

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

THE HONOURABLE) FRIDAY, THE 8TH
JUSTICE CONWAY) DAY OF MAY, 2020

B E T W E N:

**QUINCY INVESTMENTS LIMITED, 969592 ONTARIO LIMITED,
969593 ONTARIO LIMITED, 3701271 ONTARIO LIMITED,
SASSO AUTO CONSULTING INC.,
DAVID MARK DOUBILET and GUS STAMATIOU**

Applicants

- and -

**SUNRISE ACQUISITIONS (BOND HEAD) INC.,
AMAL FINANCIAL INC. and GALAXY HOLDING INC.**

Respondents

IN THE MATTER OF SECTION 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

AMENDED AND RESTATED APPROVAL AND VESTING ORDER

THIS MOTION, made by Rosen Goldberg Inc. in its capacity as the Court-appointed receiver (the “**Receiver**”) of the lands and premises registered in the name of Sunrise Acquisitions (Bond Head) Inc. (“**Sunrise**”), beneficially owned by Amal Financial Inc. (“**AFI**”) and Galaxy Holding Inc. (“**GHI**”) (Sunrise, AFI and GHI are collectively referred to as the “**Debtors**”), municipally known as 2875 Highway 27, Bond Head, Ontario and legally described

in Schedule B hereto and the remaining property, assets and undertakings of the Debtors acquired for and used in relation thereto (collectively, the “**Property**”) for an Order amending and restating the Approval and Vesting Order of the Honourable Justice Conway dated February 3, 2020 in this proceeding, was heard this day by telephone conference due to the COVID-19 crisis.

ON READING the Second Report of the Receiver dated May 6, 2020 (the “**Second Report**”) and on hearing the submissions of counsel for the Receiver and counsel for the Applicants, no one appearing for any other party on the service list, although served as appears from the affidavit of Janet Nairne sworn May 6, 2020 filed:

1. THIS COURT ORDERS AND DECLARES that the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale between the Receiver and Gal Real Four Holdings Ltd. (“**Gal**”) dated January 9, 2020 (the “**Sale Agreement**”) and appended to the First Report of the Receiver dated January 24, 2020 and the direction from Gal to the Receiver directing title to FMC Bond Head Development Holdings Ltd. (the “**Purchaser**”) 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 Purchaser.

2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver’s certificate to the Purchaser substantially in the form attached as Schedule B hereto (the “**Receiver’s Certificate**”), all of the Debtors’ rights, titles and interests in and to the 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 O’Marra dated July 23, 2019; (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 Property are hereby expunged and discharged as against the Property.

3. THIS COURT ORDERS that upon the registration in the Land Registry Office for the Land Titles Division of Simcoe (51) of an Application for Vesting Order in the form prescribed by the *Land Titles Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner 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.

4. 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, including the claims of the first mortgagee Sugarcrest Development Inc. in respect of the Holdback (as defined in the Second Report) 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.

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, 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 Purchaser 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 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.

7. THIS COURT ORDERS that this Order is effective from today's date and is not required to be entered.

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.

A handwritten signature in blue ink, appearing to read "Conway J.", is written above a horizontal line.

Schedule A – Form of Receiver’s Certificate

Court File No. CV-19-622161-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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Respondents

**IN THE MATTER OF SECTION 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 Justice O’Marra of the Ontario Superior Court of Justice (the “**Court**”) dated July 23, 2019, Rosen Goldberg Inc. was appointed as the receiver (the “**Receiver**”) of the real property registered in the name of Sunrise Acquisitions (Bond Head) Inc. (“**Sunrise**”), beneficially owned by Amal Financial Inc. (“**AFI**”) and Galaxy Holding Inc. (“**GHI**”) (Sunrise, AFI and GHI are collectively referred to as the “**Debtors**”) and the remaining undertaking, property and assets of the Debtors and the remaining property, assets and

undertakings of the Debtors acquired for and used in relation thereto (collectively, the “**Property**”).

B. Pursuant to an Order of the Court dated May 8, 2020, the Court approved the agreement of purchase and sale made as of January 9, 2020 (the “**Sale Agreement**”) between the Receiver and Gal Real Four Holdings Ltd. and provided for the vesting in FMC Bond Head Development Holdings Ltd. (the “**Purchaser**”) of the Debtors’ rights, titles and interests in and to the Property, which vesting is to be effective with respect to the 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 Property; and (ii) 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 Property payable on the Closing Date pursuant to the Sale Agreement;
2. The Transaction has been completed to the satisfaction of the Receiver; and
4. This Certificate was delivered by the Receiver at _____ [TIME] on May _____, 2020.

ROSEN GOLDBERG INC., in its capacity as Receiver of the undertaking, property and assets of Sunrise Acquisitions (Bond Head) Inc., Amal Financial Inc., and Galaxy Holding Inc., and not in its personal capacity

Per: _____

Name: Brahm Rosen

Title: President

Schedule B – Property

<i>PIN</i>	58003-0181 LT
<i>Description</i>	PART OF LOT 1, CONCESSION 6 WEST GWILLIMBURY, PART 1 PLAN 51R41682; TOWN OF BRADFORD WEST GWILLIMBURY
<i>Address</i>	2875 HWY 27 BOND HEAD

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

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO
SC1317933	2016/06/30	TRANSFER	\$11,700,000	SUGARCREST DEVELOPMENTS INC.	SUNRISE ACQUISITIONS (BOND HEAD) INC.
SC1317934	2016/06/30	CHARGE	\$7,605,000	SUNRISE ACQUISITIONS (BOND HEAD) INC.	SUGARCREST DEVELOPMENTS INC.
SC1317935	2016/06/30	CHARGE	\$6,305,000	SUNRISE ACQUISITIONS (BOND HEAD) INC.	QUINCY INVESTMENTS LIMITED 969592 ONTARIO LIMITED 969593 ONTARIO LIMITED FORT 1 INC. 370271 ONTARIO LIMITED SASSO AUTO CONSULTING INC. DOUBILET, DAVID MARK STAMATIOU, GUS
SC1317936	2016/06/30	CHARGE	\$7,695,000	SUNRISE ACQUISITIONS (BOND HEAD) INC.	BUILDING & DEVELOPMENT MORTGAGES CANADA INC.
SC1317951	2016/06/30	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC.	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1326727	2016/07/29	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1337816	2016/08/31	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1349731	2016/10/06	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1360120	2016/11/09	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC.	BUILDING & DEVELOPMENT MORTGAGES CANADA INC.

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO
				OLYMPIA TRUST COMPANY	OLYMPIA TRUST COMPANY
SC1371673	2016/12/15	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1375395	2017/01/03	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1385049	2017/02/07	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1389147	2017/02/24	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1396652	2017/03/28	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1403384	2017/04/24	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1419812	2017/06/14	NOTICE		SUNRISE ACQUISITIONS (BOND HEAD) INC.	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1419813	2017/06/14	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1423462	2017/06/26	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO
SC1435914	2017/07/31	TRANSFER OF CHARGE		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY
SC1472362	2017/11/24	CHARGE	\$3,313,000	SUNRISE ACQUISITIONS (BOND HEAD) INC.	QUINCY INVESTMENTS LIMITED GAL INTERNATIONAL LTD. GAL CONSULTING LTD. 969592 ONTARIO LIMITED 969593 ONTARIO LIMITED 2307271 ONTARIO INC.
SC1472363	2017/11/24	POSTPONEMENT		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	QUINCY INVESTMENTS LIMITED GAL INTERNATIONAL LTD. GAL CONSULTING LTD. 969592 ONTARIO LIMITED 969593 ONTARIO LIMITED 2307271 ONTARIO INC.
SC1516645	2018/06/11	CHARGE	\$6,000,000	SUNRISE ACQUISITIONS (BOND HEAD) INC.	2635837 ONTARIO INC.
SC1516646	2018/06/11	NO ASSGN RENT GEN		SUNRISE ACQUISITIONS (BOND HEAD) INC.	2635837 ONTARIO INC.
SC1516647	2018/06/11	POSTPONEMENT		BUILDING & DEVELOPMENT MORTGAGES CANADA INC. OLYMPIA TRUST COMPANY	2635837 ONTARIO INC.
SC1529395	2018/08/01	APL ABSOLUTE TITLE		SUNRISE ACQUISITIONS (BOND HEAD) INC.	
SC1568811	2019/01/11	TRANSFER OF CHARGE		FORT 1 INC.	QUINCY INVESTMENTS LIMITED

**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
SC1317933	2016/06/30	TRANSFER	\$11,700,000	SUGARCREST DEVELOPMENTS INC.	SUNRISE ACQUISITIONS (BOND HEAD) INC.
51R41682	2018/08/01	PLAN REFERENCE			
SC1529395	2018/08/01	APL ABSOLUTE TITLE		SUNRISE ACQUISITIONS (BOND HEAD) INC.	

QUINCY INVESTMENTS LIMITED et al.
Applicants

-and-

SUNRISE ACQUISITIONS (BOND HEAD) INC. et al.
Respondents

Court File No. CV-19-622161-00CL

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SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT
TORONTO

AMENDED AND RESTATED
APPROVAL AND VESTING ORDER

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Rosen Goldberg Inc.