



ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

Electronically issued : 03-Nov-2021  
Délivré par voie électronique : 03-Nov-2021  
Toronto

THE HONOURABLE ) MONDAY, THE 1st DAY  
 )  
MR. JUSTICE KOEHNEN ) OF NOVEMBER, 2021.

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
R.S.O. 1990, C. B.16, AS AMENDED

AND IN THE MATTER OF THE *CANADA BUSINESS  
CORPORATIONS ACT*, R.S.C., 1985, C. C-44, AS AMENDED

AND IN THE MATTER OF A WINDING UP OF  
FIRST HAMILTON HOLDINGS INC., FIRST HAMILTON  
FINANCIAL SERVICES INC., FIRST HAMILTON CAPITAL INC.,  
FIRST HAMILTON GENERAL PARTNER 2 INC.  
and FIRST HAMILTON MORTGAGE BROKERS INC.

Applicants

**CLAIMS PROCEDURE ORDER**

**THIS MOTION** made by MNP Ltd., in its capacity as court appointed liquidator (“**Liquidator**”) of First Hamilton Holdings Inc., First Hamilton Financial Services Inc., First Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and First Hamilton Mortgage Brokers Inc. (collectively “**First Hamilton**”), for an order approving and authorizing the Claims Procedure (as defined herein) and authorizing, directing and empowering the Liquidator to implement and carry out the Claims Procedure in accordance with the terms of this order (the “**Claims Procedure Order**”) was heard this day via videoconference due to the COVID-19 pandemic.

**ON READING** the Motion Record of the Liquidator, including the Third Report, and on hearing the submissions of counsel for the Liquidator, and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Janis Balvers sworn October 25, 2021, filed:

### **SERVICE**

1. **THIS COURT ORDERS** that the time for service and notice of this Motion is abridged and validated such that this Motion is properly returnable today, without further service or notice thereof.

### **INTERPRETATION**

2. **THIS COURT ORDERS** that, for the purposes of this Claims Procedure Order, in addition to terms defined elsewhere herein, the following terms shall have the following meanings:

- (a) **“Assessments”** means any Claim (as defined herein) of Her Majesty the Queen in Right of Canada or of any Province or Territory or Municipality or any other taxation authority in any Canadian or foreign jurisdiction, including, without limitation, amounts which may arise or have arisen under any notice of assessment, notice of reassessment, notice of objection, notice of appeal, audit, investigation, demand or similar request from any taxation authority;
- (b) **“Business Day”** means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
- (c) **“Claim”** means any right or claim of any Person against any one or more of the entities defined above as “First Hamilton”, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind of First Hamilton, whether or not such right or claim is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, unknown, by guarantee, by surety or otherwise, and whether or not such right is executory or anticipatory in nature, including any Assessment and any right or ability of any Person to

advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, and any other claims that would be claims provable in bankruptcy had First Hamilton made an assignment in bankruptcy as of the date hereof (each, a **“Claim”**, and collectively, the **“Claims”**);

- (d) **“Claim Document Package”** means a document package that contains a copy of the Instruction Letter (as defined herein), the Notice to Creditors (as defined herein), and Proof of Claim, and such other materials as the Liquidator may consider appropriate or desirable;
- (e) **“Claims Bar Date”** means 5:00 p.m. on January 14, 2022, or such other date as may be ordered by the Court;
- (f) **“Claims Procedure”** means the procedures set out in this Order for identifying and determining Claims against First Hamilton;
- (g) **“Court”** means the Ontario Superior Court of Justice (Commercial List);
- (h) **“Creditor”** means any Person having or asserting a Claim;
- (i) **“Instruction Letter”** means the instruction letter to Creditors, substantially in the form attached as Schedule “A” hereto, regarding completion by Creditors of the Proof of Claim;
- (j) **“Notice of Revision or Disallowance”** means a notice, substantially in the form attached hereto as Schedule “D”;
- (k) **“Notice to Creditors”** means the notice to Creditors for publication, substantially in the form attached as Schedule “B” hereto;
- (l) **“Person”** means, without limitation, any individual, firm, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, government authority or any agency, regulatory body, officer or instrumentality thereof or any other entity, wherever

situate or domiciled, and whether or not having legal status and whether acting on their own or in a representative capacity;

- (m) **“Proof of Claim”** means a Proof of Claim, substantially in the form attached hereto as **Schedule “C”**;
- (n) **“Proven Claim”** means the amount of a Claim of a Creditor as finally determined in accordance with this Claims Procedure Order.

### **GENERAL PROVISIONS**

3. **THIS COURT ORDERS** that all references to time herein shall mean Toronto Time and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein.
4. **THIS COURT ORDERS** that the Claims Procedure and the forms of Instruction Letter, Notice to Creditors, Proof of Claim and Notice of Revision or Disallowance are hereby approved. Notwithstanding the foregoing, the Liquidator may, from time to time, make non-substantive changes to the forms as the Liquidator, in its sole discretion, may consider necessary or desirable.
5. **THIS COURT ORDERS** that the Liquidator is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed, and may waive strict compliance with the requirements of this Claims Procedure Order as to completion, execution and submission of such forms and to request any further documentation from a Creditor that the Liquidator may require.
6. **THIS COURT ORDERS** that all Claims shall be denominated in Canadian dollars. Any Claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada daily average exchange rate on the Claims Bar Date.
7. **THIS COURT ORDERS** that there shall be no presumption of validity or deeming of the amount due in respect of amounts claimed in any Assessment.
8. **THIS COURT ORDERS** that copies of all forms delivered hereunder, as applicable, shall be maintained by the Liquidator.

9. **THIS COURT ORDERS** that no Claim shall be determined, and no payment shall be made by First Hamilton in respect of any Claim, except in accordance with this Claims Procedure Order and the Claims Procedure set out herein.

### **ROLE OF THE LIQUIDATOR**

10. **THIS COURT ORDERS** that the Liquidator, in addition to its prescribed rights, duties, responsibilities and obligations under the Order, dated May 21, 2020, that appointed the Liquidator (“**Appointment Order**”), shall administer the Claims Procedure provided for herein and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Claims Procedure Order.

11. **THIS COURT ORDERS** that the Liquidator shall: (i) have all protections afforded to it by the Appointment Order, any Orders of the Court in these proceedings and other applicable law in connection with its activities in respect of this Claims Procedure Order; and (ii) incur no liability or obligation as a result of carrying out the provisions of this Claims Procedure Order, other than in respect of gross negligence or wilful misconduct.

12. **THIS COURT ORDERS** that First Hamilton and its employees, agents and representatives and any other Person given notice of this Claims Procedure Order shall fully cooperate with the Liquidator in the exercise of its powers and the discharge of its duties and obligations under this Claims Procedure Order.

### **NOTICE TO CREDITORS**

13. **THIS COURT ORDERS** that:

- (a) the Liquidator shall, not later than ten (10) Business Days following the granting of the Claims Procedure Order, cause to be published the Notice to Creditors in the Globe and Mail (National Edition);
- (b) the Liquidator shall, not later than five (5) Business Days following the granting of the Claims Procedure Order, post a copy of this Claims Procedure Order, the Liquidator’s Motion Record in respect of this Claims Procedure Order and the Claims Document Package on its website at [www.mnpdebt.ca/firsthamilton](http://www.mnpdebt.ca/firsthamilton); and

- (c) the Liquidator shall deliver as soon as reasonably possible following receipt of a request therefor, a copy of the Claims Document Package to any Person: (i) who claims to be a Creditor, and (ii) requests such material in writing.

14. **THIS COURT ORDERS** that the Liquidator shall be entitled to rely on the accuracy and completeness of the information obtained from the books and records of First Hamilton regarding the review of the Proof(s) of Claim. For greater certainty, the Liquidator shall have no liability in respect of the information provided to it and shall not be required to conduct any independent inquiry and/or investigation with respect to that information.

### **PROOFS OF CLAIM**

15. **THIS COURT ORDERS** that to be effective, every Creditor asserting a Claim against First Hamilton shall set out its aggregate Claim in a Proof of Claim, including supporting documentation, and deliver that Proof of Claim to the Liquidator so that it is actually received by the Liquidator by no later than the Claims Bar Date.

### **CLAIMS BAR**

16. **THIS COURT ORDERS** that any Person that does not deliver a Proof of Claim in respect of a Claim in the manner required by this Claims Procedure Order such that it is actually received by the Liquidator on or before the Claims Bar Date:

- (a) shall not be entitled to receive any distribution in respect of such Claim; and
- (b) shall be forever barred from making or enforcing such Claim against First Hamilton and such Claim shall be hereby extinguished without any further act or notification.

### **SET OFF**

17. **THIS COURT ORDERS** that nothing in this Claims Procedure Order shall affect any right of set-off which First Hamilton may have against any Creditor.

### **TRANSFER OF CLAIMS**

18. **THIS COURT ORDERS** that if the holder of a Claim transfers or assigns the whole of such Claim to another Person, the Liquidator shall not be obligated to give notice or otherwise deal with the transferee or assignee of such Claim in respect thereof unless and until written notice of such transfer or assignment, together with satisfactory evidence of such transfer or assignment, has been received by Liquidator and the Liquidator has provided written confirmation acknowledging the transfer or assignment of such Claim, and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Claims Procedure Order prior to receiving written confirmation by the Liquidator acknowledging such assignment or transfer. After the Liquidator has delivered a written confirmation acknowledging the notice of the transfer or assignment of a Claim, the Liquidator shall thereafter be required only to deal with the transferee or assignee and not the original holder of the Claim. A transferee or assignee of a Claim takes the Claim subject to any rights of set-off to which First Hamilton may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set-off, apply, merge, consolidate or combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to First Hamilton. Reference to transfer in this Claims Procedure Order includes a transfer or assignment whether absolute or intended as security.

19. **THIS COURT ORDERS** that if a Creditor or any subsequent holder of a Claim, who in any such case has previously been acknowledged by the Liquidator as the holder of the Claim, transfers or assigns the whole of such Claim to more than one Person or part of such Claim to another Person, such transfers or assignments shall not create separate Claims and such Claims shall continue to constitute and be dealt with as a single Claim notwithstanding such transfers or assignments. The Liquidator shall not, in each case, be required to recognize or acknowledge any such transfers or assignments and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim, provided such Creditor may, by notice in writing delivered to the Liquidator, direct that subsequent dealings in respect of such Claim, but only as a whole, shall be dealt with by a specified Person and in such event, such Person shall be bound by any notices given or steps taken in respect of such Claim with such Creditor or in accordance with the provisions of this Claims Procedure Order.

## **DETERMINATION OF CLAIMS**

20. **THIS COURT ORDERS** that, subject to the terms of this Claims Procedure Order, the Liquidator shall review all Proofs of Claim and may:

- (a) request additional information from a Creditor and / or First Hamilton to assist with such review and assessment;
- (b) request that a Creditor file a revised Proof of Claim;
- (c) attempt to resolve and settle any issue arising in a Proof of Claim in respect of a Claim;
- (d) accept (in whole or in part) the amount of any Claim and notify the Creditor in writing; and
- (e) revise or disallow (in whole or in part) the amount of any Claim by delivering a Notice of Revision or Disallowance to such Creditor.

21. **THIS COURT ORDERS** that where a Claim has been accepted by the Liquidator, such Claim shall constitute a Proven Claim.

22. **THIS COURT ORDERS** that if a Creditor intends to dispute its Claim as set out in a Notice of Revision or Disallowance, the Creditor shall:

- (a) notify the Liquidator of the objection in writing (setting out the grounds for the objection) by registered mail, courier, or email (in PDF format) within fifteen (15) days of receipt of a Notice of Revision or Disallowance (the “**Objection**”); and
- (b) file a notice of motion with this Court for the determination of the Claim in dispute (the “**Notice of Motion**”), with a copy to be sent to the Liquidator immediately after filing.

23. **THIS COURT ORDERS** that the Notice of Motion shall be:



- (a) supported by a sworn affidavit setting out the Creditor's basis for disputing the Notice of Revision or Disallowance; and
- (b) returnable within thirty (30) days of the date on which the Liquidator received the Objection.

24. **THIS COURT ORDERS** that if a Creditor fails to deliver the Objection and/or the Notice of Motion in accordance with paragraphs 22 and 23 herein, the Claim shall be deemed accepted at the amount set forth in the Notice of Revision or Disallowance and the Creditor will:

- (a) where the entire Claim is disallowed:
  - (i) not be entitled to receive any distribution in these proceedings; and
  - (ii) be forever barred from making or enforcing such Claim against First Hamilton;
- (b) where the Claim has been revised:
  - (i) only be entitled to receive a distribution in an amount proportional to the revised amount; and
  - (ii) be forever barred from making or enforcing any Claim against First Hamilton greater than the revised amount and the amount of the Claim reduced by the revision will be forever extinguished.

### **SERVICE AND NOTICE**

25. **THIS COURT ORDERS** that the Liquidator may, unless otherwise specified by this Claims Procedure Order, serve and deliver or cause to be served and delivered the Claims Document Package, any letters, notices or other documents to Creditors or any other interested Person by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery, facsimile transmission or email to such Persons or their counsel (including counsel of record in any ongoing litigation) at the physical or electronic address, as applicable, last shown on the books and records of First Hamilton or set out in such Creditor's Proof of Claim, if one has been filed.

Any such service and delivery shall be deemed to have been received: (i) if sent by ordinary mail, on the third Business Day after mailing within Canada, and the fifth Business Day after mailing internationally; (ii) if sent by courier or personal delivery, on the next Business Day following dispatch; and (iii) if delivered by email by 5:00 p.m. on a Business Day, on such Business Day and if delivered after 5:00 p.m. or other than on a Business Day, on the following Business Day.

26. **THIS COURT ORDERS** that any notice or communication required to be provided or delivered by a Creditor to the Liquidator under this Claims Procedure Order shall be in writing in substantially the form, if any, provided for in this Claims Procedure Order and will be sufficiently given only if delivered by prepaid registered mail, courier, personal delivery or email addressed to:

MNP Ltd., in its capacity as court-appointed Liquidator  
of First Hamilton Holdings Inc., First Hamilton Financial Services Inc., First  
Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and First Hamilton  
Mortgage Brokers Inc.  
300 - 111 Richmond Street West  
Toronto, ON M5H 2G4

Attention: Jerry Henechowitz  
Email: [jerry.henechowitz@mnp.ca](mailto:jerry.henechowitz@mnp.ca)

Any such notice or communication delivered by a Creditor shall be deemed to be received upon actual receipt thereof before 5:00 p.m. on a Business Day or if delivered outside of normal business hours, the next Business Day.

27. **THIS COURT ORDERS** that the publication of the Notice to Creditors and the mailing of the Claims Document Packages as set out in this Claims Procedure Order shall constitute good and sufficient notice to Creditors of the Claims Bar Date and the other deadlines and procedures set forth herein, and that no other form of notice or service need be given or made on any Person, and no other document or material need be served on any Person in respect of the claims procedure described herein.

28. **THIS COURT ORDERS** that in the event that this Claims Procedure Order is subsequently amended by further Order of the Court, the Liquidator shall serve notice of such amendment on the Service List in these proceedings and the Liquidator shall post such further

Order on the Liquidator's website and such posting shall constitute adequate notice to all Persons of such amended Claims Procedure Order.

**GENERAL**

29. **THIS COURT ORDERS** that the Liquidator may from time to time apply to this Court to amend, vary, supplement or replace this Claims Procedure Order or for advice and directions concerning the discharge of its powers and duties under this Claims Procedure Order or the interpretation or application of this Claims Procedure Order.

30. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or outside Canada to give effect to this Claims Procedure Order and to assist the Liquidator and its agents in carrying out the terms of this Claims Procedure Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Claims Procedure Order, to grant representative status to the Liquidator in any foreign proceeding, or to assist the Liquidator and its agents in carrying out the terms of this Claims Procedure Order.

31. **THIS COURT ORDERS** that this Claims Procedure Order and all of its provisions are effective as of 12:01 a.m. Toronto Time on the date of this Claims Procedure Order.



A handwritten signature in blue ink, appearing to be 'M. J.', is written above a horizontal line.

**Schedule "A"**  
**Instruction Letter**

**INSTRUCTION LETTER FOR THE CLAIMS PROCEDURE OF FIRST HAMILTON  
HOLDINGS INC., FIRST HAMILTON FINANCIAL SERVICES INC., FIRST  
HAMILTON CAPITAL INC., FIRST HAMILTON GENERAL PARTNER 2 INC. AND  
FIRST HAMILTON MORTGAGE BROKERS INC.**

**A. CLAIMS PROCEDURE**

By Order of the Ontario Superior Court of Justice (Commercial List) made November 1, 2021 (the “**Claims Procedure Order**”), MNP Ltd. in its capacity as court-appointed Liquidator and manager (the “**Liquidator**”) of First Hamilton Holdings Inc., First Hamilton Financial Services Inc., First Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and First Hamilton Mortgage Brokers Inc. (collectively “**First Hamilton**”), has been authorized to conduct a claims procedure (the “**Claims Procedure**”) with respect to claims against First Hamilton in accordance with the terms of the Claims Procedure Order.

Unless otherwise defined, all capitalized terms used herein shall have the meanings given to those terms in the Claims Procedure Order.

The Claims Procedure Order, the Claims Document Package, additional Proofs of Claim and related materials may be accessed from the Liquidator’s website at [www.mnpdebt.ca/firsthamilton](http://www.mnpdebt.ca/firsthamilton).

This letter provides instructions for responding to or completing the Proof of Claim. Reference should be made to the Claims Procedure Order for a complete description of the Claims Procedure.

The Claims Procedure is intended for any Person with any Claims of any kind or nature whatsoever against, whether liquidated, unliquidated, contingent or otherwise. Please review the enclosed material for the complete definitions of a “Claim” to which the Claims Procedure applies.

All notices and enquiries with respect to the Claims Procedure should be addressed to:

MNP Ltd., in its capacity as court-appointed Liquidator of First Hamilton Holdings Inc.,  
First Hamilton Financial Services Inc., First Hamilton Capital Inc., First Hamilton  
General Partner 2 Inc. and First Hamilton Mortgage Brokers Inc.  
300 - 111 Richmond Street West  
Toronto, ON M5H 2G4

Attention: Jerry Henechowicz  
Email: [jerry.henechowicz@mnp.ca](mailto:jerry.henechowicz@mnp.ca)

**B. SUBMITTING A PROOF OF CLAIM**

If you believe that you have a Claim against one or more of the entities defined in the Claims Procedure Order as “First Hamilton”, you must file a Proof of Claim with the Liquidator.

All Proofs of Claim must be received by the Liquidator by the Claims Bar Date.

**PROOFS OF CLAIM MUST BE RECEIVED BY THE CLAIMS BAR DATE OR THE APPLICABLE CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED.** If you have a Claim and are required to file a Proof of Claim pursuant to the Claims Procedure but do not file a Proof of Claim in respect of a Claim by the Claims Bar Date you shall not be entitled to participate in any distribution in respect of such Claim.

Additional Proof of Claim forms can be obtained by contacting the Liquidator at the telephone numbers and address indicated above and providing particulars as to your name, address and facsimile number or email mail address. Additional Proof of Claim forms and related materials may be accessed from the Liquidator's web site at [www.mnpdebt.ca/firsthamilton](http://www.mnpdebt.ca/firsthamilton).

Where a Creditor files a Proof of Claim with the Liquidator, the Liquidator will review the Proof of Claim and, as soon as reasonably practicable, provide to the Creditor a response in writing by registered mail, courier service or email as to whether the Claim set out in the Proof of Claim is accepted, disputed in whole, or disputed in part. Where the Claim is disputed in whole or in part, the Liquidator will issue a Notice of Revision or Disallowance indicating the reasons for the dispute.

The Claims Procedure Order further provides that where a Creditor objects to a Notice of Revision or Disallowance, the Creditor must notify the Liquidator of the objection in writing by registered mail, courier service, facsimile or email within fifteen (15) days of receipt of the Notice of Revision or Disallowance. The Liquidator's contact information is below:

MNP Ltd., in its capacity as court-appointed Liquidator  
and manager of First Hamilton Holdings Inc., First Hamilton Financial Services Inc.,  
First Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and First Hamilton  
Mortgage Brokers Inc.  
300 - 111 Richmond Street West  
Toronto, ON M5H 2G4

Attention: Jerry Henechowicz  
Email: [jerry.henechowicz@mnp.ca](mailto:jerry.henechowicz@mnp.ca)

The Creditor shall immediately thereafter serve on the Liquidator, a Notice of Motion, filed at the Court and made returnable within thirty (30) days after the date that the Liquidator received the Objection. The Notice of Motion is to be supported by a sworn affidavit setting out the reasons for the dispute.

**DATED** at Toronto, Ontario this \_\_\_\_ day of November, 2021.

**MNP Ltd., in its capacity as court-appointed Liquidator of First Hamilton Holdings Inc.,  
First Hamilton Financial Services Inc., First Hamilton Capital Inc., First Hamilton General  
Partner 2 Inc. and First Hamilton Mortgage Brokers Inc.**

Per: \_\_\_\_\_

**Schedule "B"**  
**Notice to Creditors**



**Notice to Creditors**

**RE: Notice of Call for Claims, Claims Procedure and Claims Bar Date**

**NOTICE IS HEREBY GIVEN THAT**, by Order of the Ontario Superior Court of Justice (Commercial List) made November 1, 2021 (the “**Claims Procedure Order**”), MNP Ltd., in its capacity as court-appointed Liquidator (the “**Liquidator**”) of First Hamilton Holdings Inc., First Hamilton Financial Services Inc., First Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and First Hamilton Mortgage Brokers Inc. (collectively “**First Hamilton**”), has been authorized to conduct a claims procedure with respect to claims against First Hamilton in accordance with the terms of the Claims Procedure Order.

All persons wishing to assert a Claim against First Hamilton must file a Proof of Claim with the Liquidator. **THE CLAIMS BAR DATE is 5:00 p.m. (Toronto Time) on January 14, 2022.** Proofs of Claim must be filed with the Liquidator on or before the Claims Bar Date.

**PROOFS OF CLAIM MUST BE RECEIVED BY THE LIQUIDATOR BY THE CLAIMS BAR DATE OR THE CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED.** If you are required to file a Proof of Claim pursuant to the Claims Procedure but do not file a Proof of Claim in respect of a Claim by the Claims Bar Date, you shall not be entitled to participate in any distribution in respect of any such Claim.

The Claims Procedure Order, the Claims Document Package, additional Proofs of Claim and related materials, including the Liquidator’s contact information, may be accessed from the Liquidator’s website at [www.mnpdebt.ca/firsthamilton](http://www.mnpdebt.ca/firsthamilton), or by emailing the Liquidator at [jerry.henechowicz@mnp.ca](mailto:jerry.henechowicz@mnp.ca).

**DATED** at Toronto, Ontario this \_\_\_\_ day of November, 2021.

**MNP Ltd., in its capacity as court-appointed Liquidator and manager of First Hamilton Holdings Inc., First Hamilton Financial Services Inc., First Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and First Hamilton Mortgage Brokers Inc.**

Per: \_\_\_\_\_

**Schedule "C"**

**Proof of Claim Against First Hamilton Holdings Inc., First Hamilton Financial Services Inc., First Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and / or First Hamilton Mortgage Brokers Inc.**

**PROOF OF CLAIM AGAINST FIRST HAMILTON HOLDINGS INC., FIRST HAMILTON FINANCIAL SERVICES INC., FIRST HAMILTON CAPITAL INC., FIRST HAMILTON GENERAL PARTNER 2 INC. AND / OR FIRST HAMILTON MORTGAGE BROKERS INC. (hereinafter collectively referred to as "First Hamilton")**

**Please read the enclosed Instruction Letter carefully prior to completing this Proof of Claim. Defined terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the Claims Procedure Order dated November 1, 2021.**

**A. Particulars of Creditor**

1. Full Legal Name of Creditor: \_\_\_\_\_ (the "Creditor") (*Full legal name should be the name of the original Creditor, regardless of whether an assignment of a Claim has been made.*)

2. Full Mailing Address of the Creditor (*the original Creditor, and not of any applicable assignee, referred to herein as an "Assignee"*):

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3. Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

Attention (Contact Person): \_\_\_\_\_

4. Has the Claim been sold, transferred or assigned by the Creditor to another party?

Yes:

No:

**B. Particulars of Assignee(s) (If any):**

1. Full Legal Name of Assignee(s): \_\_\_\_\_ (*If a portion of the Claim has been assigned, insert full legal name of Assignee(s) of the Claim. If there is more than one Assignee, please attach a separate sheet with the required information.*)

2. Full Mailing Address of Assignee(s): \_\_\_\_\_

3. Telephone Number of Assignee(s): \_\_\_\_\_

4. Email of Assignee(s): \_\_\_\_\_

5. Attention (Contact Person): \_\_\_\_\_

**C. Proof of Claim:**

I, \_\_\_\_\_ (name of individual Creditor or representative of corporate Creditor), of \_\_\_\_\_ (City, Province or State) do hereby certify:

(a) that I

[ ] am the Creditor; OR

[ ] am \_\_\_\_\_ (state position or title) of \_\_\_\_\_ (name of Corporate Creditor)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;

(c) the Creditor asserts its Claim against \_\_\_\_\_ (identify the First Hamilton entity against whom you are asserting your Claim);

(d) The amount of the Creditor's Claim is

\$ \_\_\_\_\_

**D. Particulars of Claim:**

Other than as already set out herein, the particulars of the Claim are attached.

*(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)*

**E. Filing of Claims:**

The Liquidator must receive this Proof of Claim before 5:00 p.m. (Toronto Time) on January 14, 2022 (the "Claims Bar Date").

**FAILURE TO FILE YOUR PROOF OF CLAIM ON OR BEFORE THE CLAIMS BAR DATE WILL RESULT IN YOUR CLAIM BEING BARRED AND EXTINGUISHED FOREVER, AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A CLAIM AGAINST FIRST HAMILTON IN RESPECT OF SUCH CLAIM.**

**This Proof of Claim must be delivered to the Liquidator by registered mail, personal delivery, email (in PDF format), courier or facsimile at the following addresses:**

The Liquidator:

MNP Ltd., in its capacity as court-appointed Liquidator  
and manager of First Hamilton Holdings Inc., First Hamilton Financial Services Inc.,  
First Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and First Hamilton  
Mortgage Brokers Inc.

300 - 111 Richmond Street West  
Toronto, ON M5H 2G4

Attention: Jerry Henechowicz  
Email: [jerry.henechowicz@mnp.ca](mailto:jerry.henechowicz@mnp.ca)

**DATE:**

**NAME OF CREDITOR:**

\_\_\_\_\_  
Witness Signature

Per: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

(Please Print)

**Schedule "D"**  
**Notice of Revision or Disallowance**

**NOTICE OF REVISION OR DISALLOWANCE  
FIRST HAMILTON HOLDINGS INC., FIRST HAMILTON FINANCIAL SERVICES  
INC., FIRST HAMILTON CAPITAL INC., FIRST HAMILTON GENERAL PARTNER 2  
INC. AND FIRST HAMILTON MORTGAGE BROKERS INC. (COLLECTIVELY  
“FIRST HAMILTON”)**

**TO:** \_\_\_\_\_ (the "Creditor")

**DATE:** \_\_\_\_\_

MNP Ltd., in its capacity as court-appointed Liquidator and manager (the “**Liquidator**”) of First Hamilton, has reviewed the Proof of Claim in respect of the above-named Creditor, and has assessed the Proof of Claim in accordance with the order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued on November 1, 2021 (the “**Claims Procedure Order**”).

All capitalized terms not defined herein have the meaning given to them in the Claims Procedure Order.

The Liquidator has reviewed your Proof of Claim in accordance with the Claims Procedure Order, and the Liquidator has revised or disallowed your Proof of Claim, for the following reason(s):

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Subject to further dispute by you in accordance with the Claims Procedure Order, your Proof of Claim will be allowed as follows:

<b>Name of Creditor</b>	<b>Claim Amount per Proof of Claim</b>	<b>Revised Amount of Claim</b>
	\$	\$

**IF YOU WISH TO DISPUTE THE REVISION OR DISALLOWANCE OF YOUR CLAIM AS SET FORTH HEREIN YOU MUST TAKE THE STEPS OUTLINED BELOW.**

The Claims Procedure Order provides that if you disagree with the revision or disallowance of your claim as set forth herein, you must:

1. notify the Liquidator of the objection in writing (setting out the grounds for the objection) by registered mail, courier, facsimile or email (in PDF format) within fifteen (15) days of receipt of the Notice of Revision or Disallowance (the “**Objection**”); and
2. file a notice of motion with the Court, with copies to be sent to the Liquidator immediately after filing, with such motion to be:
  - i. supported by a sworn affidavit setting out the basis for disputing this Notice of Revision or Disallowance; and
  - ii. made returnable within thirty (30) calendar days of the date on which the Liquidator receives your Objection.

If you do not dispute the revision or disallowance of your Proof of Claim in accordance with the above instructions and the Claims Procedure Order, the amount of your Claim will be deemed to be accepted, and the Claim shall be determined to be as set out in this Notice of Revision or Disallowance.

If you have any questions or concerns regarding the above claims procedure, please contact the Liquidator directly.

**DATED** the \_\_\_\_ day of \_\_\_\_\_, 2021

**MNP Ltd., in its capacity as court-appointed Liquidator of First Hamilton Holdings Inc., First Hamilton Financial Services Inc., First Hamilton Capital Inc., First Hamilton General Partner 2 Inc. and First Hamilton Mortgage Brokers Inc.**

Per: \_\_\_\_\_



**IN THE MATTER OF A WINDING UP OF FIRST HAMILTON HOLDINGS INC.,  
FIRST HAMILTON FINANCIAL SERVICES INC., FIRST HAMILTON CAPITAL INC.,  
FIRST HAMILTON GENERAL PARTNER 2 INC. and FIRST HAMILTON MORTGAGE BROKERS INC.**

Court File No. CV-20-00641372-00CL

***ONTARIO***  
**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT TORONTO

**ORDER (CLAIMS PROCEDURE)**  
(Motion for Claims Procedure Approval – November 1, 2021)

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Appointed Liquidator of  
First Hamilton Holdings Inc.,  
First Hamilton Financial Services.,  
First Hamilton Capital Inc.,  
First Hamilton General Partner 2 Inc., and  
First Hamilton Mortgage Brokers Inc.