



Court File No. CV-24-00727540-00CL

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

THE HONOURABLE) MONDAY, THE 5TH
)
JUSTICE STEELE) DAY OF MAY, 2025

B E T W E E N:

BANK OF MONTREAL

Applicant

- and -

**1000000152 ONTARIO INC., 2661656 ONTARIO INC., 2485238 ONTARIO INC.,
1000098231 ONTARIO INC., PETER GEE, and KIM NGUYEN aka BACH KIM
NGUYEN**

Respondents

**ORDER
(Sale Process Approval)**

THIS MOTION, by BDO Canada Limited, in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of all of the assets, undertakings and properties of 1000000152 Ontario Inc., 2661656 Ontario Inc., 2485238 Ontario Inc., and 1000098231 Ontario Inc. (the “**Debtors**”) acquired for, or used in relation to a business carried on by the Debtors for an order, among other things, (i) approving the Sale Process (defined below) described in the First Report of the Receiver dated April 29, 2025 (the “**First Report**”); (ii) approving the listing agreement between the Receiver and Royal LePage RCR Realty (the “**Listing Agreement**”); (iii) sealing the confidential appendices to the First Report; (iv) approving the First Report, the Supplementary Report (defined below) and Receiver’s actions

and activities therein; (v) approving the fees and disbursements of the Receiver and its counsel; and (vi) approving the Receiver's interim statement of receipts and disbursements, was heard this day by judicial videoconference via Zoom at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Receiver, including (i) the First Report, (ii) the supplement to the first report of the Receiver dated May 4, 2025 (the "**Supplementary Report**"), (iii) the affidavits of the Receiver and its counsel as to fees appended to the First Report (collectively, the "**Fee Affidavits**"), and (iv) the proposed form of Listing Agreement, and on hearing the submissions of counsel for the Receiver, such other counsel as were present, no one else appearing although properly served as appears from the affidavits of service, sworn and filed:

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the First Report.

SALE PROCESS AND LISTING AGREEMENT APPROVAL

3. **THIS COURT ORDERS** that the Receiver's marketing and sale process for the Real Property described in the First Report including, without limitation, the communication to the occupants of the Real Property in connection therewith, together with any

amendments thereto deemed necessary and appropriate by the Receiver (the “**Sale Process**”), be and is hereby approved.

4. **THIS COURT ORDERS** that the Receiver is authorized and directed to take such steps as it deems necessary or advisable to carry out and perform its obligations under the Sale Process.
5. **THIS COURT ORDERS** that the the Listing Agreement is hereby approved and the execution of the Listing Agreement by the Receiver is hereby approved, authorized and ratified, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable to give effect to the Listing Agreement and the actions contemplated therein. Subject to the provisions of this Order, the Receiver is authorized and directed to take any and all actions as may be necessary or desirable to implement the Listing Agreement.
6. **THIS COURT ORDERS** that the Receiver, and Royal LePage RCR Realty, and each of their affiliates, partners, directors, officers, employees, legal advisors, representatives, agents and controlling persons shall have no liability with respect to any and all losses, claims, damages or liabilities of any nature or kind, to any person in connection with or as a result of the Receiver and/or Royal LePage RCR Realty in performing its duties under the Sale Process, except to the extent such losses, claims, damages or liabilities arise or result from the gross negligence or wilful misconduct of the Receiver and/or Royal LePage RCR Realty in performing its obligations under the Sale Process as determined by this Court.

REGULATORY COMPLIANCE

7. **THIS COURT ORDERS** that the Receiver and its counsel be and are hereby authorized but not obligated, to serve or distribute this Order, any other materials, orders, communication, correspondence or other information as may be necessary or desirable in connection with the Sale Process to any or interested party that the Receiver considers appropriate. For greater certainty, any such distribution, communication or correspondence shall be deemed to be in satisfaction of a legal or juridical obligation, and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 81000-2-175 (SOR/DORS).

8. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, S.C. 2000, c. 5, as amended, the Receiver is hereby authorized and permitted to disclose and transfer to each potential bidder (collectively, the “**Bidders**”) and to their advisors, if requested by such Bidders, personal information of identifiable individuals, but only to the extent desirable or required to negotiate or attempt to complete a sale of the Real Property (“**Sale**”), as determined by the Receiver. Each Bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The Successful Bidder(s) shall maintain and protect the privacy of such information and, upon closing of the transaction contemplated in the Successful Bid(s), shall be entitled to use the personal information provided to it that is related to the Real Property acquired pursuant to the Sale in a manner which is in all material respects identical to the prior use

of such information by the Applicant, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

SEALING CONFIDENTIAL APPENDICES

9. **THIS COURT ORDERS** that the confidential appendices to the First Report (the “**Confidential Appendices**”), shall be sealed, kept confidential, and shall not form part of the public record, but rather shall be placed separate and apart from all the other contents of the Court File in a separately sealed envelope on which is affixed a notice setting out the title of these proceedings and a statement that the contents are subject to a sealing order.
10. **THIS COURT ORDERS** that the Confidential Appendices shall remain sealed until completion of a court-approved sale of the Real Property, or upon further order of this Court.

APPROVAL OF FIRST REPORT, ACTIONS & FEES

11. **THIS COURT ORDERS** that the First Report, the Supplementary Report and the actions, activities and conduct of the Receiver described therein be and are hereby approved; provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize such approval in any way.
12. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the First Report and the Fee Affidavits, be and are hereby approved.

APPROVAL OF INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS

13. **THIS COURT ORDERS** that the Receiver's Interim Statement of Receipts and Disbursements as detailed in the First Report, be and are hereby approved.

GENERAL

14. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having having jurisdiction in Canada to give effect to this Order and to assist the 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.
15. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Toronto time) on the date of this Order without the need for entry or filing.

**Jana
Steele** Digitally signed
by Jana Steele
Date: 2025.05.05
16:53:51 -04'00'

BANK OF MONTREAL
Applicant

-and-

1000000152 ONTARIO INC., et al.
Respondents

Court File No. CV-24-00727540-00CL

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

PROCEEDING COMMENCED AT TORONTO

**ORDER
(Sale Process Approval)**

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Lawyers for BDO Canada Limited, in its capacity as Court-
appointed Receiver