



SUPERIOR COURT OF JUSTICE

**COUNSEL/ENDORSEMENT SLIP**

COURT FILE NO.: CV-22-00679109-00CL

DATE: January 27, 2025

NO. ON LIST: 5

TITLE OF PROCEEDING: DIETRICH v. MCLAREN

BEFORE: JUSTICE J. DIETRICH

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**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party:**

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**For Defendant, Respondent, Responding Party:**

Name of Person Appearing	Name of Party	Contact Info
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**For Other, Self-Represented:**

Name of Person Appearing	Name of Party	Contact Info
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**ENDORSEMENT OF JUSTICE DIETRICH:**

[1] Albert Gelman Inc. ("AGI") as court-appointed liquidator (the "**Liquidator**") seeks two orders.

[2] First, a discharge order:

- a. approving the dissolution of 1950979 Ontario Inc. and 1827403 Ontario Inc. (the "**Remaining Companies**") upon completion of the remaining activities described in the Seventh Report to Court of the Liquidator dated January 23, 2025 (the "**Seventh Report**") and the filing of a dissolution certificate by the liquidator as evidence of same;
- b. authorizing the liquidator to distribute the remaining funds in the estate for each of the Remaining Companies in the manner set out in the Seventh Report (the "**Distribution**");
- c. approving the discharge of the Liquidator upon filing of a discharge certificate by the liquidator; and
- d. approving releases in favour of AGI as Liquidator, save for any gross negligence or willful misconduct.

[3] The Liquidator also seeks an Ancillary Order:

- a. authorizing the Liquidator to make distributions to those creditors of the Remaining Companies who have filed Proven Claims as described in the Seventh Report;
- b. approving the Seventh Report and the Liquidator's activities as described therein, including the final statement of receipts and disbursements as of January 10, 2025; and
- c. approving the fees and disbursements of the Liquidator and its counsel as set out in the Seventh Report including an estimated fee accrual to complete the administration without further court order.

[4] The Liquidator was originally appointed over a number of companies by order of this Court dated April 4, 2022, made pursuant to ss. 207, 209 and 210 of the *Business Corporations Act*, R.S.O. 1990, c.B.16. The appointment was made in the context of a shareholder dispute between the Applicant and Respondent. That litigation is currently ongoing and matters continue to be arbitrated between those parties.

[5] Since the appointment, and in accordance with prior Court Orders, the Liquidator has realized on substantially all of the relevant property, assigned 1950941 Ontario Inc., 1853997 Ontario Inc., 1885926 Ontario Inc. and 1950904 Ontario Inc. into bankruptcy and run a claims process with respect to the Remaining Companies.

[6] When the Seventh Report was finalized, the Liquidator understood that both of the Shareholders consented to the relief sought. However, the Respondent, Mr. McLaren, has since advised that he does not consent to the proposed Distribution.

[7] The parties remain in discussions regarding the Distribution and that relief is adjourned to be addressed at a 15-minute case conference scheduled for 9:30 am on February 24, 2025. At that time, the parties will provide an update on such discussions and if necessary to establish a schedule for hearing of the Distribution relief.

[8] The remainder of the relief sought is consented to by both the Applicant and the Respondent.

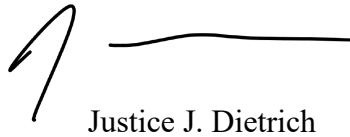
[9] Based on the evidence set out in the Seventh Report, I am satisfied that the relief sought by the Liquidator, other than with respect to the Distribution, is appropriate. Given the Distribution relief has been adjourned, I make no comment on that relief at this time.

[10] A claims process was run in respect of the Remaining Companies and payment of the Proven Claims as set out in the Seventh Report is appropriate in the circumstances.

[11] Subject to completion of the remaining activities as set out in the Seventh Report (including paragraph 33 thereof), and a resolution with respect to the Distribution, a discharge of the Liquidator and the requested release in favour of the liquidator are also appropriate.

[12] The fees and disbursements of the Liquidator and its counsel, including the estimated costs to complete the administration also appear reasonable in the circumstances and are approved. Such approval is without prejudice to the Liquidator and its counsel requesting a further approval should the Distribution matters end up being more complicated than expected.

[13] Orders to go in the forms signed by me this day.

A handwritten signature in black ink, consisting of a stylized 'J' followed by a horizontal line.

Justice J. Dietrich