

ONTARIO
SUPERIOR COURT OF JUSTICE
[IN BANKRUPTCY AND INSOLVENCY]
(COMMERCIAL LIST)

THE HONOURABLE) THURSDAY, THE 9TH
)
JUSTICE KIMMEL) DAY OF FEBRUARY, 2023

IN THE MATTER OF THE BANKRUPTCY OF
BRAMALEA INC.
OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO

AMENDED & RESTATED APPROVAL AND VESTING ORDER

THIS MOTION, made by MNP Ltd. in its capacity as the trustee (the “**Trustee**”) of the bankruptcy estate of Bramalea Inc. (the “**Bankrupt**”) for an order approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale (the “**Sale Agreement**”) between the Trustee and 1000395283 Ontario Inc., as purchaser, (the “**Purchaser**”), dated January 6, 2023 appended to the Second Report of the Trustee dated January 30, 2023 (the “**Second Report**”), and vesting in the **Purchaser** all of the Trustee’s and Bankrupt’s right, title and interest in and to the Real Property (as defined in Paragraph 5 hereof), was heard this day via videoconference.

ON READING the Motion Record of the Trustee (the “**Motion Record**”), including the Second Report, and on hearing the submissions of counsel for the Trustee, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Amanda Adamo sworn January 30, 2023, filed:

1. **THIS COURT ORDERS** that the time for service and filing of the Second Report and the Motion Record in respect of this motion is hereby abridged and validated so that this motion is properly returnable today and 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 Trustee is hereby authorized and approved, with such minor amendments as the Trustee and the Purchaser may agree. The Trustee 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 Real Property to the Purchaser.

3. **THIS COURT ORDERS AND DECLARES** that, for greater certainty, the current named, registered owners of the Real Property, being “Bramalea Limited” and “Bramalea Consolidated Developments Limited”, through one or more amalgamations, were amalgamated to create “Bramalea Inc.”, the Bankrupt.
4. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Trustee’s certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "**Trustee’s Certificate**" and the date on which the Trustee’s Certificate is delivered to the Purchaser being the “**Effective Date**”), all of the Trustee’s and Bankrupt’s right, title and interest in and to the Real 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, encumbrances (whether registered or unregistered), pledges, reservations of title, easements, rights of occupation, options to buy, preemptive rights, rights of first refusal or first offer, transfer restrictions, any agreement to create any of the foregoing, or any other financial or monetary claims (including any realty, property or municipal tax or lien), 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 this Honourable Court; (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 Real Property are hereby expunged and discharged as against the Real Property.
5. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the appropriate Land Titles Division 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.

6. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Real Property shall stand in the place and stead of the Real Property, and that from and after the delivery of the Trustee’s Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Real Property with the same priority as they had with respect to the Real Property immediately prior to the sale, as if the Real 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.
7. **THIS COURT ORDERS AND DECLARES** that, on the Effective Date, the Purchaser shall be forever and irrevocably released and discharged from any and all claims, liabilities or obligations of any nature or kind (whether direct or indirect, absolute or contingent, matured or unmatured, or liquidated or unliquidated) (collectively, “**Liability**”) with respect to any municipal, property or realty tax (including any penalties and interest thereon) arising out of or in connection with the Real Property (or any portion thereof) (collectively, “**Realty Tax**”) that relates to the period on or prior to the Effective Date, including, without limitation, any Liability for any Realty Tax arising under the *Municipal Act, 2001*, S.O. 2001, c. 25 or the *Assessment Act*, R.S.O. 1990, c. A.31.
8. **THIS COURT ORDERS AND DIRECTS** the Trustee to file with the Court a copy of the Trustee’s Certificate, forthwith after delivery thereof.
9. **THIS COURT ORDERS** that, notwithstanding the bankruptcy of the Bankrupt or the pendency of these proceedings, the vesting of the Real Property in the Purchaser pursuant to this Order shall be binding on the Trustee and any prior or subsequent trustee in bankruptcy of the Bankrupt and shall not be void or voidable by creditors of the Bankrupt, 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.

10. **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 Trustee 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 Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Trustee and its agents in carrying out the terms of this Order.
 11. **THIS COURT ORDERS** that this order is effective from 12:01 am (Toronto time) on today's date and is enforceable without the need for entry or filing.
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SCHEDULE A – FORM OF TRUSTEE’S CERTIFICATE

Court File No. 31-299040

**ONTARIO
SUPERIOR COURT OF JUSTICE
[IN BANKRUPTCY AND INSOLVENCY]
COMMERCIAL LIST**

**IN THE MATTER OF THE BANKRUPTCY OF
BRAMALEA INC.
OF THE CITY OF TORONTO IN THE PROVINCE OF ONTARIO**

TRUSTEE’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Conway of the Ontario Superior Court of Justice (the “**Court**”) dated June 14, 2022, MNP Ltd. was appointed as the trustee (the “**Trustee**”) of the undertaking, property and assets of Bramalea Inc. (the “**Bankrupt**”).

B. Pursuant to an Order of the Court dated February 9, 2023 (the “**Approval & Vesting Order**”), the Court approved the agreement of purchase and sale made as of November 8, 2022 (the “**Sale Agreement**”) between the Trustee and 1000395283 Ontario Inc. (the “**Purchaser**”) and provided for the vesting in the Purchaser of all of the Trustee’s and the Bankrupt’s right, title and interest in and to the Real Property, which vesting is to be effective with respect to the Real Property upon the delivery by the Trustee to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Real Property; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Trustee and/or the Purchaser, as applicable; and (iii) the Transaction has been completed in accordance with the terms of the Sale Agreement.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE TRUSTEE CERTIFIES the following:

1. the Purchaser has paid and the Trustee has received the Purchase Price for the Real Property;
2. the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Trustee and/or the Purchaser, as applicable; and
3. the Transaction has been completed in accordance with the terms of the Sale Agreement.

4. This Certificate was delivered by the Trustee at _____ [TIME] on _____ [DATE].

**MNP Ltd., solely in its capacity as Trustee of
the undertaking, property and assets of
Bramalea Inc., and not in its personal capacity**

Per: _____

Name:

Title:

SCHEDULE B – REAL PROPERTY

	PIN	Legal Description
B1	14025-0114 (LT)	PCL PLAN-1, SEC 43M643, BLK 14, PL 43M643 ; S/T LT613129 BRAMPTON
B2	14025-0132 (LT)	PCL PLAN-1, SEC 43M643; BLK 11, PL 43M643 ; S/T LT613129 BRAMPTON
B3	14025-0129 (LT)	PCL PLAN-1, SEC 43M643; BLK 23, PL 43M643 ; S/T LT613129 BRAMPTON
B4	14025-0123 (LT)	PCL PLAN-1, SEC 43M643; BLK 7, PL 43M643 ; S/T LT613129 BRAMPTON
B5	14202-0254 (LT)	PT BLK H PL 848 CHINGUACOUSY PT 1, 43R11395; BLK D PL 766 CHINGUACOUSY; BLK E PL 848 CHINGUACOUSY; S/T VS122284 BRAMPTON
B6	14162-0017 (LT)	PT BLK A PL 676 CHINGUACOUSY PT 3, RD229 ; BRAMPTON
B7	14162-0028 (LT)	PT BLK A PL 676 CHINGUACOUSY PT 4, RD229; S/T RO712927 BRAMPTON
B8.1	14162-0069 (LT)	PT BLK A PL 676 CHINGUACOUSY PTS 1 & 4, RD135; S/T VS187827 & VS202916 AS PARTIALLY RELEASED BY VS253213; BRAMPTON VS187827 AND VS202916 ASSIGNED BY THE ONTARIO CLEAN WATER AGENCY TO THE REGIONAL MUNICIPALITY OF PEEL AS IN LT1939551.
B8.2	14162-0073 (LT)	PT BLK A PL 676 CHINGUACOUSY PT 1, 43R23117 ; BRAMPTON
B9	14162-0049 (LT)	PT BLK A PL 676 CHINGUACOUSY PT 5, 43R435 ; BRAMPTON
B10	14163-0143 (LT)	PT BLK G PL 636 CHINGUACOUSY PT 1, 43R2260; S/T CH32674 ; BRAMPTON
B11	14025-0043 (LT)	BLK M PL 977 CHINGUACOUSY; S/T RO695417,RO730433, RO739393,RO739666 BRAMPTON

B12	14025-0054 (LT)	PT BLK J PL 977 CHINGUACOUSY BOUNDED BY PT 1 & 2, 43R12760, PT 1, 43R7462, PT 1, 43R7455 AND PT 1, 43R14350 ; BRAMPTON ; S/T RO739393 BRAMPTON
B13	14024-0037 (LT)	PT BLK K PL 977 CHINGUACOUSY; PT BLK L PL 977 CHINGUACOUSY; PT BLK Q PL 977 CHINGUACOUSY; PT BLK R PL 977 CHINGUACOUSY PT 3, 43R3210 & PT 3, 43R6724; S/T RO739666,RO867995,RO889035 BRAMPTON
B14	14024-0023 (LT)	PT BLK Q PL 977 CHINGUACOUSY PT 2, 4 & 5, 43R6724; S/T RO505952 ; S/T RO867995,RO889035 BRAMPTON
B15	14024-0104 (LT)	PT BLK K PL 977 CHINGUACOUSY; PT BLK L PL 977 CHINGUACOUSY; PT BLK R PL 977 CHINGUACOUSY PT 3, 43R3610 & PT 1, 43R3210; S/T VS380624 ; BRAMPTON
B16	14024-0105 (LT)	PT BLK R PL 977 CHINGUACOUSY PT 1, 43R3610; S/T VS380624 ; BRAMPTON
B17	14162-0067 (LT)	BLK D PL 640 CHINGUACOUSY S/T CH28129 & CH33304 (CH28129 PARTIALLY RELEASED AS IN PR1105927); BRAMPTON
B18	14162-0009 (LT)	PT BLK C PL 640 CHINGUACOUSY PT 3, 43R2412 ; BRAMPTON
B19	14161-0029 (LT)	PT BLK C PL 895 CHINGUACOUSY PT 3, 43R757 "EXCEPT PT OF PT 3, 43R757 LYING WITHIN THE LIMITS OF PT 1, 43R1749", PT 3, 43R1329, PT 3, 43R740; PT BLK C PL 640 CHINGUACOUSY PT 2, 43R2412; PT BLK C, PL 640, PT BLK C, PL 895, PT 1, 43R1749; T/W VS176507,VS296073; S/T VS133500 ; BRAMPTON "ADDED 2003/01/23 BY C. COOPER"
B20	14024-0013 (LT)	PT BLK A PL 977 CHINGUACOUSY PT 1, 43R6724 ; BRAMPTON

**SCHEDULE C – CLAIMS TO BE DELETED AND EXPUNGED FROM TITLE TO
REAL PROPERTY**

RE: PIN 14025-0114 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
RO611272	1982/06/15	Debenture		Canadian Imperial Bank of Commerce
LT1769822	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
LT1769823	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
LT1769824	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	

[continued]

Re: PIN 14025-0132 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
RO611272	1982/06/15	Debenture		Canadian Imperial Bank of Commerce
LT1376279	1992/12/17	Notice		
LT1394124	1993/03/10	Notice		
LT1560768	1995/04/27	Notice		
LT1560769	1995/04/27	Notice		
LT1560770	1995/04/27	Notice		
LT1560771	1995/04/27	Notice		
LT1560772	1995/04/27	Notice		
LT1560773	1995/04/27	Notice		
LT1560774	1995/04/27	Notice		
LT1560775	1995/04/27	Notice		
LT1560776	1995/04/27	Notice		
LT1561801	1995/05/01	Notice		
LT1769822	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
LT1769823	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
LT1769824	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	

[continued]

Re: PIN 14025-0129 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
RO611272	1982/06/15	Debenture		Canadian Imperial Bank of Commerce
LT1376279	1992/12/17	Notice		
LT1394124	1993/03/10	Notice		
LT1560768	1995/04/27	Notice		
LT1560769	1995/04/27	Notice		
LT1560770	1995/04/27	Notice		
LT1560771	1995/04/27	Notice		
LT1560772	1995/04/27	Notice		
LT1560773	1995/04/27	Notice		
LT1560774	1995/04/27	Notice		
LT1560775	1995/04/27	Notice		
LT1560776	1995/04/27	Notice		
LT1561801	1995/05/01	Notice		
LT1769822	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
LT1769823	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
LT1769824	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
PR853056	2005/05/19	Cert Tax Arrears	Corporation of the City of Brampton	
PR1322057	2007/08/24	Ct Tax Arrear Canc		Corporation of the City of Brampton

[continued]

Re: PIN 14025-0123 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
RO611272	1982/06/15	Debenture		Canadian Imperial Bank of Commerce
LT1376279	1992/12/17	Notice		
LT1394124	1993/03/10	Notice		
LT1560768	1995/04/27	Notice		
LT1560769	1995/04/27	Notice		
LT1560770	1995/04/27	Notice		
LT1560771	1995/04/27	Notice		
LT1560772	1995/04/27	Notice		
LT1560773	1995/04/27	Notice		
LT1560774	1995/04/27	Notice		
LT1560775	1995/04/27	Notice		
LT1560776	1995/04/27	Notice		
LT1561801	1995/05/01	Notice		
LT1769822	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
LT1769823	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
LT1769824	1997/10/10	Application Court Order	Price Waterhouse Limited Receiver and Manager of Bramalea Inc	
PR1322057	2007/08/24	Ct Tax Arrear Canc		

[continued]

Re: PIN 14025-0054 (LT)

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
RO600464	1982/01/21	Debenture	\$500,000		Canadian Imperial Bank of Commerce

Re: PIN 14024-0037 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PR853084	2005/05/29	Cert Tax Arears	Corporation of the City of Brampton	
PR1322057	2007/08/24	Ct Tax Arrear Canc		Corporation of the City of Brampton

Re: PIN 14162-0009 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
CH28216	1960/11/09	Agreement		

[continued]

**SCHEDULE D- PERMITTED ENCUMBRANCES, EASEMENTS AND RESTRICTIVE
COVENANTS RELATED TO THE REAL PROPERTY**

(unaffected by the Vesting Order)

Re: PIN 14025-0114 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
FAD1166	1982/09/03	Application First Registration	Bramalea Limited	
LT613125	1986/01/10	Notice re Industrial Agreement		The Corporation of the City of Brampton and The Regional Municipality of Peel
LT613129	1986/01/10	Transfer of Easement		Canadian National Railway Company
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulations		

Re: PIN 14025-0132 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
FAD1166	1982/09/03	Application First Registration	Bramalea Limited	
LT613125	1986/01/10	Notice re Industrial Agreement		The Corporation of the City of Brampton and The Regional Municipality of Peel
LT613129	1986/01/10	Transfer of Easement		Canadian National Railway Company
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulations		

[continued]

Re: PIN 14025-0129 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
FAD1166	1982/09/03	Application First Registration	Bramalea Limited	
LT613125	1986/01/10	Notice re Industrial Agreement		The Corporation of the City of Brampton and The Regional Municipality of Peel
LT613129	1986/01/10	Transfer of Easement		Canadian National Railway Company
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulations		

Re: PIN 14025-0123 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
FAD1166	1982/09/03	Application First Registration	Bramalea Limited	
LT613125	1986/01/10	Notice re Industrial Agreement		The Corporation of the City of Brampton and The Regional Municipality of Peel
LT613129	1986/01/10	Transfer of Easement		Canadian National Railway Company
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulations		
43R37764	2017/06/27	Plan Reference		
43R39593	2020/09/14	Plan Reference		

[continued]

Re: PIN 14202-0254 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL766	1966/08/23	Plan Subdivision		
PL848	1969/02/26	Plan Subdivision		
VS122283	1969/09/26	Bylaw to authorize the execution of a grant of easement		Bramalea Consolidated Developments Limited
VS122284	1969/09/26	Transfer of Easement		The Corporation of the Township of Chinguacousy
VS135841	1970/03/19	Subdivision Agreement		The Corporation of the Township of Chinguacousy
VS138852	1970/04/29	Release of Subdivision Agreement VS135841		
VS145461	1970/07/16	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
43R11395	1984/01/18	Plan Reference		
43R11439	1984/02/10	Plan Reference		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulations		
PR409531	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR861540	2005/06/02	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	
43R37764	2017/06/27	Plan Reference		

[continued]

Re: PIN 14162-0017 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL676	1962/08/13	Plan Subdivision		
RD229	1970/05/28	Plan Reference		
VS145461	1970/07/16	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409527	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR861540	2005/06/02	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14162-0028 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL676	1962/08/13	Plan Subdivision		
RD229	1970/05/28	Plan Reference		
VS145461	1970/07/16	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
43R11670	1984/06/11	Plan Reference		
RO712927	1985/05/02	Transfer easement		Her Majesty the Queen in right of the Province of Ontario as represented by the Minister of Transportation and Communications
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulations		
PR409528	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR861540	2005/06/02	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14162-0069 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL676	1962/08/13	Plan Subdivision		
RD135	1969/07/31	Plan Reference		
VS145461	1970/07/16	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
43R348	1971/04/14	Plan Reference		
VS187827	1971/10/20	Transfer of Easement		Ontario Water Resources Commission
43R453	1971/11/24	Plan Reference		
VS202916	1972/03/09	Plan of Expropriation re easement	The Ontario Water Resources Commission	
VS253213	1973/03/21	Quit Claim Non Transfer		
LT1939551	1999/05/10	Order	The Ontario Clean Water Agency	The Regional Municipality of Peel
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409529	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR861540	2005/06/02	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14162-0073 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL676	1962/08/13	Plan Subdivision		
VS145461	1970/07/16	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
43R23117	1998/09/23	Plan Reference		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409530	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR861540	2005/06/02	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

Re: PIN 14162-0049 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL676	1962/08/13	Plan Subdivision		
RD209	1970/03/18	Plan Reference		
VS145461	1970/07/16	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
43R435	1971/10/21	Plan Reference		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR414294	2003/04/01	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR861540	2005/06/02	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14163-0143 (LT)

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
CH26542	1959/06/04	Subdivision Agreement			The Corporation of the Township of Chinguacousy
CH32674	1963/08/30	Transfer for right of way easement (<i>in thumbnail description</i>)			
VS12506	1966/06/21	Transfer			
43R2260	1974/07/16	Plan Reference			
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation			

[continued]

Re: PIN 14025-0043 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
VS204279	1972/03/22	Development Agreement		The Corporation of the Township of Chinguacousy
PL977	1973/03/30	Plan Subdivision		
VS260858	1973/05/15	Subdivision Agreement		The Corporation of the Township of Chinguacousy
VS264566	1973/06/06	Bylaw exempting lands from part lot control		
43R4255	1976/07/28	Plan Reference		
43R8155	1980/07/23	Plan Reference		
43R9147	1981/07/21	Plan Reference		
43R11227	1983/11/08	Plan Reference		
RO695417	1984/10/04	Transfer Easement		
RO730433	1985/10/15	Transfer of Easement		The Regional Municipality of Peel
RO739393	1986/01/06	Transfer of Easement		The Regional Municipality of Peel
RO739666	1986/01/09	Transfer of Easement		The Corporation of the City of Brampton
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409532	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR860639	2005/06/01	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14025-0054 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
VS204279	1972/03/22	Development Agreement		The Corporation of the Township of Chinguacousy
PL977	1973/03/30	Plan Subdivision		
VS260858	1973/05/15	Subdivision Agreement		The Corporation of the Township of Chinguacousy
VS264566	1973/06/06	Bylaw exempting lands from part lot control		
43R4255	1976/07/28	Plan Reference		
43R8155	1980/07/23	Plan Reference		
43R12760	1985/09/05	Plan Reference		
RO739393	1986/01/06	Transfer of Easement		The Regional Municipality of Peel
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409533	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR860650	2005/06/01	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14024-0037 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
VS204279	1972/03/22	Development Agreement		The Corporation of the Township of Chinguacousy
PL977	1973/03/30	Plan Subdivision		
VS260858	1973/05/15	Subdivision Agreement		The Corporation of the Township of Chinguacousy
VS264566	1973/06/06	Bylaw exempting lands from part lot control		
43R1408	1973/10/19	Plan Reference		
43R3210	1975/07/14	Plan Reference		
43R6661	1979/02/19	Plan Reference		
43R6724	1979/03/20	Plan Reference		
43R10631	1983/02/07	Plan Reference		
RO636241	1983/03/21	Release Subdivision Agreement VS344253		
43R11285	1983/11/30	Plan Reference		
RO739666	1986/01/09	Transfer of Easement		The Corporation of the City of Brampton
RO867995	1988/10/19	Transfer of Easement		The Regional Municipality of Peel
RO889035	1989/04/05	Transfer of Easement		The Regional Municipality of Peel
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409534	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR860650	2005/06/01	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14024-0023 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
VS204279	1972/03/22	Development Agreement		The Corporation of the Township of Chinguacousy
PL977	1973/03/30	Plan Subdivision		
VS260858	1973/05/15	Subdivision Agreement		
VS264566	1973/06/06	Bylaw exempting lands from part lot control		
43R6511	1978/12/06	Plan Reference		
43R6661	1979/02/19	Plan Reference		
43R6724	1979/03/20	Plan Reference		
43R10631	1983/02/07	Plan Reference		
RO867995	1988/10/19	Transfer of Easement		The Regional Municipality of Peel
RO889035	1989/04/05	Transfer of Easement		The Regional Municipality of Peel
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409535	2003/03/25	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR860650	2005/06/01	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14024-0104 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
VS204279	1972/03/22	Development Agreement		The Corporation of the Township of Chinguacousy
PL977	1973/03/30	Plan Subdivision		
VS260858	1973/05/15	Subdivision Agreement		The Corporation of the Township of Chinguacousy
VS264566	1973/06/06	Bylaw exempting lands from part lot control		
43R3210	1975/07/14	Plan Reference		
43R3610	1975/12/15	Plan Reference		
VS380624	1976/01/19	Grant of Easement (<i>in thumbnail description</i>)		Canadian National Railway Company
RO636241	1983/03/21	Release Subdivision Agreement VS344253		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR860650	2005/06/01	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14024-0105 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
VS204279	1972/03/22	Development Agreement		The Corporation of the Township of Chinguacousy
PL977	1973/03/30	Plan Subdivision		
VS260858	1973/05/15	Subdivision Agreement		The Corporation of the Township of Chinguacousy
VS264566	1973/06/06	Bylaw exempting lands from part lot control		
43R3610	1975/12/15	Plan Reference		
VS380624	1976/01/19	Grant of Easement (<i>in thumbnail description</i>)		Canadian National Railway Company
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR860650	2005/06/01	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14162-0067 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL640	1960/09/29	Plan Subdivision		
CH28129	1960/10/26	Transfer for right of way easement (<i>in thumbnail description</i>)		
CH33304	1964/01/03	Grant of Easement (<i>in thumbnail description</i>)		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR739048	2004/10/21	Notice re Prescriptive Easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR1105927	2006/07/27	Transfer Release & Abandonment	728836 Ontario Limited	Bramalea Consolidated Developments Limited

Re: PIN 14162-0009 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL640	1960/09/29	Plan Subdivision		
VS145461	1970/07/16	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
43R2412	1974/09/03	Plan Reference		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409526	2000/03/25	Notice re prescriptive easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR861540	2005/06/02	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

[continued]

Re: PIN 14161-0029 (LT)

Reg. No.	Date	Instrument Type	Parties From	Parties To
PL640	1960/09/29	Plan Subdivision		
VS133500	1970/02/16	Transfer re access		
VS145461	1970/07/16	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
PL895	1970/08/14	Plan Subdivision		
VS149568	1970/09/08	Subdivision Agreement		The Corporation of the Township of Chinguacousy
VS151974	1970/10/07	Bylaw to prevent the application of part lot control to certain plans of subdivision control		
VS154932	1970/11/13	Partial Release of VS149568		
43R740	1973/02/21	Plan Reference		
43R757	1973/03/14	Plan Reference		
43R1329	1973/10/05	Plan Reference		
43R1749	1974/01/25	Plan Reference		
43R2412	1974/09/03	Plan Reference		
VS339491	1975/01/02	Partial Release of VS149568		
43R19468	1992/09/24	Plan Reference		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR409525	2000/03/25	Notice re prescriptive easement for purposes of operating railway locomotives, box cars and ancillary carriages		Canadian National Railway Company
PR861540	2005/06/02	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	
PR861569	2005/06/02	Bylaw to repeal by-laws	The Corporation of the City of Brampton	

[continued]

Re: PIN 14024-0013 (LT) (B20)

Reg. No.	Date	Instrument Type	Parties From	Parties To
VS204279	1972/03/22	Development Agreement		The Corporation of the Township of Chinguacousy
PL977	1973/03/30	Plan Subdivision		
VS260858	1973/05/15	Subdivision Agreement		The Corporation of the Township of Chinguacousy
VS264566	1973/06/06	Bylaw exempting lands from part lot control		
43R6661	1979/02/19	Plan Reference		
43R6724	1979/03/20	Plan Reference		
LT2057426	2000/03/27	Notice re Pearson Airport Zoning Regulation		
PR860650	2005/06/01	Bylaw re: By-Law no. 143-2005 to repeal by-laws exempting lands from part lot control	The Corporation of the City of Brampton	

GENERAL PERMITTED ENCUMBRANCES

1. Any municipal by-laws or regulations affecting the Real Property or its use and any other municipal land use instruments including without limitation, official plans and zoning and building by-laws, as well as decisions of the committee of adjustment or any other competent authority permitting variances therefrom, and all applicable building codes;
2. Registered agreements with any municipal, provincial or federal governments or authorities and any public utilities or private suppliers of services, including without limitation, subdivision agreements, development agreements, engineering, grading or landscaping agreements and similar agreements; provided same have been complied with or security has been posted to ensure compliance and completion as evidenced by a letter from the relevant authority or regulated utility;
3. Any unregistered easement, right-of-way, agreements or other unregistered interest of claims not disclosed by registered title provided same does not materially impact the Purchaser's intended use of the Purchased Assets;
4. Any encroachments or other discrepancies that might be revealed by an up-to-date plan of survey of the Real Property;
5. Such other minor encumbrances or defects in title which do not, individually or in the aggregate, materially affect the use, enjoyment or value of the Real Property or any part

thereof, or materially impair the value thereof;

6. Any reservations, limitations, provisos and conditions expressed in the original grant from the Crown as the same may be varied by statute; and
7. The following exceptions and qualifications contained in Section 44(1) of the *Land Titles Act*: paragraphs 7, 8, 9, 10, 12 and 14.

**IN THE MATTER OF THE BANKRUPTCY OF BRAMALEA INC. OF THE CITY OF
TORONTO IN THE PROVINCE OF ONTARIO**

Court File No.: CV-31-299040
Estate File No. 31-299040

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

Proceedings commenced at Toronto

**AMENDED & RESTATED
APPROVAL AND VESTING ORDER**

LOOPSTRA NIXON LLP
135 Queens Plate Drive – Suite 600
Toronto, ON M9W 6V7

R. Graham Phoenix (LSUC #52650N)
Tel: (416) 748-4776
Fax: (416) 746-8319
Email: gphoenix@loonix.com

Shahrzad Hamraz (LSUC #85218H)
Tel: (416) 748-5116
Fax: (416)746-8319
Email: shamraz@loonix.com

*Lawyers for MNP Ltd., Licenses Insolvency Trustee
of the bankruptcy estate of Bramalea Inc.*