court-appointed liquidator and receiver of the Company in Liquidation is hereby authorized and approved, with such minor amendments as the Liquidator/Receiver may deem necessary. The Liquidator/Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Liquidator/Receiver’s certificate to the Purchaser substantially in the form attached as **Schedule “A”** hereto (the “**Liquidator/Receiver’s Certificate**”), all of the Company in Liquidation’s right, title and interest in and to the Purchased Assets described in the Sale Agreement and listed on **Schedule “B”** hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory,

or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Judgment of the Honourable Justice Helen Macleod-Beliveau, signed June 9, 2016; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule “C”** hereto (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule “D”**) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Land Titles Division of Hastings (No. 21) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the real property identified in **Schedule “B”** hereto (the “**Real Property**”) in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule “C”** hereto.
4. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Liquidator/Receiver’s Certificate all Claims and Encumbrances shall attach to the net

proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. THIS COURT ORDERS AND DIRECTS the Liquidator/Receiver to file with the Registrar of this Court a copy of the Liquidator/Receiver's Certificate, forthwith after delivery thereof.
6. THIS COURT ORDERS that the Liquidator/Receiver may pay from the proceeds of sale all transaction or other costs including commissions payable and outstanding municipal and other taxes;
7. THIS COURT ORDERS that, notwithstanding:
 - (a) the pendency of these proceedings;
 - (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Company in Liquidation and any bankruptcy order issued pursuant to any such applications; and
 - (c) any assignment in bankruptcy made in respect of the Company in Liquidation;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Company in Liquidation and shall not be void or voidable by creditors of the Company in Liquidation,

nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT ORDERS THAT the Confidential Supplement to the First Report and its Confidential Appendices filed herein and the exhibits therein, including the Sale Agreement, referred to in the First Report of the Receiver, shall be placed separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and that the sealed envelope shall not be opened until no earlier than 30 days after successful closing as evidenced by the filing of the Liquidator/Receiver's Certificate as referred to above or further order of this Honourable Court;
9. THIS COURT ORDERS that the activities of the Liquidator/Receiver to date, as set out in the First Report, are hereby approved.
10. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Liquidator/Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator/Receiver, as an officer of this Court, as may be necessary or desirable to give

effect to this Order or to assist the Liquidator/Receiver and its agents in carrying out the terms of this Order.

Schedule “A” - Form of Liquidator/Receiver’s Certificate

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

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THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA
FISHER and 2139911 ONTARIO LIMITED

Respondents

LIQUIDATOR/RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to the Order of the Honourable Justice Helen Macleod-Beliveau of the Ontario Superior Court of Justice (the “**Court**”) signed June 9, 2016, BDO Canada Limited was appointed as the liquidator and receiver (the “**Liquidator/Receiver**”) of the estate and effects of 2139911 Ontario Limited (the “**Company in Liquidation**”).

B. Pursuant to an Order of the Court dated December 7, 2017, the Court approved the agreement of purchase and sale made as of September 1, 2017, as amended from time to time (collectively, the “**Sale Agreement**”) between the Liquidator/Receiver, in its capacity as court-appointed liquidator and receiver of the Company in Liquidation, and 1710070 Ontario Limited (the “**Purchaser**”) and provided, *inter alia*, for the vesting in the Purchaser of the Company in Liquidation’s right, title and interest in and to the property described in and subject to the Sale Agreement (the “**Purchased Assets**”), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Liquidator/Receiver to the Purchaser of a certificate

confirming: (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to closing as set out in sections 2 and 6 of Schedule B of the Sale Agreement have been satisfied or waived by the Liquidator/Receiver and the Purchaser, as applicable; and (iii) the transaction of purchase and sale contemplated by the Sale Agreement (the “**Transaction**”) has been completed to the satisfaction of the Liquidator/Receiver.

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

THE LIQUIDATOR/RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Liquidator/Receiver has received the Purchase Price for the Purchased Assets payable on the Completion Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in sections 2 and 6 of Schedule B of the Sale Agreement have been satisfied or waived by the Liquidator/Receiver and the Purchaser, as applicable; and
3. The Transaction has been completed to the satisfaction of the Liquidator/Receiver.
4. This Certificate was delivered by the Liquidator/Receiver at _____ on the ____ day of _____, 2017.

BDO Canada Limited, in its capacity as Liquidator and Receiver of the estate and effects of 2139911 Ontario Limited, and not in its personal capacity

Per:

Name: Gary Cerrato

Title: Vice President

Schedule “B” - Purchased Assets

All of the right, title and interest, if any, of 2139911 Ontario Limited in and to the “property” as defined in Schedule A of the Sale Agreement, being the lands and premises legally described and municipally known as follows:

PIN 40397-0154 (LT)	
Thumbnail Description	MERCIA ST PL 240 MURRAY (AKA HOWCUTT ST & AKA DIXON DR) (CLOSED BY BY-LAW QR640809) PT 2 PLAN 1749; S/T EASEMENT IN GROSS PT 2 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0162 (LT)	
Thumbnail Description	PT OF HASTINGS ST PL 255 MURRAY (CLOSED BY QR260906) AKA DIXON DR, PT 4 21R22860; QUINTE WEST, COUNTY OF HASTINGS
PIN 40397-0165 (LT)	
Thumbnail Description	PT PARKLT 2-3 PL 232 MURRAY; PT LT 6 NE/S MARMORA ST, 7 NE/S MARMORA ST, 8 NE/S MARMORA ST, 6 SW/S MERCIA ST, 7 SW/S MERCIA ST, PL 240 MURRAY PT 5 21R19639; EXCEPT PT 1 21R22860; S/T EASEMENT IN GROSS PT 1 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0171 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PT 6 21R19639; EXCEPT PT 3 21R22860 & PT 2 21R24129; S/T EASEMENT IN GROSS OVER PTS 3 & 4 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0172 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PTS 6 & 7 21R19639; EXCEPT PT 2 21R24129; QUINTE WEST; COUNTY OF HASTINGS

Schedule “C” - Claims to be deleted and expunged from title to Real Property

None

Schedule “D” – Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Assets

(unaffected by the Vesting Order)

GENERAL

1. Encumbrances for real property taxes (which term includes charges, rates and assessments, and other governmental charges or levies) or charges for electricity, power, gas, water and other services and utilities in connection with any of the Real Property that have accrued but are not yet due and owing or, if due and owing, are adjusted for pursuant to the provisions of the Sale Agreement.
2. Registered easements, rights-of-way, restrictive covenants and servitudes and other similar rights in land granted to, reserved or taken by any Governmental Authority or public utility; or any registered subdivision, development, servicing, site plan or other similar agreement with any Governmental Authority or public utility.
3. Facility sharing, cost sharing, tunnel, pedway, servicing, parking, reciprocal and other similar agreements with neighbouring landowners and/or Governmental Authorities.
4. Restrictive covenants, private deed restrictions, and other similar land use controls or agreements.
5. Encroachments by any of the Real Property over neighbouring lands and encroachments over any of the Real Property by improvements of neighbouring landowners.
6. Any subsisting reservations, limitations, provisos, conditions or exceptions contained in the original grants of the Real Property from the Crown.
7. Any rights of expropriation, access, use or any other right conferred or reserved by or in any statute of Canada or the Province of Ontario.
8. The provisions of Applicable Laws, including by-laws, regulations, ordinances and similar instruments relating to development and zoning.
9. Any title defects, irregularities, easements, servitudes, encroachments, rights-of-way or other discrepancies in title or possession relating to any of the Purchased Assets.
10. Any title defects, irregularities or reservations in respect of any of the Purchased Assets.
11. The exceptions and qualifications to title found in Section 44(1) of the Land Titles Act.
12. Other than the Instruments set out in **Schedule “C”**, all encumbrances, rights, interests, claims, and matters whatsoever relating to or affecting the Purchased Assets, including without limitation those accepted by Purchaser pursuant to the Sale Agreement.

Where used above in this **Schedule “D”** the following terms have the following meanings:

“**Applicable Laws**” means all statutes, laws, by-laws, regulations, codes, directives, policies, guidelines, procedures, ordinances and orders of any Governmental Authorities or other public authority having jurisdiction and includes without limitation the *Personal Information Protection and Electronic Documents Act* (Canada) as well as any existing and/or future provincial legislation of similar effect, all Environmental Laws and the *Smoke Free Ontario Act*;

“**Environmental Laws**” means all present and future statutes, laws, by-laws, regulations, rules, directives, guidelines, policies, interpretations, decisions, ordinances, approvals, consents, licenses, permits and orders of Governmental Authorities or other public authorities having jurisdiction relating to or in connection with the environment or the protection or regulation of the environment, including, without limitation, the *Environmental Protection Act*, R.S.O. 1990, c. E. 19, as amended; and

“**Governmental Authority**” means any government, regulatory authority, government department, agency, commission, board, tribunal or court having jurisdiction on behalf of any nation, province or state or other subdivision thereof or any municipality, district or other subdivision thereof, and includes, without limitation, the Ontario Ministry of the Environment and the Technical Standards and Safety Authority.

SPECIFIC

PIN 40397-0154 (LT)	
Thumbnail Description	MERCIA ST PL 240 MURRAY (AKA HOWCUTT ST & AKA DIXON DR) (CLOSED BY BY-LAW QR640809) PT 2 PLAN 1749; S/T EASEMENT IN GROSS PT 2 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
Registrations	<ol style="list-style-type: none"> 1) Instrument No. PL1749 Registration Date: 1967/02/13 PLAN MISCELLANEOUS 2) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS 3) Instrument No. 21R22094 Registration Date: 2006/11/08 PLAN REFERENCE 4) Instrument No. HT34354 Registration Date: 2007/06/29 TRANSFER EASEMENT PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA

	<p>PARTIES TO: HYDRO ONE NETWORKS INC.</p> <p>5) Instrument No. HT36186 Registration Date: 2007/07/31 TRANSFER PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: 2139911 ONTARIO LIMITED</p> <p>6) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>
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PIN 40397-0162 (LT)	
Thumbnail Description	PT OF HASTINGS ST PL 255 MURRAY (CLOSED BY QR260906) AKA DIXON DR, PT 4 21R22860; QUINTE WEST, COUNTY OF HASTINGS
Registrations	<p>1) Instrument No. PL255 Registration Date: 1886/11/09 PLAN SUBDIVISION</p> <p>2) Instrument No. QR260906 Registration Date: 1978/10/17 BYLAW</p> <p>3) Instrument No. 21R14361 Registration Date: 1991/04/30 PLAN REFERENCE</p> <p>4) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS</p> <p>5) Instrument No. 21R22860 Registration Date: 2009/01/16 PLAN REFERENCE</p> <p>6) Instrument No. HT102133 Registration Date: 2011/03/18 TRANSFER PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST PARTIES TO: 2139911 ONTARIO LIMITED</p>

	<p>7) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>
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PIN 40397-0165 (LT)	
Thumbnail Description	PT PARKLT 2-3 PL 232 MURRAY; PT LT 6 NE/S MARMORA ST, 7 NE/S MARMORA ST, 8 NE/S MARMORA ST, 6 SW/S MERCIA ST, 7 SW/S MERCIA ST, PL 240 MURRAY PT 5 21R19639; EXCEPT PT 1 21R22860; S/T EASEMENT IN GROSS PT 1 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
Registrations	<p>1) Instrument No. PL1749 Registration Date: 1967/02/13 PLAN MISCELLANEOUS</p> <p>2) Instrument No. PL1750 Registration Date: 1967/02/13 PLAN MISCELLANEOUS</p> <p>3) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS</p> <p>4) Instrument No. 21R19639 Registration Date: 2000/10/02 PLAN REFERENCE</p> <p>5) Instrument No. 21R22094 Registration Date: 2006/11/08 PLAN REFERENCE</p> <p>6) Instrument No. HT34354 Registration Date: 2007/06/29 TRANSFER EASEMENT PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: HYDRO ONE NETWORKS INC.</p> <p>7) Instrument No. HT36186 Registration Date: 2007/07/31 TRANSFER</p>

	<p>PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: 2139911 ONTARIO LIMITED</p> <p>8) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>
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PIN 40397-0171 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PT 6 21R19639; EXCEPT PT 3 21R22860 & PT 2 21R24129; S/T EASEMENT IN GROSS OVER PTS 3 & 4 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
Registrations	<p>1) Instrument No. PL1750 Registration Date: 1967/02/13 PLAN MISCELLANEOUS</p> <p>2) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS</p> <p>3) Instrument No. 21R19639 Registration Date: 2000/10/02 PLAN REFERENCE</p> <p>4) Instrument No. 21R22094 Registration Date: 2006/11/08 PLAN REFERENCE</p> <p>5) Instrument No. HT34354 Registration Date: 2007/06/29 TRANSFER EASEMENT PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: HYDRO ONE NETWORKS INC.</p> <p>6) Instrument No. HT36186 Registration Date: 2007/07/31 TRANSFER PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA</p>

	<p>PARTIES TO: 2139911 ONTARIO LIMITED</p> <p>7) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>
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PIN 40397-0172 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PTS 6 & 7 21R19639; EXCEPT PT 2 21R24129; QUINTE WEST; COUNTY OF HASTINGS
Registrations	<p>1) Instrument No. PL1750 Registration Date: 1967/02/13 PLAN MISCELLANEOUS</p> <p>2) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS</p> <p>3) Instrument No. 21R19639 Registration Date: 2000/10/02 PLAN REFERENCE</p> <p>4) Instrument No. HT36186 Registration Date: 2007/07/31 TRANSFER PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: 2139911 ONTARIO LIMITED</p> <p>5) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>

PETER VOGELZANG

Applicant

-and-

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR,
MELISSA FISHER et al.
Respondents

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**
PROCEEDING COMMENCED AT
KINGSTON

APPROVAL AND VESTING ORDER

GARDINER ROBERTS LLP

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Lawyers for the Liquidator/Receiver,
BDO Canada Limited

“Schedule 3”

The lands and premises legally described and municipally known as follows:

PIN 40397-0154 (LT)	
Thumbnail Description	MERCIA ST PL 240 MURRAY (AKA HOWCUTT ST & AKA DIXON DR) (CLOSED BY BY-LAW QR640809) PT 2 PLAN 1749; S/T EASEMENT IN GROSS PT 2 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0162 (LT)	
Thumbnail Description	PT OF HASTINGS ST PL 255 MURRAY (CLOSED BY QR260906) AKA DIXON DR, PT 4 21R22860; QUINTE WEST, COUNTY OF HASTINGS
PIN 40397-0165 (LT)	
Thumbnail Description	PT PARKLT 2-3 PL 232 MURRAY; PT LT 6 NE/S MARMORA ST, 7 NE/S MARMORA ST, 8 NE/S MARMORA ST, 6 SW/S MERCIA ST, 7 SW/S MERCIA ST, PL 240 MURRAY PT 5 21R19639; EXCEPT PT 1 21R22860; S/T EASEMENT IN GROSS PT 1 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0171 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PT 6 21R19639; EXCEPT PT 3 21R22860 & PT 2 21R24129; S/T EASEMENT IN GROSS OVER PTS 3 & 4 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0172 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PTS 6 & 7 21R19639; EXCEPT PT 2 21R24129; QUINTE WEST; COUNTY OF HASTINGS

PETER VOGELZANG

Applicant

-and-

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR,
MELISSA FISHER et al.
Respondents

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
KINGSTON

NOTICE OF MOTION

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BDO Canada Limited

Court File No. CV-15-335

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

PETER VOGELZANG

Applicant

- and -

**THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA FISHER
and 2139911 ONTARIO LIMITED**

Respondents

**FIRST REPORT OF BDO CANADA LIMITED, IN ITS CAPACITY
AS COURT APPOINTED LIQUIDATOR AND RECEIVER OF
2139911 ONTARIO LIMITED**

November 7, 2017

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- A Liquidation/Receivership Order, dated March 3, 2016
- B Corporate Profile Report of 2139911 Ontario Limited, June 15, 2016
- C BDO Canada Limited's consent to act, Notice of Receiver and Receiver's Statement, and Notice Concerning Winding Up
- D Order to Continue, dated September 7, 2017

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- I Summary of listing brokerage proposals
- II Real Estate Appraisals
- III Ekort Realty marketing activity reports
- IV GCL Offer
- V Sale Agreement

INTRODUCTION AND BACKGROUND

Introduction

1. By order of the Honourable Madam Justice Helen Macleod-Beliveau of the Ontario Superior Court of Justice (the “**Court**”) dated March 3, 2016 (the “**Liquidation/Receivership Order**”), 2139911 Ontario Limited (“**213 Ontario**” or the “**Company in Liquidation**”) was ordered to be wound up pursuant to Section 207 of the Ontario *Business Corporations Act* (“**OBCA**”) and the application of 213 Ontario’s director, Mr. Peter Vogelzang (“**Mr. Vogelzang**”). The Liquidation/Receivership Order also appointed BDO Canada Limited (“**BDO**”) as liquidator (the “**Liquidator**”) and receiver (the “**Receiver**” and together with the Liquidator the “**Liquidator/Receiver**”), without security, of the estate and effects of the Company in Liquidation for the purpose of winding up its affairs, to manage the affairs of the Company in Liquidation pending its liquidation and to distribute the Company in Liquidation’s property. A copy of the Liquidation/Receivership Order is attached hereto as **Appendix “A”**.

Purpose of this Report

2. The purpose of this First Report to the Court, dated November 7, 2017 (the “**First Report**”) is to seek an Order of the Court:
- a) approving this First Report and the actions and activities of the Liquidator/Receiver set out herein;
 - b) amending the date of the Liquidation/Receivership Order presently, dated March 3, 2016, to June 9, 2016;
 - c) approving the Agreement of Purchase and Sale dated September 1, 2017 (the “**Sale Agreement**”) between the Liquidator/Receiver and 1710070 Ontario Ltd. (“**171 Ontario**” or the “**Purchaser**”) as appended to the First Report as **Confidential Appendix “V”**;

- d) approving the transaction contemplated by the Sale Agreement (the “**Transaction**”) and authorizing the Liquidator/Receiver to execute any additional documents as may be necessary or desirable for the completion of the Transaction;
- e) providing that upon the delivery by the Liquidator/Receiver to the Purchaser of a Receiver’s Certificate (as such term is defined in the attached draft Approval and Vesting Order), confirming the satisfaction or waiver of the conditions precedent in the Sale Agreement, the Company’s right, title and interest, if any, in and to the Vacant Land (as hereinafter defined) shall vest in and to the Purchaser, free and clear of all encumbrances;
- f) sealing the Confidential Supplement and the Confidential Appendices to this First Report until no earlier than 30 days following the closing of the sale of the Vacant Land or until further order of this Honourable Court.

Background

3. 213 Ontario was incorporated pursuant to the OBCA on June 20, 2007. 213 Ontario operated as a land developer. The registered office address of the Company in Liquidation is at 862 Woodside Drive, Kingston, Ontario, K7P 1T2, which is also indicated as the address of the Respondent, the late Mr. James Barnett (“**Mr. Barnett**”). Attached as **Appendix “B”** is a copy the corporate profile report of the Company in Liquidation from the time shortly after the Liquidation/Receivership Order was signed by Justice Macleod-Beliveau on June 9, 2016.

4. Due to apparent ongoing and irreconcilable differences between the two directors of 213 Ontario, Mr. Vogelzang and Mr. Barnett, Mr. Vogelzang made an application on August 21, 2015 to have 213 Ontario wound up.

5. The application of Mr. Vogelzang was heard on March 3, 2016. The Liquidation/Receivership Order was not signed, however, until June 9, 2016 and this is

when BDO was actually appointed as Liquidator/Receiver. In the circumstances, the Liquidator/Receiver requests that the date of the Liquidation/Receivership Order be amended from March 3, 2016 to June 9, 2016 so that the Receiver/Liquidator is in compliance, *nunc pro tunc*, with its filed requisite notices under both the *Bankruptcy and Insolvency Act* (“BIA”) and the OBCA. Copies of BDO’s consent to act, the Section 245 and 246 Notices under the BIA, and the Ministry notices filed pursuant to the OBCA are attached as **Appendix “C”**.

6. The principal asset of the Company in Liquidation consists of land in the City of Quinte West, Ontario, which was acquired by the Company in 2007 and 2011 and consisted of approximately 2.27 acres. The 2.27 acres of land was purchased for residential townhouse development purposes. A portion of the land, approximately 0.15 acres, was sold on April 5, 2014 for the sum of \$170,000 plus HST of \$19,500 (the “**April 5th Sale**”), which sum was held in trust by the law firm Howard Kelford & Dixon of Smith Falls, Ontario. Of the total \$189,500 sale proceeds, the amount of \$109,051.93 was disbursed for certain of 213 Ontario’s obligations, such as HST, professional fees and property taxes as well as a dividend payment to a shareholder. The balance of the sale proceeds, \$80,448.07, was delivered to the Liquidator/Receiver on June 21, 2016.

7. Upon completing the April 5th Sale, the remaining land held by 213 Ontario for residential townhouse development purposes totaled approximately 2.12 acres (the “**Vacant Land**”). The Liquidator/Receiver took possession and control of the Vacant Land upon its appointment.

8. Pursuant to its mandate to wind up 213 Ontario, the Liquidator/Receiver made numerous attempts to obtain the Company in Liquidation’s books and records from Mr. Barnett. Mr. Barnett, however, refused to deliver the books and records to the

Liquidator/Receiver and has thus frustrated the Liquidator/Receiver's attempts to comply with its statutory mandate.

9. Counsel to the Liquidator/Receiver, Gardiner Roberts LLP ("GR LLP"), also made numerous attempts to obtain the books and records of the Company in Liquidation from Mr. Barnett. GR LLP specifically warned Mr. Barnett that an ongoing refusal to cooperate would result in a contempt motion being brought against Mr. Barnett. On several occasions Mr. Barnett informed GR LLP that he understood and intended to comply with his obligations to deliver to the Liquidator/Receiver all books and records of the Company in Liquidation. Mr. Barnett claimed that the books and records of the Company in Liquidation were in the possession of the Company in Liquidation's external accountant. Mr. Barnett claimed that the name of the Company in Liquidation's external accountant was "Karen Simpson", but Mr. Barnett openly refused to divulge the name of the accounting firm at which Karen Simpson worked. Mr. Barnett nonetheless promised that the books and records of the Company in Liquidation would be delivered to the Liquidator/Receiver.

10. On or around July 25, 2017, having still not received the books and records of the Company in Liquidation from Mr. Barnett, the Liquidator/Receiver commenced the preparation of motion materials to have Mr. Barnett held in contempt of the Liquidation/Receivership Order. While attempting to set a court date and locate and serve Mr. Barnett with the motion materials, it was brought to the Liquidator/Receiver's attention that Mr. Barnett had passed away on August 17, 2017.

11. Upon the Liquidator/Receiver being made aware of Mr. Barnett's passing, the Liquidator/Receiver filed a requisition to have the proceedings continue with Mr. Barnett's estate trustee as a named Respondent and that the title of the proceeding in all documents issued, served or filed be changed accordingly. On September 7, 2017

the Local Registrar at the Court office located at 5 Court Street, Kingston, Ontario issued an Order to Continue. A copy of the Order to Continue is attached hereto as **Appendix “D”**.

12. On August 1, 2017, GR LLP located and contacted an accountant by the name of Karen A. Simpson (“**Ms. Simpson**”), operating in Kingston, Ontario at the office of Tierney Simpson Prytula. GR LLP informed Ms. Simpson that 213 Ontario is in liquidation and receivership and that any books and records in Mr. Simpson’s possession relating to the Company in Liquidation must be made available to the Liquidator/Receiver. Ms. Simpson confirmed to GR LLP that she had provided accounting services to the Company in the past, but had not done so for several years. Ms. Simpson asserted that the only books and records of the Company in Liquidation remaining in her possession consists of corporate income tax returns for the fiscal years 2007 through to 2014. Ms. Simpson has provided the Liquidator/Receiver with said corporate income tax returns.

13. Following the Order to Continue, counsel to the Liquidator/Receiver engaged in a discussion with Mr. Barnett’s estate trustee and requested that the Liquidator/Receiver be provided with the books and records of the Company in Liquidation. Attached hereto and marked as Appendix “E” is a copy of the letter of Tim Duncan, dated September 15, 2017. As at the time of this First Report, the estate trustee has not provided a substantive response to the request for the books and records of the Company in Liquidation.

MARKETING AND SALE PROCESS FOR VACANT LAND

14. Among the powers set out in the Liquidation/Receivership Order, the Liquidator/Receiver is empowered and authorized in Paragraph 8(j) to carry out a marketing and sale process with respect to the property of the Company in Liquidation.

Further to this end, the Liquidator/Receiver obtained three listing proposals from the following local Quinte West based brokers:

- (a) Century21 Lanthorn Real Estate Ltd;
- (b) Ekort Realty Ltd (“**Ekort Realty**”); and
- (c) Re/Max Quinte John Barry Realty Ltd.

Each of the above listing proposals contained a suggested listing price, an ‘assessed’ valuation of the Vacant Land, a sale commission structure and proposed marketing efforts. A table summarizing the salient details of the listing proposals is attached hereto as **Confidential Appendix “I”**.

15. The Liquidator/Receiver has been provided with two appraisals completed by: i) S. Rayner & Associates Ltd. dated March 10, 2014 (the “**Rayner Appraisal**”) prepared for Mr. Vogelzang; and ii) M.W. Cotman & Associates Inc. dated April 14, 2014 (the “**Cotman Appraisal**”) and together with the Rayner Appraisal the “**Real Estate Appraisals**”), prepared for Mr. Barnett. Copies of the Real Estate Appraisals are attached hereto as **Confidential Appendix “II”**.

16. After careful consideration of the listing proposals received and taking into account the values reported in the Real Estate Appraisals, the Liquidator/Receiver engaged Ekort Realty as the listing broker.

17. Attached hereto as **Confidential Appendix “III”** are the Ekort Realty marketing activity reports since they were engaged as the listing broker. Ekort Realty has completed the following marketing efforts with respect to the Vacant Land including:

- (a) listing the Vacant Land for sale on MLS and ICI World exchanges;
- (b) mounting a “For Sale” sign on the Vacant Land;
- (c) listing the Vacant Land for sale on the Ekort Realty website;

- (d) print and website advertising of the Vacant Land in the Commercial Exchange, the Business Exchange and the Commercial Investor; and
- (e) print advertising of the Vacant Land in the Ming Pao and HOW NEWS weekly Russian Language newspapers.

18. Specific details of the Liquidator/Receiver's marketing activities and offers received by the Liquidator/Receiver can be found in the Confidential Supplement and the Confidential Appendices thereto. It is the Liquidator/Receiver's opinion that the Transaction purchase price is commercially sensitive information which, if disclosed publically at this time, may adversely affect any subsequent negotiations for the sale of the Vacant Land should the Court decline to approve the Sale Agreement or the sale is not completed for any reason. Accordingly, the Sale Agreement should be sealed pending successful closing of the Transaction or further Court order.

EVALUATION OF THE SALE AGREEMENT

19. Significant terms of the Sale Agreement include:
- (a) the Vacant Land is sold "as is, where is" with no representations of warranties provided by the Liquidator/Receiver;
 - (b) a deposit of 4% of the purchase price has been received by the Liquidator/Receiver;
 - (c) the sale of the Vacant Land is subject to Court approval.
20. The Receiver recommends that this Honourable Court approve the Sale Agreement for the following reasons:
- (a) the Vacant Land has been marketed for sale since October 2016 (approximately one year);
 - (b) in the Liquidator/Receiver's view the market has been adequately canvassed by Ekort Realty;

- (c) only two offers, including the offer which ultimately forms the Sale Agreement, have been received in the intervening 12 months. The first offer received from GCL Developments Ltd. (the “GCL Offer”) is attached hereto as **Confidential Appendix “IV”**;
- (d) Ekort Realty advises that the real estate market for the Vacant Land is limited in size and strongly recommended that the Sale Agreement be accepted by the Liquidator/Receiver;
- (e) no additional insurance costs will be incurred by the estate of the Company in Liquidation;
- (f) the Purchaser has provided the Liquidator/Receiver with a deposit;
- (g) the Sale Agreement is commercially reasonable in the circumstances and is clearly the best offer that has been received for the Vacant Land. It is the offer with the highest purchase price and is free of any conditions, other than the Receiver obtaining the Approval and Vesting Order sought in this motion; and
- (h) completion of the Transaction is in direct accordance with the mandate of the Liquidator/Receiver to realize on the assets of the Company in Liquidation within a reasonable timeframe so that the Liquidator/Receiver can proceed with winding-down the Company in Liquidation, satisfying its debts (if any), and distributing surplus funds to shareholders.

SUMMARY AND RECOMMENDATIONS

21. Based on the foregoing, the Liquidator/Receiver recommends that this Honourable Court grant an Order:

- a) approving this First Report and the actions and activities of the Liquidator/Receiver set out herein;
- b) amending the date of the Liquidation/Receivership Order from March 3, 2016 to June 9, 2016;
- c) approving the Sale Agreement as appended to the First Report as **Confidential Appendix “V”**;
- d) approving the Transaction and authorizing the Liquidator/Receiver to execute any additional documents as may be necessary or desirable for the completion of the Transaction;
- e) providing that upon the delivery by the Liquidator/Receiver to the Purchaser of a Receiver’s Certificate confirming the satisfaction or waiver of the conditions precedent in the Sale Agreement, the Company in Liquidation’s right, title and interest, if any, in and to the Vacant Land shall vest in and to the Purchaser free and clear of all encumbrances;
- f) sealing the Confidential Supplement and the Confidential Appendices to this First Report until no earlier than 30 days following the closing of the sale of the Vacant Land, or until further order of this Honourable Court.

All of which is respectfully submitted this 7th day of November, 2017.

**BDO CANADA LIMITED Court Appointed Liquidator and
Receiver of 2139911 Ontario Limited**
Per:



Name: Gary Cerrato, CIRP, LIT
Title: Vice-President

PETER VOGELZANG and **THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA FISHER AND
2139911 ONTARIO LIMITED**
Applicant Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE**

**FIRST REPORT OF BDO CANADA LIMITED
(Dated November 7, 2017)**

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*Lawyers for the Liquidator/Receiver, BDO Canada
Limited*

Court File No. CV-15-355

ONTARIO**SUPERIOR COURT OF JUSTICE**

THE HONOURABLE)
)
 MADAME JUSTICE HELEN) THURSDAY, THE 3RD DAY OF
) MARCH, 2016
 MACLEOD-BELIVEAU)
)

BETWEEN:

PETER VOGELZANG

Applicant

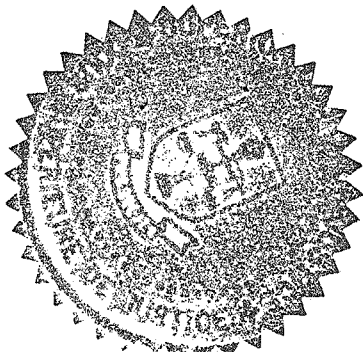
and

JAMES BARNETT

and

2139911 ONTARIO LIMITED

Respondents

**JUDGMENT**

THIS APPLICATION was heard on this day without a jury at Kingston, in the presence of the counsel for the Applicant, no one appearing for the Respondents, James Barnett and 2139911 Ontario Limited, although properly served as appears from the Affidavit of Terry MacNeil sworn on August 27, 2015.

ON READING THE NOTICE OF APPLICATION AND THE EVIDENCE FILED BY THE PARTIES, and on hearing the submissions of the counsel for the Applicant,

1. THIS COURT ORDERS that, pursuant to Section 207 of the Ontario Business Corporations Act, 2139911 Ontario Limited be wound up.

2. THIS COURT FURTHER ORDERS that, the Respondents, 2139911 Ontario Limited and James Barnett, are restrained from entering into any contracts with respect to any new projects, hiring employees or consultants, or making any commitments or expenditures on behalf of 2139911 Ontario Limited without the Applicant's express written consent and further restrained from accepting any new liability without the Applicant's express written consent.

3. THIS COURT FURTHER ORDERS that, the Respondents, 2139911 Ontario Limited and James Barnett, disclose to the Applicant the status of all projects to which 2139911 Ontario Limited is currently involved and the status of all negotiations in which it is involved regarding potential projects, investors and buyers of some or all of the assets of 2139911 Ontario Limited.

4. THIS COURT FURTHER ORDERS that, the Respondents, 2139911 Ontario Limited and James Barnett, provide to the Applicant full and complete disclosure and access to the financial books and records of 2139911 Ontario Limited.

5. THIS COURT FURTHER ORDERS that an accounting of the Shareholders' accounts be made.

6. THIS COURT FURTHER ORDERS that, BDO CANADA LIMITED be appointed as Liquidator, without security, of the estate and effects of 2139911 Ontario Limited for the purpose winding up its affairs and distributing its Property.

7. THIS COURT FURTHER ORDERS that, BDO CANADA LIMITED be appointed as Receiver, without security, to manage the affairs of 2139911 Ontario Limited pending its liquidation.

8. THIS COURT FURTHER ORDERS that the Liquidator/Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Liquidator/Receiver is hereby expressly empowered and authorized to do any of the following where the Liquidator/Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
- (b) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
- (c) to manage, operate, and carry on the business of the 2139911 Ontario Limited, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the 2139911 Ontario Limited;
- (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Liquidator/Receiver's powers and duties, including without limitation those conferred by this Order;
- (e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the 2139911 Ontario Limited or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to the 2139911 Ontario Limited and to exercise all remedies of the 2139911

Ontario Limited in collecting such monies, including, without limitation, to enforce any security held by the 2139911 Ontario Limited;

- (g) to settle, extend or compromise any indebtedness owing to the 2139911 Ontario Limited;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Liquidator/Receiver's name or in the name and on behalf of the 2139911 Ontario Limited, for any purpose pursuant to this Order;
- (i) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the 2139911 Ontario Limited, the Property or the Liquidator/Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (j) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Liquidator/Receiver in its discretion may deem appropriate;
- (k) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
 - (i) without the approval of this Court in respect of any transaction not exceeding \$25,000.00, provided that the aggregate consideration for all such transactions does not exceed \$100,000.00 and
 - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;

and in each such case notice under subsection 63(4) of the Ontario *Personal Property Security Act*, or section 31 of the Ontario *Mortgages Act*, as the case may be, shall not be required, and in each case the Ontario *Bulk Sales Act* shall not apply.

- (l) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;
- (m) to report to, meet with and discuss with such affected Persons (as defined below) as the Liquidator/Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Liquidator/Receiver deems advisable;
- (n) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (o) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Liquidator/Receiver, in the name of the 2139911 Ontario Limited;
- (p) to enter into agreements with any trustee in bankruptcy appointed in respect of the 2139911 Ontario Limited, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the 2139911 Ontario Limited;
- (q) to exercise any shareholder, partnership, joint venture or other rights which the 2139911 Ontario Limited may have; and
- (r) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Liquidator/Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other

Persons (as defined below), including the 2139911 Ontario Limited, and without interference from any other Person.

9. THIS COURT FURTHER ORDERS that (i) 2139911 Ontario Limited, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Liquidator/Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Liquidator/Receiver, and shall deliver all such Property to the Liquidator/Receiver upon the Liquidator/Receiver's request.

10. THIS COURT FURTHER ORDERS that all Persons shall forthwith advise the Liquidator/Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the 2139911 Ontario Limited, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's possession or control, and shall provide to the Liquidator/Receiver or permit the Liquidator/Receiver to make, retain and take away copies thereof and grant to the Liquidator/Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 10 or in paragraph 11 of this Order shall

require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Liquidator/Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

11. THIS COURT FURTHER ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Liquidator/Receiver for the purpose of allowing the Liquidator/Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Liquidator/Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Liquidator/Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Liquidator/Receiver with all such assistance in gaining immediate access to the information in the Records as the Liquidator/Receiver may in its discretion require including providing the Liquidator/Receiver with instructions on the use of any computer or other system and providing the Liquidator/Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

12. THIS COURT FURTHER ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or

continued against the Liquidator/Receiver except with the written consent of the Receiver or with leave of this Court.

13. THIS COURT FURTHER ORDERS that no Proceeding against or in respect of 2139911 Ontario Limited or the Property shall be commenced or continued except with the written consent of the Liquidator/Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of 2139911 Ontario Limited or the Property are hereby stayed and suspended pending further Order of this Court.

14. THIS COURT FURTHER ORDERS that the Liquidator/Receiver shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save or except for any gross negligence or wilful misconduct on its part as so found by a court of competent jurisdiction.

15. THIS COURT FURTHER ORDERS that nothing herein contained shall require the Liquidator/Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations hereunder (the "Environmental Legislation"), provided however

that nothing herein shall exempt the Liquidator/Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Liquidator/Receiver shall not, as a result of this Order or anything done in pursuance of the Liquidator's/Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

16. THIS COURT FURTHER ORDERS that the Liquidator/Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the *Bankruptcy and Insolvency Act* or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Liquidator/Receiver by section 14.06 of *Bankruptcy and Insolvency Act* or by any other applicable legislation.

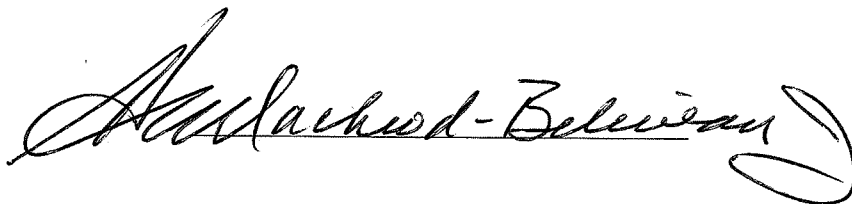
17. THIS COURT FURTHER ORDERS that the Liquidator/Receiver and counsel to the Liquidator/Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts, and that the Liquidator/Receiver and counsel to the Liquidator/Receiver shall be entitled to and are hereby granted a charge (the "Liquidator/Receiver's Charge") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Liquidator/Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person.

18. THIS COURT FURTHER ORDERS that the Liquidator/Receiver and its legal counsel shall pass its accounts from time to time, and for this purpose the accounts of the Liquidator/Receiver and its legal counsel are hereby referred to a judge of the Ontario Superior Court of Justice.
19. THIS COURT FURTHER ORDERS that prior to the passing of its accounts, the Liquidator/Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the standard rates and charges of the Liquidator/Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.
20. THIS COURT FURTHER ORDERS that the Liquidator/Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
21. THIS COURT FURTHER ORDERS that nothing in this Order shall prevent the Liquidator/Receiver from acting as a trustee in bankruptcy of 2139911 Ontario Limited.
22. THIS COURT FURTHER ORDERS that nothing in this Order derogates from any rights that the Liquidator/Receiver may have pursuant to the applicable provisions of the Ontario Business Corporations Act.
23. THIS COURT FURTHER ORDERS that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Liquidator/Receiver from and after the making of this Order from any source

whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Liquidator/Receiver (the "Post Receivership Accounts") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Liquidator/Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

24. THIS COURT FURTHER ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Liquidator/Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

25. THIS COURT FURTHER ORDERS that the fixed costs of the Application be paid by the Respondent, James Barnett, to the Applicant in the amount of \$4,862.70.



ENTERED AT KINGSTON
UNSCRIT A KINGSTON

JUN 09 2016

IN BOOK NO. 73-21
AU REGISTRE NO.73-21

PETER VOGELZANG
Applicant

v.

JAMES BARNETT AND 2139911 ONTARIO LIMITED
Respondents

Court File No. CV-15-355

SUPERIOR COURT OF JUSTICE

Proceeding commenced at Kingston

JUDGMENT

MICHAEL A. McCUE
Barrister and Solicitor
847 Princess Street
Suite 208
Kingston, ON
K7L 1G9

Phone: 613-542-3700

Fax: 613-542-5700

Request ID: 019071559
 Transaction ID: 61404848
 Category ID: UN/E

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2016/06/15
 Time Report Produced: 13:23:53
 Page: 1

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2139911	2139911 ONTARIO LIMITED	2007/06/20
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address		Date Amalgamated
862 WOODSIDE DRIVE		NOT APPLICABLE
		Amalgamation Ind.
		NOT APPLICABLE
		New Amal. Number
		NOT APPLICABLE
		Notice Date
		NOT APPLICABLE
		Letter Date
		NOT APPLICABLE
Mailing Address		Revival Date
862 WOODSIDE DRIVE		NOT APPLICABLE
		Continuation Date
		NOT APPLICABLE
		Transferred Out Date
		NOT APPLICABLE
		Cancel/Inactive Date
		NOT APPLICABLE
		EP Licence Eff.Date
		NOT APPLICABLE
		EP Licence Term.Date
		NOT APPLICABLE
	Number of Directors	Date Commenced
	Minimum	in Ontario
	Maximum	
	00001	00010
		NOT APPLICABLE
Activity Classification		Date Ceased
NOT AVAILABLE		in Ontario
		NOT APPLICABLE

Request ID: 019071559
 Transaction ID: 61404848
 Category ID: UN/E

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2016/06/15
 Time Report Produced: 13:23:53
 Page: 2

CORPORATION PROFILE REPORT

Ontario Corp Number

2139911

Corporation Name

2139911 ONTARIO LIMITED

Corporate Name History

2139911 ONTARIO LIMITED

Effective Date

2007/06/20

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Administrator:

Name (Individual / Corporation)

JAMES
 BARNETT

Address

862 WOODSIDE DRIVE

 KINGSTON
 ONTARIO
 CANADA K7P 1T2

Date Began

2007/06/20

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

Request ID: 019071559
 Transaction ID: 61404848
 Category ID: UN/E

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2016/06/15
 Time Report Produced: 13:23:53
 Page: 3

CORPORATION PROFILE REPORT

Ontario Corp Number

2139911

Corporation Name

2139911 ONTARIO LIMITED

Administrator:

Name (Individual / Corporation)

JAMES
 BARNETT

Address

862 WOODSIDE DRIVE

 KINGSTON
 ONTARIO
 CANADA K7P 1T2

Date Began

2007/06/20

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

JAMES
 BARNETT

Address

862 WOODSIDE DRIVE

 KINGSTON
 ONTARIO
 CANADA K7P 1T2

Date Began

2007/06/20

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Request ID: 019071559
 Transaction ID: 61404848
 Category ID: UN/E

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2016/06/15
 Time Report Produced: 13:23:53
 Page: 4

CORPORATION PROFILE REPORT

Ontario Corp Number

2139911

Corporation Name

2139911 ONTARIO LIMITED

Administrator:

Name (Individual / Corporation)

JAMES
 BARNETT

Address

862 WOODSIDE DRIVE

 KINGSTON
 ONTARIO
 CANADA K7P 1T2

Date Began

2007/06/20

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

TREASURER

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

PETER
 VOGELZANG

Address

101 MAIN STREET
 BOX 160

 SEELY'S BAY
 ONTARIO
 CANADA KOH 2N0

Date Began

2007/06/20

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

Request ID: 019071559
Transaction ID: 61404848
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/06/15
Time Report Produced: 13:23:53
Page: 5

CORPORATION PROFILE REPORT

Ontario Corp Number

2139911

Corporation Name

2139911 ONTARIO LIMITED

Administrator:**Name (Individual / Corporation)**

PETER

VOGELZANG

Address101 MAIN STREET
BOX 160SEELY'S BAY
ONTARIO
CANADA KOH 2N0**Date Began**

2007/06/20

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

Request ID: 019071559
Transaction ID: 61404848
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/06/15
Time Report Produced: 13:23:53
Page: 6

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2139911

2139911 ONTARIO LIMITED

Last Document Recorded

Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2014	1C	2015/06/27 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Ministry of Government Services.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BETWEEN:

PETER VOGELZANG

Applicant

- and -

JAMES BARNETT

- and -

2139911 ONTARIO LIMITED

Respondents

C O N S E N T

BDO CANADA LIMITED, a licensed trustee in bankruptcy, hereby agrees to act as Court Appointed Receiver and Liquidator pursuant to the *Ontario Business Corporations Act* of the property, assets and undertaking of the Respondents, 2139911 Ontario Limited.

DATED at Toronto, this 30th day of May 2016.

BDO CANADA LIMITED



Name: Brian Pritchard
Title: Senior Vice-President

**IN THE MATTER OF THE RECEIVERSHIP OF
2139911 ONTARIO LIMITED
OF THE CITY OF KINGSTON,
IN THE PROVINCE OF ONTARIO**

NOTICE OF RECEIVER AND RECEIVER'S STATEMENT
(Section 245(1) and 246(1) of the *Bankruptcy and Insolvency Act*)

The Receiver gives notice and declares that:

1. On the 9th day of June, 2016, BDO Canada Limited ("BDO") was appointed Receiver by the Ontario Superior Court of Justice pursuant to a Judgement of the Honourable Madame Justice Helen Macleod-Beliveau (the "Order") for the purpose of managing the affairs of 2139911 Ontario Limited (the "Company") pending the Company's liquidation. The Order also appointed BDO as Liquidator of the Company for the purpose of winding up the Company's affairs and distributing its property.

2. The estimated property of the Company is as follows:

	<u>ESTIMATED BOOK VALUE</u>
Cash	\$ 80,000
Real Estate (Note 1)	<u>\$ 305,000 - \$ 605,000</u>
	<u>\$ 385,000 - \$ 685,000</u>

Note 1 - as estimated based on the appraised values as set out in the Affidavit of Peter Vogelzang dated August 6, 2015.

3. The Receiver has taken possession and control of the property described above, with the exception of the cash, on the 9th day of June, 2016. The Receiver understands the cash is being held in trust by the law firm of Howard Kelford & Dixon of Smith Falls, Ontario. The Receiver has contacted the law firm Howard Kelford & Dixon to take possession of the cash held in trust but has yet to receive the funds.

4. The following information relates to the receivership:

(a) Registered Office/Address/Place of Business:

862 Woodside Drive
Kingston, Ontario
K7P 1T2

(b) Principal line of business:

Land development

5. The Receiver has been appointed due to a shareholder dispute. The Receiver is not aware of any amounts owing by the Company to creditors. The Receiver is in the process of obtaining the books and records of the Company.

6. The Receiver plans to realize upon the assets by way of liquidation.



7. Contact person for Receiver: BDO Canada Limited
123 Front St. W., Suite 1100
Toronto, Ontario M5J 2M2
Attention: Mr. Matthew Marchand

Tel. No. (416) 865-0210
Fax No. (416) 865-0904
Email mmarchand@bdo.ca

DATED at Toronto, this 17th day of June, 2016

BDO CANADA LIMITED,
in its capacity as court-appointed Receiver
and Liquidator of 2139911 Ontario Limited,
and not in its personal or corporate capacity
Per:

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

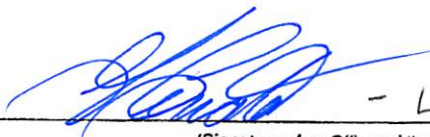
Gary Cerrato, CIRP, LIT
Vice-President

Encl.

6. This notice is filed under subsection 210 (4) of the *Business Corporation Act*. The court has appointed the above named as the liquidator(s) of the corporation.

Le présent avis est déposé conformément au paragraphe 210 (4) de la Loi sur les sociétés par actions. Le tribunal a nommé les personnes susmentionnées comme liquidateur de la société.

By/Par :



- Liquidator

(Signature of an Officer of the Corporation or the Liquidator)
(Signature d'un dirigeant de la société ou du liquidateur)

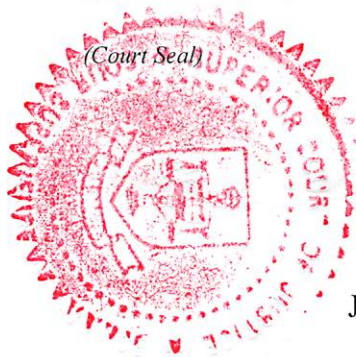


RECEIVED
CO-INTER SERVICES #7
JUL 12 2016
Retail Urices Branch

Court File No. CV-15-355-00

ONTARIO
SUPERIOR COURT OF JUSTICE

BETWEEN:



PETER VOGELZANG

Applicant

and

JAMES BARNETT and 2139911 ONTARIO LIMITED

Respondents

ORDER TO CONTINUE

On the requisition of the lawyers for BDO Canada Limited, the court-appointed Liquidator and Receiver of 2139911 Ontario Limited, and on reading the affidavit of Cristina Gagliese, filed, which indicates that on August 17, 2017, the respondent, James Barnett, passed away,

IT IS ORDERED that the proceeding continue and that the title of the proceeding in all documents issued, served or filed after the date of this Order be as follows:

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:


PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA FISHER
and 2139911 ONTARIO LIMITED

Respondents

Date September 7, 2017 Signed by  Local Registrar

Address of court office: 5 Court Street
Kingston, Ontario
K7L 2N4

A party who wishes to set aside or vary this Order must make a motion to do so forthwith after the Order comes to the party's attention.

Where a transmission of interest occurs by reason of bankruptcy, leave of the bankruptcy court may be required under section 69.4 of the *Bankruptcy and Insolvency Act* (Canada) before the proceeding may continue.

RCP-E 11A (November 1, 2005)

ENTERED AT KINGSTON
UNSCRIT A KINGSTON

SEP 07 2017

IN BOOK NO. 73-21
AU REGISTRE NO.73-21

PETER VOGELZANG
Applicant

-and- **JAMES BARNETT et al.**
Respondents

Court File No. CV-15-355-00

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
KINGSTON

ORDER TO CONTINUE

GARDINER ROBERTS LLP

Lawyers
Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 3600
Toronto ON M5H 4E3

Tim Duncan (61840S)

Tel: (416) 865-6682
tduncan@grlp.com

Tel: (416) 865-6600

Fax: (416) 865-6636

Lawyers for the Liquidator/Receiver,
BDO Canada Limited



Tim Duncan
 Direct Line: 416-865-6682
 tduncan@grllp.com
 File No.: 107080

September 15, 2017

Delivered Via Email and Regular Mail

The Estate of James Barnett, by its Executor, Melissa Fisher
 80 Waverley Street
 Ottawa ON K2P 0V2

Attention: Melissa Fisher

Dear Madam,

**Re: Peter Vogelzang v. The Estate of James Barnett, by its Executor, Melissa Fisher and 2139911 Ontario Limited
 Court File No. CV-15-355-00**

Thank you for returning my call yesterday afternoon. It was good to connect with you. I write to follow up with you to confirm the details of our conversation and discuss the status of this matter going forward.

As discussed, we are the solicitors for BDO Canada Limited, the court-appointed liquidator and receiver of 2139911 Ontario Limited. BDO was appointed by Order of the Honourable Madame Justice Helen Macleod-Beliveau, on or about June 9, 2016. Your father, James Barnett, was a director and shareholder of this company. We understood from speaking with Ms. Janis Barnett that you are acting as the estate trustee of the Estate of James Barnett, and you have since confirmed that is the case. We understand that Mr. Barnett passed away on August 17, 2017 and we also understand that he was your father. We are indeed very sorry for your loss.

During our telephone conversation, you confirmed the following: there is no lawyer retained at this time to act for your father's estate; your email address is "melissafisher2@gmail.com" and you are satisfied that we communicate via email; and your residential and mailing addressing is 80 Waverley Street, Ottawa, ON, K2P 0V2.

Prior to his death, your father was a respondent in the court application commenced by Peter Vogelzang. We have requested, and the Court has ordered, that this proceeding continue with your father's estate as the named respondent in place of your father. Accordingly, please find enclosed a copy of the Order to Continue in this matter, dated September 7, 2017, which is hereby served upon you in accordance with the *Rules of Civil Procedure*. The import of this order is that, in essence, you, as executor of your father's estate, are now a respondent on this ongoing application.

As we discussed and in accordance with its court-ordered mandate, my client has recently entered into an Agreement of Purchase and Sale to sell certain real property owned by 2139911 Ontario Limited. We will be seeking the approval of the court to do so but there is no court date planned at this time. We will forward to your attention all materials to which you are entitled as executor of your father's estate. We will also discuss with you whether you wish to attend on such motion for court approval of the sale.

GARDINER ROBERTS LLP

Bay Adelaide Centre – East Tower
 22 Adelaide Street West, Suite 3600
 Toronto, Ontario M5H 4E3
 Tel: 416.865.6600 Fax: 416.865.6636 www.grllp.com





As also discussed, we understand that your father was in possession of the books and records of 2139911 Ontario Limited. Prior to his passing, we requested that your father deliver up to the Liquidator/Receiver these books and records but he failed to do so. As such, we wish to take this opportunity to re-iterate that request to you in your capacity as the executor of your father's estate.

Finally, as we discussed, please do not hesitate to contact me should you have any questions or comments regarding this matter.

Sincerely,

Gardiner Roberts LLP

A handwritten signature in black ink, appearing to be 'T. Duncan'.

Tim Duncan
TD/ke

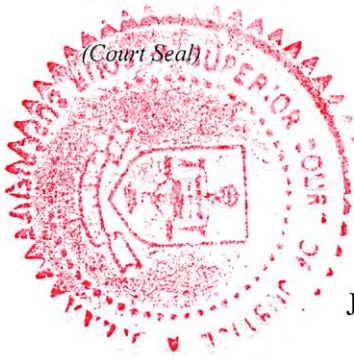
c. Gary Cerrato, Matthew Marchand

Enclosure
TORONTO: 934545\1 (107080)

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:



PETER VOGELZANG

Applicant

and

JAMES BARNETT and 2139911 ONTARIO LIMITED

Respondents

ORDER TO CONTINUE

On the requisition of the lawyers for BDO Canada Limited, the court-appointed Liquidator and Receiver of 2139911 Ontario Limited, and on reading the affidavit of Cristina Gagliese, filed, which indicates that on August 17, 2017, the respondent, James Barnett, passed away,

IT IS ORDERED that the proceeding continue and that the title of the proceeding in all documents issued, served or filed after the date of this Order be as follows:

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA FISHER
and 2139911 ONTARIO LIMITED

Respondents

Date September 7, 2017

Signed by



Local Registrar

Address of
court office: 5 Court Street
Kingston, Ontario
K7L 2N4

A party who wishes to set aside or vary this Order must make a motion to do so forthwith after the Order comes to the party's attention.

Where a transmission of interest occurs by reason of bankruptcy, leave of the bankruptcy court may be required under section 69.4 of the *Bankruptcy and Insolvency Act* (Canada) before the proceeding may continue.

RCP-E 11A (November 1, 2005)

ENTERED AT KINGSTON
UNSCRIT A KINGSTON

SEP 07 2017

IN BOOK NO. 73-21
AU REGISTRE NO.73-21

PETER VOGELZANG
Applicant

-and- **JAMES BARNETT et al.**
Respondents

Court File No. CV-15-355-00

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
KINGSTON

ORDER TO CONTINUE

GARDINER ROBERTS LLP

Lawyers
Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 3600
Toronto ON M5H 4E3

Tim Duncan (61840S)

Tel: (416) 865-6682
tduncan@grlp.com

Tel: (416) 865-6600

Fax: (416) 865-6636

Lawyers for the Liquidator/Receiver,
BDO Canada Limited

Court File No. CV-15-355-00

ONTARIO
SUPERIOR COURT OF JUSTICE

B E T W E E N:

PETER VOGELZANG

Applicant

-and-

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA FISHER and 2139911
ONTARIO LIMITED

Respondents

**CONFIDENTIAL SUPPLEMENT TO THE FIRST REPORT OF BDO
CANADA LIMITED, IN ITS CAPACITY AS COURT APPOINTED
LIQUIDATOR AND RECEIVER OF 2139911 ONTARIO LIMITED**

November 7, 2017

(Filed with Court under sealed envelope for Court consideration)

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) THURSDAY, THE 7TH
JUSTICE)
) DAY OF DECEMBER, 2017

B E T W E E N:

PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA
FISHER and 2139911 ONTARIO LIMITED

Respondents

APPROVAL AND VESTING ORDER

THIS MOTION, made by BDO Canada Limited, in its capacity as the court-appointed liquidator and receiver (the “**Liquidator/Receiver**”) of the estate and effects of 2139911 Ontario Limited (the “**Company in Liquidation**”) for an order, *inter alia*, approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale between the Liquidator/Receiver (in such capacity), as seller, and 1710070 Ontario Limited (the “**Purchaser**”), as buyer, dated September 1, 2017, as amended from time to time (collectively, the “**Sale Agreement**”), and appended to the Confidential Supplement to the First Report of BDO Canada Limited, in its capacity as Court Appointed Liquidator and Receiver of 2139911 Ontario Limited, dated November 7, 2017 (the “**Confidential Supplement**”), and vesting in the Purchaser the Company in Liquidation’s right, title and interest in and to the property and assets

described in the Sale Agreement (the “**Purchased Assets**”), was heard this day at 5 Court Street, Kingston, Ontario, K7L 2N4.

ON READING the First Report of BDO Canada Limited, in its capacity as Court Appointed Liquidator and Receiver of 2139911 Ontario Limited, dated November 7, 2017 (the “**First Report**”), the Confidential Supplement, the Notice of Motion of the Liquidator/Receiver and the Factum of the Liquidator/Receiver, filed, and on hearing the submissions of counsel for the parties:

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Liquidator/Receiver in its capacity as court-appointed liquidator and receiver of the Company in Liquidation is hereby authorized and approved, with such minor amendments as the Liquidator/Receiver may deem necessary. The Liquidator/Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.
2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Liquidator/Receiver’s certificate to the Purchaser substantially in the form attached as **Schedule “A”** hereto (the “**Liquidator/Receiver’s Certificate**”), all of the Company in Liquidation’s right, title and interest in and to the Purchased Assets described in the Sale Agreement and listed on **Schedule “B”** hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory,

or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Judgment of the Honourable Justice Helen Macleod-Beliveau, signed June 9, 2016; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule “C”** hereto (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule “D”**) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Land Titles Division of Hastings (No. 21) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the real property identified in **Schedule “B”** hereto (the “**Real Property**”) in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule “C”** hereto.
4. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Liquidator/Receiver’s Certificate all Claims and Encumbrances shall attach to the net

proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. THIS COURT ORDERS AND DIRECTS the Liquidator/Receiver to file with the Registrar of this Court a copy of the Liquidator/Receiver's Certificate, forthwith after delivery thereof.
6. THIS COURT ORDERS that the Liquidator/Receiver may pay from the proceeds of sale all transaction or other costs including commissions payable and outstanding municipal and other taxes;
7. THIS COURT ORDERS that, notwithstanding:
 - (a) the pendency of these proceedings;
 - (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Company in Liquidation and any bankruptcy order issued pursuant to any such applications; and
 - (c) any assignment in bankruptcy made in respect of the Company in Liquidation;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Company in Liquidation and shall not be void or voidable by creditors of the Company in Liquidation,

nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. THIS COURT ORDERS THAT the Confidential Supplement to the First Report and its Confidential Appendices filed herein and the exhibits therein, including the Sale Agreement, referred to in the First Report of the Receiver, shall be placed separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and that the sealed envelope shall not be opened until no earlier than 30 days after successful closing as evidenced by the filing of the Liquidator/Receiver's Certificate as referred to above or further order of this Honourable Court;
9. THIS COURT ORDERS that the activities of the Liquidator/Receiver to date, as set out in the First Report, are hereby approved.
10. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Liquidator/Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator/Receiver, as an officer of this Court, as may be necessary or desirable to give

effect to this Order or to assist the Liquidator/Receiver and its agents in carrying out the terms of this Order.

Schedule “A” - Form of Liquidator/Receiver’s Certificate

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA
FISHER and 2139911 ONTARIO LIMITED

Respondents

LIQUIDATOR/RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to the Order of the Honourable Justice Helen Macleod-Beliveau of the Ontario Superior Court of Justice (the “**Court**”) signed June 9, 2016, BDO Canada Limited was appointed as the liquidator and receiver (the “**Liquidator/Receiver**”) of the estate and effects of 2139911 Ontario Limited (the “**Company in Liquidation**”).

B. Pursuant to an Order of the Court dated December 7, 2017, the Court approved the agreement of purchase and sale made as of September 1, 2017, as amended from time to time (collectively, the “**Sale Agreement**”) between the Liquidator/Receiver, in its capacity as court-appointed liquidator and receiver of the Company in Liquidation, and 1710070 Ontario Limited (the “**Purchaser**”) and provided, *inter alia*, for the vesting in the Purchaser of the Company in Liquidation’s right, title and interest in and to the property described in and subject to the Sale Agreement (the “**Purchased Assets**”), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Liquidator/Receiver to the Purchaser of a certificate

confirming: (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to closing as set out in sections 2 and 6 of Schedule B of the Sale Agreement have been satisfied or waived by the Liquidator/Receiver and the Purchaser, as applicable; and (iii) the transaction of purchase and sale contemplated by the Sale Agreement (the “**Transaction**”) has been completed to the satisfaction of the Liquidator/Receiver.

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

THE LIQUIDATOR/RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Liquidator/Receiver has received the Purchase Price for the Purchased Assets payable on the Completion Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in sections 2 and 6 of Schedule B of the Sale Agreement have been satisfied or waived by the Liquidator/Receiver and the Purchaser, as applicable; and
3. The Transaction has been completed to the satisfaction of the Liquidator/Receiver.
4. This Certificate was delivered by the Liquidator/Receiver at _____ on the ____ day of _____, 2017.

**BDO Canada Limited, in its capacity as Liquidator and
Receiver of the estate and effects of 2139911 Ontario
Limited, and not in its personal capacity**

Per:

Name: Gary Cerrato
Title: Vice President

Schedule “B” - Purchased Assets

All of the right, title and interest, if any, of 2139911 Ontario Limited in and to the “property” as defined in Schedule A of the Sale Agreement, being the lands and premises legally described and municipally known as follows:

PIN 40397-0154 (LT)	
Thumbnail Description	MERCIA ST PL 240 MURRAY (AKA HOWCUTT ST & AKA DIXON DR) (CLOSED BY BY-LAW QR640809) PT 2 PLAN 1749; S/T EASEMENT IN GROSS PT 2 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0162 (LT)	
Thumbnail Description	PT OF HASTINGS ST PL 255 MURRAY (CLOSED BY QR260906) AKA DIXON DR, PT 4 21R22860; QUINTE WEST, COUNTY OF HASTINGS
PIN 40397-0165 (LT)	
Thumbnail Description	PT PARKLT 2-3 PL 232 MURRAY; PT LT 6 NE/S MARMORA ST, 7 NE/S MARMORA ST, 8 NE/S MARMORA ST, 6 SW/S MERCIA ST, 7 SW/S MERCIA ST, PL 240 MURRAY PT 5 21R19639; EXCEPT PT 1 21R22860; S/T EASEMENT IN GROSS PT 1 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0171 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PT 6 21R19639; EXCEPT PT 3 21R22860 & PT 2 21R24129; S/T EASEMENT IN GROSS OVER PTS 3 & 4 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
PIN 40397-0172 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PTS 6 & 7 21R19639; EXCEPT PT 2 21R24129; QUINTE WEST; COUNTY OF HASTINGS

Schedule “C” - Claims to be deleted and expunged from title to Real Property

None

Schedule “D” – Permitted Encumbrances, Easements and Restrictive Covenants related to the Purchased Assets

(unaffected by the Vesting Order)

GENERAL

1. Encumbrances for real property taxes (which term includes charges, rates and assessments, and other governmental charges or levies) or charges for electricity, power, gas, water and other services and utilities in connection with any of the Real Property that have accrued but are not yet due and owing or, if due and owing, are adjusted for pursuant to the provisions of the Sale Agreement.
2. Registered easements, rights-of-way, restrictive covenants and servitudes and other similar rights in land granted to, reserved or taken by any Governmental Authority or public utility; or any registered subdivision, development, servicing, site plan or other similar agreement with any Governmental Authority or public utility.
3. Facility sharing, cost sharing, tunnel, pedway, servicing, parking, reciprocal and other similar agreements with neighbouring landowners and/or Governmental Authorities.
4. Restrictive covenants, private deed restrictions, and other similar land use controls or agreements.
5. Encroachments by any of the Real Property over neighbouring lands and encroachments over any of the Real Property by improvements of neighbouring landowners.
6. Any subsisting reservations, limitations, provisos, conditions or exceptions contained in the original grants of the Real Property from the Crown.
7. Any rights of expropriation, access, use or any other right conferred or reserved by or in any statute of Canada or the Province of Ontario.
8. The provisions of Applicable Laws, including by-laws, regulations, ordinances and similar instruments relating to development and zoning.
9. Any title defects, irregularities, easements, servitudes, encroachments, rights-of-way or other discrepancies in title or possession relating to any of the Purchased Assets.
10. Any title defects, irregularities or reservations in respect of any of the Purchased Assets.
11. The exceptions and qualifications to title found in Section 44(1) of the Land Titles Act.
12. Other than the Instruments set out in **Schedule “C”**, all encumbrances, rights, interests, claims, and matters whatsoever relating to or affecting the Purchased Assets, including without limitation those accepted by Purchaser pursuant to the Sale Agreement.

Where used above in this **Schedule “D”** the following terms have the following meanings:

“**Applicable Laws**” means all statutes, laws, by-laws, regulations, codes, directives, policies, guidelines, procedures, ordinances and orders of any Governmental Authorities or other public authority having jurisdiction and includes without limitation the *Personal Information Protection and Electronic Documents Act* (Canada) as well as any existing and/or future provincial legislation of similar effect, all Environmental Laws and the *Smoke Free Ontario Act*;

“**Environmental Laws**” means all present and future statutes, laws, by-laws, regulations, rules, directives, guidelines, policies, interpretations, decisions, ordinances, approvals, consents, licenses, permits and orders of Governmental Authorities or other public authorities having jurisdiction relating to or in connection with the environment or the protection or regulation of the environment, including, without limitation, the *Environmental Protection Act*, R.S.O. 1990, c. E. 19, as amended; and

“**Governmental Authority**” means any government, regulatory authority, government department, agency, commission, board, tribunal or court having jurisdiction on behalf of any nation, province or state or other subdivision thereof or any municipality, district or other subdivision thereof, and includes, without limitation, the Ontario Ministry of the Environment and the Technical Standards and Safety Authority.

SPECIFIC

PIN 40397-0154 (LT)	
Thumbnail Description	MERCIA ST PL 240 MURRAY (AKA HOWCUTT ST & AKA DIXON DR) (CLOSED BY BY-LAW QR640809) PT 2 PLAN 1749; S/T EASEMENT IN GROSS PT 2 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
Registrations	<ol style="list-style-type: none"> 1) Instrument No. PL1749 Registration Date: 1967/02/13 PLAN MISCELLANEOUS 2) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS 3) Instrument No. 21R22094 Registration Date: 2006/11/08 PLAN REFERENCE 4) Instrument No. HT34354 Registration Date: 2007/06/29 TRANSFER EASEMENT PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA

	<p>PARTIES TO: HYDRO ONE NETWORKS INC.</p> <p>5) Instrument No. HT36186 Registration Date: 2007/07/31 TRANSFER PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: 2139911 ONTARIO LIMITED</p> <p>6) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>
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PIN 40397-0162 (LT)	
Thumbnail Description	PT OF HASTINGS ST PL 255 MURRAY (CLOSED BY QR260906) AKA DIXON DR, PT 4 21R22860; QUINTE WEST, COUNTY OF HASTINGS
Registrations	<p>1) Instrument No. PL255 Registration Date: 1886/11/09 PLAN SUBDIVISION</p> <p>2) Instrument No. QR260906 Registration Date: 1978/10/17 BYLAW</p> <p>3) Instrument No. 21R14361 Registration Date: 1991/04/30 PLAN REFERENCE</p> <p>4) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS</p> <p>5) Instrument No. 21R22860 Registration Date: 2009/01/16 PLAN REFERENCE</p> <p>6) Instrument No. HT102133 Registration Date: 2011/03/18 TRANSFER PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST PARTIES TO: 2139911 ONTARIO LIMITED</p>

	<p>7) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>
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PIN 40397-0165 (LT)	
Thumbnail Description	PT PARKLT 2-3 PL 232 MURRAY; PT LT 6 NE/S MARMORA ST, 7 NE/S MARMORA ST, 8 NE/S MARMORA ST, 6 SW/S MERCIA ST, 7 SW/S MERCIA ST, PL 240 MURRAY PT 5 21R19639; EXCEPT PT 1 21R22860; S/T EASEMENT IN GROSS PT 1 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
Registrations	<p>1) Instrument No. PL1749 Registration Date: 1967/02/13 PLAN MISCELLANEOUS</p> <p>2) Instrument No. PL1750 Registration Date: 1967/02/13 PLAN MISCELLANEOUS</p> <p>3) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS</p> <p>4) Instrument No. 21R19639 Registration Date: 2000/10/02 PLAN REFERENCE</p> <p>5) Instrument No. 21R22094 Registration Date: 2006/11/08 PLAN REFERENCE</p> <p>6) Instrument No. HT34354 Registration Date: 2007/06/29 TRANSFER EASEMENT PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: HYDRO ONE NETWORKS INC.</p> <p>7) Instrument No. HT36186 Registration Date: 2007/07/31 TRANSFER</p>

	<p>PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: 2139911 ONTARIO LIMITED</p> <p>8) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>
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PIN 40397-0171 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PT 6 21R19639; EXCEPT PT 3 21R22860 & PT 2 21R24129; S/T EASEMENT IN GROSS OVER PTS 3 & 4 21R22094 AS IN HT34354; QUINTE WEST; COUNTY OF HASTINGS
Registrations	<p>1) Instrument No. PL1750 Registration Date: 1967/02/13 PLAN MISCELLANEOUS</p> <p>2) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS</p> <p>3) Instrument No. 21R19639 Registration Date: 2000/10/02 PLAN REFERENCE</p> <p>4) Instrument No. 21R22094 Registration Date: 2006/11/08 PLAN REFERENCE</p> <p>5) Instrument No. HT34354 Registration Date: 2007/06/29 TRANSFER EASEMENT PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: HYDRO ONE NETWORKS INC.</p> <p>6) Instrument No. HT36186 Registration Date: 2007/07/31 TRANSFER PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA</p>

	<p>PARTIES TO: 2139911 ONTARIO LIMITED</p> <p>7) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>
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PIN 40397-0172 (LT)	
Thumbnail Description	PT PARKLT 3 PL 232 & PT LTS 54, 55, 71, 72, 74 PL 255 MURRAY PTS 6 & 7 21R19639; EXCEPT PT 2 21R24129; QUINTE WEST; COUNTY OF HASTINGS
Registrations	<p>1) Instrument No. PL1750 Registration Date: 1967/02/13 PLAN MISCELLANEOUS</p> <p>2) Instrument No. QR548568 Registration Date: 1997/10/29 NOTICE REMARKS: AIRPORT ZONING REGULATIONS</p> <p>3) Instrument No. 21R19639 Registration Date: 2000/10/02 PLAN REFERENCE</p> <p>4) Instrument No. HT36186 Registration Date: 2007/07/31 TRANSFER PARTIES FROM: COLLINS, JOHN CHARLES MORRA, ANTONIETTA PARTIES TO: 2139911 ONTARIO LIMITED</p> <p>5) Instrument No. HT103605 Registration Date: 2011/04/19 NOTICE PARTIES FROM: THE CORPORATION OF THE CITY OF QUINTE WEST</p>

PETER VOGELZANG

Applicant

-and-

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR,
MELISSA FISHER et al.
Respondents

Court File No. CV-15-355-00

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT
KINGSTON

APPROVAL AND VESTING ORDER

GARDINER ROBERTS LLP

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Lawyers for the Liquidator/Receiver,
BDO Canada Limited

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) THURSDAY, THE 7TH
JUSTICE)
) DAY OF DECEMBER, 2017

B E T W E E N:

PETER VOGELZANG

Applicant

and

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR, MELISSA
FISHER and 2139911 ONTARIO LIMITED

Respondents

ORDER

THIS MOTION, made by BDO Canada Limited, in its capacity as the court-appointed liquidator and receiver of the estate and effects of 2139911 Ontario Limited for an order amending the date of the Judgment of the Honourable Justice Helen Macleod-Beliveau, was heard this day at 5 Court Street, Kingston, Ontario, K7L 2N4.

ON READING the First Report of BDO Canada Limited, in its capacity as Court Appointed Liquidator and Receiver of 2139911 Ontario Limited, dated November 7, 2017, the Notice of Motion of the Liquidator/Receiver and the Factum of the Liquidator/Receiver, filed, and on hearing the submissions of counsel for the parties:

1. THIS COURT ORDERS that the Judgment of Justice Helen Macleod-Beliveau dated March 3, 2016, shall be varied with respect to its date and the following substituted therefore: "THURSDAY, THE 9TH DAY OF JUNE, 2016."
-

PETER VOGELZANG

Applicant

-and-

THE ESTATE OF JAMES BARNETT, BY ITS EXECUTOR,
MELISSA FISHER et al.
Respondents

Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
KINGSTON

ORDER

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Court File No. CV-15-355-00

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
KINGSTON

**MOTION RECORD OF THE COURT-APPOINTED
LIQUIDATOR/RECEIVER, BDO CANADA LIMITED**

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