

COURT FILE NO.: CV-25-00000030-0000

SUPERIOR COURT OF JUSTICE – ONTARIO

74 Woolwich Street, Guelph, ON N1H 3T9

RE: BANK OF MONTREAL

AND:

1000193106 ONTARIO INCORPORATED

BEFORE: Justice McGee

COUNSEL: THOM, Stewart – sthom@torkinmanes.com
Counsel for the Receiver

HEARD: March 17, 2026, by attendance

ENDORSEMENT

1. An Order appointing a Receiver was made in this matter on March 18, 2025.
2. Today the Receiver, Rosen Goldberg Inc. moves for an Order approving the sale transaction contemplated by an October 29, 2025 agreement of purchase and sale between Bayview Mobility Ltd., in trust and the Receiver. The Receiver further requests an Order approving its First Report and its activities, and an Order granting a Sealing Order.
3. I have received the able submissions of counsel, and reviewed the Receiver's Motion Record dated March 6, 2026, the Receiver's Factum dated March 10, 2026, and the Amended Brief of Confidential Appendices. The latter was received by email and shall not form part of the Court Record.
4. I am satisfied that all interested parties to this Application have had notice of the proceedings. No response has been received.

5. Orders to issue per draft Orders filed, being an
 - a. Approval and Vesting Order, and an
 - b. Order approving the activities of the Receiver and allowing for the sealing of the confidential appendices



Justice McGee

Court File No. CV-25-00000030-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) TUESDAY, THE 17TH
JUSTICE MCGEE) DAY OF MARCH, 2026

BETWEEN:

BANK OF MONTREAL

Applicant

-and-

1000193106 ONTARIO INCORPORATED

Respondent



APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c.B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

APPROVAL AND VESTING ORDER

THIS MOTION, made by Rosen Goldberg Inc. in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of 1000193106 ONTARIO INCORPORATED (the “**Debtor**”) for an order approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between the Receiver nominee of Bayview Mobility Ltd., in trust (“**Bayview**”) dated October 29, 2025 and appended to the Report of the Receiver dated March 6, 2026 (the “**Report**”), and vesting in Bayview’s nominee, Brucedale Mobility Ltd. (the “**Purchaser**”) the Debtor’s right, title and interest in and to the assets described in the Sale Agreement (the “**Real Property**”), was heard this day at 74 Woolwich Street, Guelph, ON N1H 3T9.

ON READING the Report and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list:

1. THIS COURT ORDERS that service of the motion record of the Receiver is hereby abridged and validated and further service thereof is dispensed with, such that the within motion is properly returnable today.
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 Real Property to the Purchaser.
3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule "A"** hereto (the "**Receiver's Certificate**"), all of the Debtor's right, title and interest in and to the Real Property 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 Order of the Honourable Justice LeMay dated March 18, 2025; (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 Real Property are hereby expunged and discharged as against the Real Property.

4. THIS COURT ORDERS that upon the registration in the Wellington Land Registry Office (LRO #61) of an Application for Vesting Order in the form prescribed by the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of 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 section 1 of Schedule “C” hereto.

5. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Real Property shall stand in the place and stead of the Real 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 Real Property with the same priority as they had with respect to the Real Property immediately prior to the sale, as if the Real 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.

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

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 Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

the vesting of the Real Property in the Purchaser pursuant to this Order shall be binding on any Trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, 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.



Date of issuance: March 19, 2026

Schedule “A” - Form of Receiver’s Certificate

Court File No. CV-25-00000030-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

BANK OF MONTREAL

Applicant

-and-

1000193106 ONTARIO INCORPORATED

Respondent

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c.B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable LeMay of the Ontario Superior Court of Justice (the “**Court**”) dated March 18, 2026, Rosen Goldberg Inc. was appointed as the receiver (the “**Receiver**”) of the undertaking, property and assets of 1000193106 ONTARIO INCORPORATED (the “**Debtor**”).

B. Pursuant to an Order of the Court dated March 17, 2026, the Court approved the agreement of purchase and sale made as of October 29, 2025 (the “**Sale Agreement**”) between the Receiver Bayview Mobility Ltd. (“**Bayview**”) and provided for the vesting in Bayview’s nominee, Brucedale Mobility Ltd. (the “**Purchaser**”) of the Debtor’s right, title and interest in and to the Real Property described in the Sale Agreement, which vesting is to be effective with respect to the Real Property upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the

payment by the Purchaser of the Purchase Price for the Real Property; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; 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 Purchaser has paid and the Receiver has received the Purchase Price for the Real Property payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing set out in s the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____[TIME] on _____[DATE].

Rosen Goldberg Inc., in its capacity as Receiver of the undertaking, property and assets of 1000193106 ONTARIO INCORPORATED, and not in its personal capacity

Per:

 Name: Steve Goldberg
 Title: Licensed Insolvency Trustee

Schedule "B" – Real Property

PIN: 71177-0086 (LT)

Legal Description: PT LT 13 CON 4 ERAMOSAS AS IN RO666595; TOWNSHIP OF GUELPH/ERAMOSAS

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

1. Instruments Registered on title to the Real Property:

Instrument No.	Date	Instrument Type	Parties From	Parties To
WC689202	2022/11/03	CHARGE	1000193106 ONTARIO INCORPORATED	BANK OF MONTREAL
WC689203	2022/11/03	NO ASSGN RENT GEN	1000193106 ONTARIO INCORPORATED	BANK OF MONTREAL
WC754643	2025/03/26	APL COURT ORDER	ONTARIO SUPERIOR COURT OF JUSTICE	ROSEN GOLDBERG INC.

2. All unregistered agreements, leases, contracts and/or interests including, without limitation:

- a. Assignment and Assumption Agreement between 1000193106 Ontario Incorporated, McDougall Energy Inc., Shameema Yasmeen, Panjtan Pak Fuel Corp., Hameed Chatha and Memoona Rasool, dated as of October 25, 2022.
- b. Motor Fuel Supply Agreement, Esso-Branded Motor Fuels, dated December 16, 2020, as assigned, between McDougall Energy Inc. and Panjtan Pak Fuel Corp., operating a retail motor fuels outlet known as Brucedale Esso.

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

(unaffected by the Vesting Order)

Instrument No.	Date	Instrument Type	Parties From	Parties To
MS65132	1967/06/15	BYLAW		

BANK OF MONTREAL
Applicant

-and- 1000193106 ONTARIO INCORPORATED
Respondent

Court File No. CV-25-00000030-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
GUELPH

APPROVAL AND VESTING ORDER

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Lawyers for the Receiver, Rosen Goldberg Inc.

RCP-E 4C (September 1, 2020)

Court File No. CV-25-0000030-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) TUESDAY, THE 17TH
JUSTICE MCGEE) DAY OF MARCH, 2026

B E T W E E N:



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ORDER

THIS MOTION, made by Rosen Goldberg Inc. (“**RGI**”) in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of the Respondent, 1000193106 Ontario Incorporated (the “**Debtor**”) for an order, *inter alia*, approving the First Report of the Receiver (the “**First Report**”) and the actions and activities of the Receiver described therein, authorizing but not obligating the Receiver to make an assignment in bankruptcy on behalf of the Debtor and naming RGI as trustee, sealing all Confidential Appendices to the First Report, and approving the fees and disbursements of the Receiver and the Receiver’s counsel, was heard this day at 74 Woolwich Street, Guelph, ON N1H 3T9.

ON READING the First Report and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list:

1. THIS COURT ORDERS that service of the motion record of the Receiver is hereby abridged and validated and further service thereof is dispensed with, such that the within motion is properly returnable today.
2. THIS COURT ORDERS that the First Report and the actions and activities of the Receiver described therein, including, without limitation, the sale process conducted for the real property having PIN 71177-0086 (LT), legally described as PT LT 13 CON 4 ERAMOSA AS IN RO666595; TOWNSHIP OF GUELPH/ERAMOSA and having the municipal address of 8396 Wellington County Road 124, Guelph, Ontario (the “**Real Property**”) and the Receiver’s Interim Statement of Receipts and Disbursements appended thereto, be and are hereby approved.
3. THIS COURT ORDERS that the Receiver be and hereby is authorized but not obligated to make an assignment in bankruptcy on behalf of the Debtor, and RGI is authorized but not obligated to act as bankruptcy trustee.
4. THIS COURT ORDERS that the Confidential Appendices to the First Report are hereby sealed pending further order of the Court, and shall not form part of the public record, until the earlier of (i) the filing of the Receiver’s certificate following the completion of the sale transaction contemplated by the agreement of purchase and sale dated October 29, 2025, or (ii) 60 days.
5. THIS COURT ORDERS that the fees and disbursements of the Receiver and the Receiver’s counsel as set out in the fee affidavits appended to the First Report (collectively, the “**Fee Affidavits**”) be and are hereby approved.



Date of issuance: March 19, 2026

BANK OF MONTREAL
Applicant

-and- 1000193106 ONTARIO INCORPORATED
Respondent

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ONTARIO
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PROCEEDING COMMENCED AT
GUELPH

ORDER

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Lawyers for the Receiver, Rosen Goldberg Inc.

RCP-E 4C (September 1, 2020)