

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE) FRIDAY, THE 11TH
JUSTICE DERSTINE) DAY OF JULY, 2025.

B E T W E E N:

C & K MORTGAGE SERVICES INC. o/a RESCOM CAPITAL Applicant
and
1000032146 ONTARIO INC. Respondent

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 1000032146 Ontario Inc. (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 and Amit Kumar Kherra In Trust (the "**Purchaser**") dated May 7, 2025 and appended to the First Report of the Receiver dated June 27, 2025 (the "**Report**"), and vesting in the Purchaser the Debtor's right, title and interest in and to the assets described in the Sale Agreement (the "**Purchased Assets**"), was heard this day at 7755 Hurontario Street, Brampton, Ontario by judicial videoconference.

ON READING the First Report and schedules thereto and on hearing the submissions of counsel for the Receiver, and anyone else appearing for any other party on the Service List as properly served as appears from the affidavit of Marianne D'Souza sworn July 2, 2025 filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the First Report 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 Purchased Assets 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 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 Order of the Honourable Justice Cudjoe dated February 7, 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 Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of Haliburton 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 subject 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.

5. **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 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.

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 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 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 ORDERS** that the Receiver shall disclaim the Assignment and Assumption Agreement of the Retailer Supplier Agreement and Other Applicable Agreements

Related to the Property, dated April 22, 2022, as entered into by In Hwan Lee and Eun Jin Lee, 1621377 Ontario Limited, the Debtor and Shell Canada Products.

9. **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.



Derstine J.

Schedule A – Form of Receiver’s Certificate

Court File No. CV-25-00000128-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

C & K MORTGAGE SERVICES INC. o/a RESCOM CAPITAL

Applicant

and

1000032146 ONTARIO INC.

Respondent

RECEIVER’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Cudjoe of the Ontario Superior Court of Justice (the "**Court**") dated February 7, 2025, Rosen Goldberg Inc. was appointed as the receiver (the "**Receiver**") of the undertaking, property and assets of 1000032146 Ontario Inc. (the "**Debtor**").

B. Pursuant to an Order of the Court dated _____, __, 2025, the Court approved the agreement of purchase and sale made as of May 7, 2025 (the "**Sale Agreement**") between the Receiver and Amit Kumar Khara In Trust (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets 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 Purchased Assets; (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 Purchased Assets 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 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 1000032146 Ontario Inc., and not in
its personal capacity**

Per: _____

Name:

Title:

Schedule B – Purchased Assets

12281 Highway 35, Minden Hills, Ontario

PIN: 39198-0046 (LT)

Description: PT LT 1 CON A ANSON AS IN H250709; S/T & T/W H250709; S/T A943 PARTIALLY RELEASED BY H52721; S/T H236867, H260155; MINDEN HILLS

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

12281 Highway 35, Minden Hills, Ontario K0M 2K0

1. Instrument No. HA78207 is a Charge registered on 2022/04/26 in favour of C & K MORTGAGE SERVICES INC. in the principal sum of \$2,200,000.00;
2. Instrument No. HA78208 is a Notice of Assignment of Rents General registered on 2022/04/26 in favour of C & K MORTGAGE SERVICES INC.;
3. Instrument No. HA78220 is a Charge registered on 2022/04/27 in favour of SHELL CANADA LIMITED in the principal sum of \$120,000.00;
4. Instrument No. HA78916 is a Charge registered on 2022/06/01 in favour of 2009339 ONTARIO INC in the principal sum of \$480,000.00;
5. Instrument No. HA81183 is a Notice registered on 2022/09/22 in favour of 2009339 ONTARIO INC.
6. Instrument No. HA81883 is a Notice registered on 2022/10/31 in favour of 2009339 ONTARIO INC.
7. Instrument No. HA85374 is a Notice registered on 2023/07/07 in favour of 2009339 ONTARIO INC.
8. Instrument No. HA87108 is a Notice registered on 2023/10/18 in favour of 2009339 ONTARIO INC.
9. Instrument No. HA_____ is an Application to Register Court Order registered on 202_____ from the Ontario Superior Court of Justice to Rosen Goldberg Inc.

**Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property (unaffected by the Vesting Order)**

12281 Highway 35, Minden Hills, Ontario K0M 2K0

1. Instrument No. A943 is a Transfer of Easement in favour of THE HYDRO-ELECTRIC POWER COMMISSION OF ONTARIO registered on 1942/10/07;
2. Instrument No. H46725 is a Bylaw registered on 1969/10/16;
3. Instrument No. H52721 is a Release registered on 1971/01/07;
4. Instrument No. 19R3310 is a Plan Reference registered on 1985/06/18;
5. Instrument No. 19R4760 is a Plan Reference registered on 1990/05/04;
6. Instrument No. H196778 is an Agreement in favour of TOWNSHIPS OF ANSON HINDON AND MINDEN, registered on 1994/05/12;
7. Instrument No. H198596 is an Agreement in favour of THE TOWNSHIPS OF ANSON HINDON & MINDEN, registered on 1994/09/09;
8. Instrument No. 19R6688 is a Plan Reference registered on 1999/08/17;
9. Instrument No. 19R7164 is a Plan Reference registered on 2001/09/06;
10. Instrument No. H236867 is a Transfer of Easement in favour of HYDRO ONE NETWORKS INC., registered on 2001/11/09;
11. Instrument No. 19R7907 is a Plan Reference registered on 2004/10/22;
12. Instrument No. H260155 is a Transfer of Easement in favour of HYDRO ONE NETWORKS INC., registered on 2005/04/15

**C & K MORTGAGE SERVICES INC. o/a RESCOM
CAPITAL**
Applicant

- and -

1000032146 ONTARIO INC.

Respondent

Court File No. CV-25-00000128-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

Proceeding commenced at
BRAMPTON

APPROVAL AND VESTING ORDER

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