

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) MONDAY, THE 29th
)
JUSTICE STEELE) DAY OF JULY, 2024
)

B E T W E E N:

THE TORONTO-DOMINION BANK

Applicant

- and -

**CUTTING EDGE PRECISION SERVICES ULC
PROPER WINDSOR HOLDINGS ULC and
SGM REAL ESTATE HOLDINGS ULC**

Respondents

**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**

DISTRIBUTION AND DISCHARGE ORDER

THIS MOTION, made by Albert Gelman Inc. (“AGI”), in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”) without security, of all the assets, undertakings and properties (collectively, the “**Property**”) of each of Cutting Edge Services ULC, Proper Windsor Holdings ULC, and SGM Real Estate Holdings ULC (collectively, the “**Debtors**”), for an order, among other things:

- (a) approving the Second Report of the Receiver dated July 17, 2024 (the “**Second Report**”) and the activities and conduct of the Receiver set out therein, including the Remaining Activities (as defined in the Second Report);
- (b) approving the fees of the Receiver and its counsel, Aird & Berlis LLP (“**A&B**”), and the Estimated Fee Accruals (as defined and detailed in the Second Report), and payment thereof;
- (c) approving the Receiver’s Final Statement of Receipts and Disbursements appended to the Second Report (the “**Final SRD**”);
- (d) authorizing and directing the Receiver to make the SGM Final Distributions (as defined and detailed in the Second Report);
- (e) discharging AGI as the Receiver of the assets, undertakings and properties of the Debtors effective upon the filing of a certificate by the Receiver certifying that all matters to be attended to in connection with the receivership of the Debtors have been completed to the satisfaction of the Receiver, in substantially the form attached hereto as Schedule “A” (the “**Discharge Certificate**”); and
- (f) releasing AGI from any and all liability, as set out in paragraph 7 of this Order,

was heard this day by way of judicial teleconference via Zoom.

ON READING the Receiver’s Motion Record dated July 17, 2024, including the Second Report and all appendices thereto, the fee affidavits provided on behalf of the Receiver and its counsel (together, the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Receiver and such other counsel as was present, no one appearing for any other person on the service list, although served as evidenced by the Affidavit of Service of Samantha Hans, as filed;

1. **THIS COURT ORDERS** that the Second Report, and the activities and conduct of the Receiver as set forth therein, be and are hereby approved and 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 in any way the approval of the Second Report, as detailed herein.

2. **THIS COURT ORDERS** that the Final SRD be and is hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, A&B, as described in the Second Report and as set out in the Fee Affidavits, be and are hereby approved.
4. **THIS COURT ORDERS** that the Estimated Fee Accruals, as described at Section IX of the Second Report, be and are hereby approved.
5. **THIS COURT ORDERS** that, after payment of the fees and disbursements herein approved by paragraphs 3 and 4 of this Order, the Receiver be and is hereby authorized and directed to make the following distributions:
 - (a) \$6,130.00 to Canada Revenue Agency in respect of HST, plus any accrued or accruing interest thereon; and
 - (b) payment of the SGM Shareholder Claims (as defined in the Second Report) in accordance with Section VI of the Second Report, after payment of the items set out in paragraphs 3, 4 and 5(a) of this Order.
6. **THIS COURT ORDERS** that, upon the Receiver filing the Discharge Certificate, the Receiver shall be discharged as Receiver of the assets, undertakings and properties of the Debtors, provided however that notwithstanding its discharge herein: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, including the Remaining Activities; and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of AGI, in its capacity as the Receiver.
7. **THIS COURT ORDERS AND DECLARES** that, upon the Receiver filing the Discharge Certificate, AGI is hereby released and discharged from any and all liability that AGI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of AGI while acting in its capacity as the Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, AGI is hereby forever released and discharged from any and all liability relating to matters that were raised, or

which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

8. **THIS COURT ORDERS** that this Order and all of its provisions are effective and enforceable as of 12:01a.m. on the date of this Order without the need for entry or filing.

**SCHEDULE “A”
CERTIFICATE OF COMPLETION**

Court File No. CV-22-00688427-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

THE TORONTO-DOMINION BANK

Applicant

- and -

**CUTTING EDGE PRECISION SERVICES ULC
PROPER WINDSOR HOLDINGS ULC and
SGM REAL ESTATE HOLDINGS ULC**

Respondents

RECEIVER’S DISCHARGE CERTIFICATE

RECITALS

- A. Pursuant to an Order of the Honourable Justice Kimmel of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated October 21, 2022 (the “**Appointment Order**”), Albert Gelman Inc. was appointed as receiver (the “**Receiver**”) of the Property (as defined in the Appointment Order) of the Respondents, Cutting Edge Services ULC, Proper Windsor Holdings ULC, and SGM Real Estate Holdings ULC (collectively the “**Debtors**”).
- B. Pursuant to an Order of the Court made July 29, 2024 (the “**Distribution and Discharge Order**”), AGI was discharged as the Receiver of all of the assets, undertakings and properties of the Debtors to be effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the receivership

of the Debtors, including certain final activities (the “**Remaining Activities**”) that were outlined in the Second Report of the Receiver dated July 17, 2024 (the “**Second Report**”), have been completed to the satisfaction of the Receiver, provided, however, that notwithstanding its discharge: (a) the Receiver will remain the Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership; and (b) the Receiver will continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of AGI, in its capacity as the Receiver.

THE RECEIVER HEREBY CERTIFIES the following:

1. All matters to be attended to in connection with the receivership of the Debtors, including the Remaining Activities in accordance with the terms of the Second Report, have been completed to the satisfaction of the Receiver.
2. This Certificate was filed by the Receiver with the Court on the ____ day of _____, 202__.
3. The Receiver has completed the administration of the Debtors’ estate in accordance with the terms of the Second Report and the Distribution and Discharge Order, such that the discharge and release of the Receiver should now be effective.

DATED at Toronto, Ontario this ____ day of _____, 2024.

ALBERT GELMAN INC., solely in its capacity as the Court-appointed receiver of all the assets, undertakings and properties Cutting Edge Services ULC, Proper Windsor Holdings ULC, and SGM Real Estate Holdings ULC, and not in its corporate, personal or any other capacity

Per: _____

Name:

Title:

THE TORONTO-DOMINION BANK
Applicant

- and -

CUTTING EDGE PRECISION SERVICES ULC, et al.
Respondents

Court File No. CV-22-00688427-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER
(DISTRIBUTION AND DISCHARGE)

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