

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

THE HONOURABLE) TUESDAY, THE 14TH DAY
)
JUSTICE CONWAY) OF JUNE, 2022

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



ORDER
(Appointment of Trustee, Sales Process, and General Relief)

THIS MOTION, made by Italpasta Limited (“**Italpasta**”), an interested person under s. 41(11) of the *Bankruptcy and Insolvency Act*, R.S.C. 1988 c. B-3 (the “**BIA**”), for an order, *inter alia*, (i) appointing MNP Ltd. as trustee (the “**Trustee**”) of the bankruptcy estate of Bramalea Inc., an undischarged bankrupt (the “**Bankrupt**”); and (ii) approving a sales process in respect of two parcels of remnant lands held by the Bankrupt an identified a PIN #14025-0180 (LT) and PIN #14025-0181 (LT) (collectively, the “**Remnant Lands**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and the appendices and confidential appendices thereto, and the affidavit of Joseph Vitale dated June 6, 2022 and the exhibits thereto (the “**Vitale Affidavit**”), the Pre-Appointment Report of the Trustee, dated June 9, 2022 (the “**Pre-Appointment Report**”) and the confidential appendices thereto (the “**Confidential Appendices**”); and, on hearing the submissions of counsel for the Applicant, no one appearing for any other person on the service list, although properly served as appears from the affidavits of Amanda Adamo sworn June 7 and June 9, 2022, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

APPOINTMENT OF TRUSTEE

2. **THIS COURT ORDERS** that pursuant to section 41(11) of the BIA, MNP Ltd. is hereby appointed as Trustee of the bankruptcy estate of the Bankrupt.

APPROVAL OF PRE-APPOINTMENT REPORT

3. **THIS COURT ORDERS** that the Pre-Appointment Report and the activities of the Trustee described therein be and are hereby approved.

APPROVAL OF SALES PROCESS

4. **THIS COURT ORDERS** that the Trustee be an is authorized to implement the Sales Process, as defined in the Pre-Appointment Report, in respect of the Remnant Lands, including but not limited to:

- (a) executing the purchase agreement dated June 6, 2022 with Joseph Vitale Management Limited (“**JVML**”), an adjacent landowner, for the sale of the Remnant Lands on an “as is, where is” basis;
- (b) contacting the neighbouring landowners to provide them with period of thirty days to submit a Qualifying Offer (*as defined in the Pre-Appointment Report*);

- (c) if applicable, conducting an auction among JVML and all persons submitting Qualifying Offers; and
- (d) selecting the highest and best offer and completing a transaction with such offeror (including returning to Court for approval if the highest and best offer is not from JVML).

5. **THIS COURT ORDERS** that the Trustee, be and are hereby authorized and empowered to take such steps as are necessary or desirable to carry out and perform its obligations under and to facilitate the Sale Process, provided that any definitive agreement to be executed by the Trustee that requires an approval and vesting order in respect to the Remnant Lands (other than with JVML) shall require approval of the Court.

6. **THIS COURT ORDERS** that the Trustee continues to be and is hereby authorized to take all steps required to fulfill its duties under the BIA, including, without limitation, to:

- (a) reporting to the Court at such times and intervals as the Trustee may deem appropriate with respect to matters relating to the Sale Process, the Bankrupt's property, the administration of the estate and such other matters as may be relevant to the proceedings herein; and
- (b) perform such other duties as are deemed appropriate or necessary by the Trustee or are otherwise required by the BIA, this Order or by the Court from time to time.

7. **THIS COURT ORDERS** that in addition to the rights and protections afforded to the Trustee under the BIA or as an officer of the Court, the Trustee shall incur no personal or corporate liability as a result of its appointment or the carrying out of the provisions of this Order, including

but not limited to the implementation of the Sales Process, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded to the Trustee under the BIA or any applicable legislation.

SEALING OF CONFIDENTIAL MATERIALS

8. **THIS COURT ORDERS** that the Confidential Appendices are sealed until the Sale Process is completed and the transaction contemplated thereby is closed, or further Order of the Court.

SERVICE & NOTICE

9. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial/>) shall be valid and effective service. Subject to Rule 17.05, this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission.

10. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Trustee are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the creditors or other interested parties at their respective addresses as last shown

on the records of the Bankrupt and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

11. **THIS COURT ORDERS** that the Trustee and its counsel are at liberty to serve or distribute this Order, any other materials and orders as may be reasonably required in these proceedings, including any notices, or other correspondence, by forwarding true copies thereof by electronic message to the creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or juridical obligation, and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 81000-2-175 (SOR/DORS).

GENERAL

12. **THIS COURT ORDERS** that the Trustee may from time to time apply to this Court for advice and directions in respect of the implementation of the Sale Process or the discharge of such party's respective powers and duties hereunder.

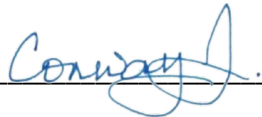
13. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or the United States, to give effect to this Order and to assist the Trustee and its agents in carrying out the terms of this Order. All courts, tribunals, 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, to grant representative status to the Trustee in

any foreign proceeding or to assist the Trustee and its agents in carrying out the terms of this Order.

14. **THIS COURT ORDERS** that the Trustee be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Trustee is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

15. **THIS COURT ORDERS** that any interested party (including the Bankrupt and the Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

16. **THIS COURT ORDERS** that this Order is effective from today's date and is enforceable without the need for entry and filing.



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

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

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

Proceedings commenced at Toronto

**ORDER
(Appointment of Trustee, Sales Process, and
General Relief)**

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