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Ottawa

Court File No.: CV-20-00084926-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

**IN THE MATTER OF THE COURT-APPOINTED RECEIVERSHIP
OF 6773982 CANADA INC. AND 6317081 CANADA INC.
OF THE CITY OF OTTAWA, ONTARIO**

THE HONOURABLE) TUESDAY, the 21st DAY
MADAM JUSTICE ROBYN M. RYAN BELL) OF SEPTEMBER, 2021.

BETWEEN:

THE BANK OF NOVA SCOTIA

Applicant

- and -

6773982 CANADA INC. and 6317081 CANADA INC.

Respondents

ORDER

THIS MOTION, made by MNP Ltd. (“**MNP**”) as Court-Appointed Receiver (the “**Receiver**”) of the assets, undertakings and properties (the “**Property**”) of the Respondents, 6773982 Canada Inc. and 6317081 Canada Inc. (the “**Debtors**”), for an Order, *inter alia*:

1. If necessary, an Order dispensing with service and/or declaring that service of this Motion has been validly effected on all necessary parties and declaring that this motion is properly returnable on September 21, 2021;

2. Approving the Receiver's second and final report to the Court dated September 3, 2021 (the "**Final Report**"), and the activities and conduct of the Receiver and its legal counsel as described therein;
3. Approving the fees and disbursements of the Receiver, including the fees and disbursements of its legal counsel, all as particularized in the Final Report and an Order directing and authorizing the Receiver to pay all such fees and disbursements from available receivership funds;
4. Approving the Receiver's final statement of receipt and disbursements (the "**Final SRD**");
5. Authorizing and directing the Receiver to make a second and final distribution to The Bank of Nova Scotia ("**BNS**") in the amount of \$76,803.47 from available receivership funds on account of BNS's secured claim;
6. Authorizing and directing the Receiver to make a second and final distribution to Canada Revenue Agency ("**CRA**") in the amount of \$589.36 from available receivership funds on account of CRA's priority statutory claim for HST;
7. Authorizing and directing the Receiver to make a first and final distribution to Business Development Bank of Canada ("**BDC**") in the amount of \$13,710.27 from available receivership funds on account of BDC's claim;
8. Authorizing and directing the Receiver to transfer any remaining funds in the Debtors' receivership estates to the estate of the Respondent, 6317081 Canada Inc. ("**631 Inc.**"), (the "**Surplus Funds**") following the payment of the amounts and distributions set out above;
9. Authorizing and directing the Receiver to assign 631 Inc. into bankruptcy after the transfer of the Surplus Funds in accordance with the foregoing paragraph so that the Surplus Funds may be distributed to 631 Inc.'s creditors in accordance with the *Bankruptcy and Insolvency Act* (the "**BIA**"); and

10. Discharging and releasing the Receiver following the payment by the Receiver of the foregoing amounts and distributions, the transfer of the Surplus Funds in accordance with the above, and 631 Inc. being assigned into bankruptcy;

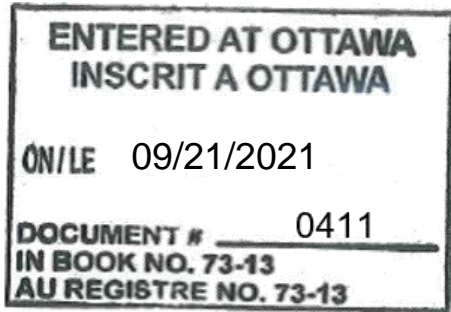
was heard this day at the Courthouse, 161 Elgin Street, Ottawa, Ontario.

ON READING the Notice of Motion and the Final Report, and the Factum and Authorities filed by the Receiver, and upon hearing the submissions of counsel for the Receiver, no one appearing for any of the other interested parties although duly served as appears from the Affidavit of Service of Roxanne Chapman sworn on September 7, 2021, filed,

1. **THIS COURT ORDERS AND DECLARES** that the time and method of service of the Notice of Motion, the Receiver's Final Report and the Factum and Authorities filed by the Receiver are hereby abridged and validated such that this motion has been validly served and is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT FURTHER ORDERS AND DECLARES** that the Receiver's Final Report is hereby approved and that the activities and conduct of the Receiver and that of its legal counsel as set forth in the Final Report are hereby ratified and approved.
3. **THIS COURT FURTHER ORDER AND DECLARES** that the fees and disbursements of the Receiver and of its legal counsel, all as particularized in the Final Report, are hereby ratified and approved and directs and authorizes the Receiver to pay all such fees and disbursements from available receivership funds.
4. **THIS COURT FURTHER ORDERS AND DECLARES** that the Receiver's Final SRD, as set forth in the Final Report, is hereby ratified and approved.
5. **THIS COURT FURTHER ORDERS AND DIRECTS** the Receiver to pay a second and final distribution to BNS in the amount of \$76,803.47 from available receivership funds.

6. **THIS COURT FURTHER ORDERS AND DIRECTS** the Receiver to pay a second and final distribution to CRA in the amount of \$589.36 from available receivership funds.
7. **THIS COURT FURTHER ORDERS AND DIRECTS** the Receiver to pay a first and final distribution to BDC in the amount of \$13,710.27 from available receivership funds.
8. **THIS COURT FURTHER ORDERS AND DECLARES** that upon payment of the amounts set out in paragraphs 3, 5, 6 and 7 of this Order above, the Receiver shall be authorized to transfer the Surplus Funds to the Estate of 631 Inc.
9. **THIS COURT FURTHER ORDERS AND DIRECTS** that the Receiver shall be and is hereby authorized to assign 631 Inc. into bankruptcy after the transfer of the Surplus Funds in accordance with paragraph 8 above so that the Surplus Funds may be distributed to 631 Inc.'s creditors in accordance with the BIA.
10. **THIS COURT FURTHER ORDERS AND DECLARES** that upon (i) the payment by the Receiver of the amounts set out in paragraphs 3, 5, 6 and 7 of this Order above, (ii) the transfer of the Surplus Funds in accordance with paragraph 8 of this Order above, and (iii) 631 Inc. being assigned into bankruptcy in accordance with paragraph 9 of this Order above, the Receiver shall be discharged as Receiver of the Property 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; 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 MNP in its capacity as Receiver.
11. **THIS COURT ORDERS AND DECLARES** that MNP is hereby released and discharged from any and all liability that MNP now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of MNP while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's

part. Without limiting the generality of the foregoing, MNP 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.



Ryan Bell J.

THE HONOURABLE MADAM JUSTICE ROBYN M. RYAN
BELL

THE BANK OF NOVA SCOTIA
Applicant

-and-

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the City of Ottawa, in the Province of Ontario**

Proceedings commenced at Ottawa, Ontario

ORDER

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