

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

THE HONOURABLE MR.) TUESDAY, THE 6th
)
JUSTICE KOEHNEN) DAY OF OCTOBER, 2020
)

IN THE MATTER OF SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED, SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990 C. C.43, AS AMENDED, AND SECTION 68 OF THE *CONSTRUCTION ACT*, R.S.O. 1990, C. 30

B E T W E E N:

(Court Seal)

C & K MORTGAGE SERVICES INC.

Applicant

- and -

CAMILLA COURT HOMES INC. and ELITE HOMES INC.

Respondents

APPROVAL AND VESTING ORDER

THIS MOTION, made by Rosen Goldberg Inc. in its capacity as the Court-appointed receiver and trustee (the “**Receiver**”) of, among other things, the lands and premises municipally known as 180 Mateo Place, Mississauga, Ontario and legally described in Schedule A hereto (the “**Property**”), and all proceeds thereof, for an order approving the sale transaction (the “**Transaction**”) contemplated in the Offer to Purchase made by Janak Bhawnani and Sharmila Bhawnani (the “**Purchasers**”) on September 10, 2020 and accepted by the Receiver on

September 11, 2020 (the “**Sale Agreement**”) and appended to the Second Report of the Receiver dated October 2, 2020, and vesting in the Purchasers all of the right, title and interest of the Respondents Camilla Court Homes Inc. and Elite Homes Inc. (collectively, the “**Debtors**”) in and to the Property, was heard this day by judicial video conference due to the COVID-19 pandemic.

ON READING the Second Report of the Receiver dated October 2, 2020 and on hearing the submissions of counsel for the Receiver, independent counsel for the Receiver, counsel for Via Trim & Doors Inc., counsel for Ultra Roofing 1 Inc., counsel for 2078644 Ontario Inc., counsel for Jereemy Tan, no one appearing for any other person on the service list, although served as appears from the affidavit of Janet Nairne sworn October 2, 2020, filed:

1. THIS COURT ORDERS that that the time for service of the Receiver’s Notice of Motion and 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 AND DECLARES that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, 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 for the completion of the Transaction and for the conveyance of the Property to the Purchasers, as joint tenants.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver’s certificate to the Purchasers substantially in the form attached as Schedule B hereto (the “**Receiver’s Certificate**”), all of right, title and interest of the Debtors in and to the Property, shall vest absolutely in the Purchasers, as joint tenants, 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 Order of the Honourable Justice Conway dated July 2, 2020; (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 hereto) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Property are hereby expunged and discharged as against the Property.

4. THIS COURT ORDERS that upon the registration in Land Registry Office for the Land Titles Division of Mississauga (No. 43) of an Application for Vesting Order in the form prescribed by the *Land Titles Act*, the Land Registrar is hereby directed to enter the Purchasers, as joint tenants, as the owners of the Property in fee simple, and is hereby directed to delete and expunge from title to the Property all of the Claims listed in Schedule C hereto.

5. THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a copy of the Receiver’s Certificate, forthwith after delivery thereof.

6. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Property shall stand in the place and stead of the Property, and that from and after the delivery of the Receiver’s Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Property with the same priority as they had with respect to the Property immediately prior to the sale, as if the Property had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

7. THIS COURT ORDERS that, notwithstanding:

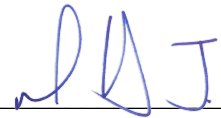
- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Debtors;

the vesting of the Property in the Purchasers, as joint tenants, pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the Debtors and

shall not be void or voidable by creditors of any of the Debtors, 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 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 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.

9. THIS COURT ORDERS that that notwithstanding Rule 59.05, this Order is effective from the date that it is made, and is enforceable without any need for entry and filing. In accordance with Rule 77.07(6) and 1.04, no formal order need be entered and filed unless an appeal or a motion for leave to appeal is brought to an appellate court. Any party may nonetheless submit a formal order for original signing, entry and filing when the Court returns to regular operations.



Schedule A – Property

Legal Description

PT BLK A, PL A27, DES PTS 4, 15, 20 & 21, PL 43R35816; SUBJECT TO AN EASEMENT IN GROSS OVER PARTS 20 & 21, PL 43R35816 AS IN PR2477172; SUBJECT TO AN EASEMENT IN GROSS AS IN PR1987587; SUBJECT TO AN EASEMENT AS IN PR2057203; SUBJECT TO AN EASEMENT AS IN PR2640845; TOGETHER WITH AN UNDIVIDED COMMON INTEREST IN PEEL COMMON ELEMENTS CONDOMINIUM CORPORATION NO. 1017; TOGETHER WITH AN EASEMENT OVER PART BLOCK A, PLAN A27, DESIGNATED AS PARTS 1, 22, 23 & 24, PLAN 43R35816 AS IN PR3130176; SUBJECT TO AN EASEMENT OVER PARTS 15 & 21, PLAN 43R35816 IN FAVOUR OF LOT 1, PLAN 846, DESIGNATED AS PARTS 1 & 2, PLAN 43R37562 AS IN PR3130488; SUBJECT TO AN EASEMENT OVER PARTS 2 TO 21 & 26 & 27, PLAN 43R35816 IN FAVOUR OF PART OF BLOCK A. PLAN A27, DESIGNATED AS PARTS 25, 28 & 29, PLAN 43R35816 AS IN PR3155396; SUBJECT TO AN EASEMENT OVER PARTS 15 & 21, 43R35816 IN FAVOUR OF PARTS 1 & 2, 43R37562 AS IN PR3671552; CITY OF MISSISSAUGA

PIN 13348-0589 (LT)

Schedule B – Form of Receiver’s Certificate

Court File No. CV-20-00643021-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N:

THE MATTER OF SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED, SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990 C. C.43, AS AMENDED, AND SECTION 68 OF THE *CONSTRUCTION ACT*, R.S.O. 1990, C. 30

B E T W E E N:

(Court Seal)

C & K MORTGAGE SERVICES INC.

Applicant

- and -

CAMILLA COURT HOMES INC. and ELITE HOMES INC.

Respondents

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Conway of the Ontario Superior Court of Justice (the “**Court**”) dated July 2, 2020, Rosen Goldberg Inc. was appointed as receiver, pursuant to section 243(1) of the *Bankruptcy and Insolvency Act* and section 101 of the *Courts of Justice Act*, and trustee, pursuant to section 68 of the *Construction Act* (in such capacities, collectively, the “**Receiver**”), without security, of all the assets, undertakings and properties of the Respondents Camilla Court Homes Inc. and Elite Homes Inc. (collectively, the “**Debtors**”) acquired for, or used in relation to a business carried on by the Debtors, including the lands and

premises municipally known as 180 Mateo Place, Mississauga, Ontario and 2371 Camilla Road, Mississauga, Ontario and all proceeds thereof.

B. Pursuant to an Order of the Court dated October 6, 2020, the Court approved the transaction (the “**Transaction**”) contemplated in the Offer to Purchase made by Janak Bhawnani and Sharmila Bhawnani (the “**Purchasers**”) on September 10, 2020 and accepted by the Receiver on September 11, 2020 (the “**Sale Agreement**”) and provided for the vesting in the Purchasers all of the Debtors’ right, title and interest in and to the real property municipally known as 180 Mateo Place, Mississauga, Ontario, described more particularly in the Sale Agreement (the “**Property**”), which vesting is to be effective with respect to the Property upon the delivery by the Receiver to the Purchasers of a certificate confirming (i) the payment by the Purchasers of the Purchase Price for the Property; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchasers; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Purchasers have paid and the Receiver has received the Purchase Price for the Property payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchasers; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ [TIME] on _____, 2020.

**Rosen Goldberg Inc., in its capacity as
Receiver of the Property, and not in its
personal capacity**

Per: _____

Name: Brahm Rosen

Title: President

Schedule C – Claims to be deleted and expunged from title to Real Property

REGISTRATIONS TO BE DELETED

| REG. NUM. | DATE | INSTRUMENT TYPE | AMOUNT | PARTIES FROM | PARTIES TO |
|------------------|-------------|------------------------|---------------|--|---------------------------------|
| PR2940841 | 2016/06/30 | CHARGE | \$920,000 | CAMILLA COURT HOMES INC. | ZOOM CREDITMAY INC. |
| PR2940842 | 2016/06/30 | NO ASSGN RENT GEN | | CAMILLA COURT HOMES INC. | ZOOM CREDITMAY INC. |
| PR3052681 | 2016/12/22 | POSTPONEMENT | | ZOOM CREDITMAY INC. | FIRM CAPITAL MORTGAGE FUND INC. |
| PR3202137 | 2017/09/15 | NOTICE | \$2 | CAMILLA COURT HOMES INC. ELITE HOMES INC. | ZOOM CREDITMAY INC. |
| PR3409284 | 2018/11/16 | TRANSFER OF CHARGE | | ZOOM CREDITMAY INC. | BILWANI, SHAZAD |
| PR3409285 | 2018/11/16 | NOTICE | \$1 | CAMILLA COURT HOMES INC. | BILWANI, SHAZAD |
| PR3409292 | 2018/11/16 | CHARGE | \$5,800,000 | CAMILLA COURT HOMES INC. ELITE HOMES INC. | C & K MORTGAGE SERVICES INC. |
| PR3409293 | 2018/11/16 | NO ASSGN RENT GEN | | CAMILLA COURT HOMES INC. ELITE HOMES INC. | C & K MORTGAGE SERVICES INC. |
| PR3409324 | 2018/11/16 | POSTPONEMENT | | BILWANI, SHAZAD | C & K MORTGAGE SERVICES INC. |
| PR3644457 | 2020/04/28 | CONSTRUCTION LIEN | \$70,372 | VIA TRIM & DOORS INC. | |
| PR3664130 | 2020/06/15 | CERTIFICATE | | VIA TRIM & DOORS INC. | |
| PR3670944 | 2020/06/30 | CONSTRUCTION LIEN | \$57,376 | DAVCO DRYWALL SYSTEMS INC. | |
| PR3677687 | 2020/07/20 | CONSTRUCTION LIEN | \$29,832 | ULTRA ROOFING 1 INC. | |
| PR3692824 | 2020/08/26 | CONSTRUCTION LIEN | \$54,257 | 2078644 ONTARIO INC. | |
| PR3707147 | 2020/09/25 | CERTIFICATE | | 2078644 ONTARIO INC. | |
| PR3713157 | 2020/10/06 | CERTIFICATE | | ULTRA ROOFING 1 INC. | CAMILLA COURT HOMES INC. |

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property**

(unaffected by the Vesting Order)

| REG. NUM. | DATE | INSTRUMENT TYPE | AMOUNT | PARTIES FROM | PARTIES TO |
|------------------|-------------|------------------------|---------------|---|--|
| PR1987587 | 2011/04/12 | TRANSFER EASEMENT | \$2 | DI BLASIO, ADINA DIBLASIO, ANTONIO VITALI, CHRISTOPHER PASQUALE XHAFERRI, ALBANA XHAFERRI, LUAN | ENERSOURCE HYDRO MISSISSAUGA INC. |
| PR1987593 | 2011/04/12 | NOTICE | \$2 | DI BLASIO, ADINA DIBLASIO, ANTONIO VITALI, CHRISTOPHER PASQUALE XHAFERRI, ALBANA XHAFERRI, LUAN | THE CORPORATION OF THE CITY OF MISSISSAUGA |
| PR198566 | 2011/04/15 | NOTICE | \$2 | DI BLASIO, ADINA DIBLASIO, ANTONIO VITALI, CHRISTOPHER PASQUALE XHAFERRI, ALBANA XHAFERRI, LUAN | THE CORPORATION OF THE CITY OF MISSISSAUGA |
| PR2057203 | 2011/08/17 | TRANSFER EASEMENT | \$2 | XHAFERRI, ALBANA XHAFERRI, LUAN VITALI, CHRISTOPHER PASQUALE DI BLASIO, ADINA DIBLASIO, ANTONIO | ROGERS COMMUNICATIONS INC. |
| PR2477172 | 2013/12/13 | TRANSFER EASEMENT | \$2 | VITALI, CHRISTOPHER | THE CORPORATION OF THE CITY OF |

| REG. NUM. | DATE | INSTRUMENT TYPE | AMOUNT | PARTIES FROM | PARTIES TO |
|-----------|------------|--------------------|-------------|--|--|
| | | | | PASQUALE | MISSISSAUGA |
| 43R35816 | 2014/03/03 | PLAN REFERENCE | | | |
| PR2603640 | 2014/09/23 | BYLAW | | THE CORPORATION OF THE CITY OF MISSISSAUGA | |
| 43R36245 | 2014/11/19 | PLAN REFERENCE | | | |
| PR2633484 | 2014/11/19 | APL ABSOLUTE TITLE | | VITALI, CHRISTOPHER PASQUALE | |
| PR2640845 | 2014/12/01 | TRANSFER EASEMENT | \$2 | VITALI, CHRISTOPHER PASQUALE | ENBRIDGE GAS DISTRIBUTION INC. |
| PR2697676 | 2015/04/14 | NOTICE | \$2 | VITALI, CHRISTOPHER PASQUALE XHAFERRI, LUAN XHAFERRI, ALBANA | THE CORPORATION OF THE CITY OF MISSISSAUGA |
| PR2697679 | 2015/04/14 | NOTICE | \$2 | VITALI, CHRISTOPHER PASQUALE XHAFERRI, LUAN XHAFERRI, ALBANA | THE CORPORATION OF THE CITY OF MISSISSAUGA |
| PR2714127 | 2015/05/20 | NOTICE | \$2 | THE REGIONAL MUNICIPALITY OF PEEL | |
| PR2732610 | 2015/06/22 | TRANSFER | \$2 | VITALI, CHRISTOPHER PASQUALE | VITALI, CHRISTOPHER PASQUALE |
| PR2798752 | 2015/10/06 | TRANSFER | \$3,955,000 | VITALI, CHRISTOPHER PASQUALE | CAMILLA COURT HOMES INC. |
| PR3130177 | 2017/05/19 | APL ANNEX REST COV | | XHAFERRI, ALBANA XHAFERRI, LUAN CAMILLA COURT HOMES INC. | |

| REG. NUM. | DATE | INSTRUMENT TYPE | AMOUNT | PARTIES FROM | PARTIES TO |
|------------------|-------------|------------------------|---------------|--|--|
| PR3130488 | 2017/05/19 | TRANSFER EASEMENT | \$2 | XHAFERRI, ALBANA XHAFERRI, LUAN CAMILLA COURT HOMES INC. | GOLDEN TOWN COMPANY LIMITED |
| PCP1017 | 2017/06/29 | CE CONDO PLN | | | |
| PR3155396 | 2017/06/29 | CONDO DECLARATION | | CAMILLA COURT HOMES INC. | |
| PR3164498 | 2017/07/14 | CONDO BYLAW/98 | | PEEL COMMON ELEMENTS CONDOMINIUM CORPORATION NO. 1017 | |
| PR3164499 | 2017/07/14 | CONDO BYLAW/98 | | PEEL COMMON ELEMENTS CONDOMINIUM CORPORATION NO. 1017 | |
| PR3164500 | 2017/07/14 | NOTICE | \$2 | XHAFERRI, LUAN XHAFERRI, ALBANA CAMILLA COURT HOMES INC | THE CORPORATION OF THE CITY OF MISSISSAUGA |
| PR3671552 | 2020/07/02 | APL AMEND ORDER | | ONTARIO SUPERIOR COURT OF JUSTICE, BRAMPTON | GOLDEN TOWN COMPANY LIMITED |
| PR3671684 | 2020/07/03 | APL COURT ORDER | | ONTARIO SUPERIOR COURT OF JUSTICE | ROSEN GOLDBERG INC. |

C & K MORTGAGE SERVICES INC.
Applicant

-and- **CAMILLA COURT HOMES INC. et al**
Respondents

Court File No. CV-20-00643021-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

APPROVAL AND VESTING ORDER

DICKINSON WRIGHT LLP

Barristers & Solicitors
199 Bay Street
Suite 2200, P.O. Box 447
Commerce Court Postal Station
Toronto, Ontario, M5L 1G4

DAVID P. PREGER (36870L)

Email: DPreger@dickinsonwright.com
Tel: 416-646-4606

LISA S. CORNE (27974M)

Email: LCorne@dickinsonwright.com
Tel: 416-646-4608

DAVID Z. SEIFER (77474F)

Email: DSeifer@dickinsonwright.com
Tel: 416-646-6867

Fax: 844-670-6009

Lawyers for the Court-appointed Receiver