

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE MADAM) FRIDAY, THE 13TH DAY
JUSTICE B.A. MACFARLANE) OF SEPTEMBER, 2024

BETWEEN:

THE BANK OF NOVA SCOTIA

Applicant

- and -

RICHMOND MEDICAL CENTRE INC. and I LOV THIS PLACE 11 INC.

Respondents

APPLICATION UNDER Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3, as amended and Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c C.43, as amended

ORDER

(Approval of Activities, R&D, Distribution and Professional Fees, Sealing Order and Receiver’s Discharge)

THIS MOTION, made by MNP Ltd. (“MNP”), in its capacity as Court-appointed receiver (the “**Receiver**”) of the assets, undertakings and properties of the respondents, for an order,

- (a) to the extent necessary, abridging or waiving the time for service and filing of the Notice of Motion and all materials filed in support thereof, validating the method of service, and dispensing with further service so that this motion is properly returnable on September 13, 2024;

- (b) approving the Third Report to the Court of the Receiver dated August 26, 2024 (the “**Report**”) and the activities and actions of the Receiver described therein;
- (c) approving the statement of receipts and disbursements appended to the Report (the “**R&D**”);
- (d) approving the professional fees of the Receiver and its legal counsel, including the Receiver Fee Accrual and MT Fee Accrual, each as defined in the Report (the “**Professional Fees**”);
- (e) subject to the Receiver maintaining such reserves as the Receiver deems appropriate for the proper administration of the receivership estate, and the payment by the Receiver of the property taxes for the Real Property, the Professional Fees and other residual costs and expenses incurred in the administration of the receivership estate, authorizing and directing the Receiver to make the following distributions:
 - (i) \$36,533 to Canada Revenue Agency (“**CRA**”) in satisfaction of its deemed trust claim unless a bankruptcy order is made in respect of RMCI prior to such distribution being made; and
 - (ii) the remainder, including the \$36,533 referred to in paragraph (i) above in the event that a bankruptcy order is made in respect of RMCI prior to such distribution being made, to The Bank of Nova Scotia (“**BNS**”) in respect of its secured claim, but not to exceed the amount of its secured claim.

- (f) sealing the confidential appendices (the “**Confidential Appendices**”) to the Report;
- (g) subject to the Receiver completing its administration of the receivership estate as described in the Report and filing a certificate of completion with the Court, discharging the Receiver as receiver of the assets, undertakings and properties of the respondents and releasing MNP from any and all liability, save and except for any gross negligence or wilful misconduct on the Receiver’s part; and
- (h) such further and other relief as counsel may advise and this Honourable Court may deem just.

was heard this day via videoconference.

ON READING the Report and on hearing the submissions of counsel for the Receiver and such other counsel that were present as listed on the participant information sheet, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service, filed,

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

2. THIS COURT ORDERS that the Report and the activities and actions of the Receiver described therein are hereby approved; provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

3. THIS COURT ORDERS that the R&D attached to the Report be and the same is hereby approved;

4. THIS COURT ORDERS that the Professional Fees, including the Receiver Fee Accrual and MT Fee Accrual (both as defined in the Report), of the Receiver and its legal counsel, Miller Thomson LLP, as described in the fee affidavits of Rob Smith sworn August 26, 2024 and Mackenzie Laforet sworn August 26, 2024 be and the same are hereby approved;

5. THIS COURT ORDERS that subject to the Receiver maintaining such reserves as the Receiver deems appropriate for the proper administration of the receivership estate, and the payment by the Receiver of the property taxes for the Real Property (as defined in the Report), the Professional Fees and other residual costs and expenses incurred in the administration of the receivership estate, the Receiver be and is hereby authorized and directed to make the following distributions:

- (a) \$36,533 to CRA in satisfaction of its deemed trust claim unless a bankruptcy order is made in respect of the respondent, Richmond Medical Centre Inc. (“**RMCI**”) prior to such distribution being made; and
- (b) the remainder, including the \$36,533 referred to in paragraph (a) above in the event that a bankruptcy order is made in respect of RMCI prior to such distribution being made, to BNS in respect of its secured claim, but not to exceed the amount of its secured claim.

6. THIS COURT ORDERS that the Confidential Appendices to the Report shall be sealed until the earlier of a) the completion of the Transaction (as defined in the Report), and b) further order of this Court.

7. THIS COURT ORDERS that upon the Receiver filing with the Court a certificate in the form attached as Schedule A to this Order, the Receiver shall be discharged as Receiver of the assets, undertakings and properties of the respondents 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.

8. 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 willful 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 willful misconduct on the Receiver's part.

9. 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 Receiver 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.



Justice, Ontario Superior Court of Justice

SCHEDULE A

Court File No. CV-22-00001571-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N :

THE BANK OF NOVA SCOTIA

Applicant

- and -

RICHMOND MEDICAL CENTRE INC. and I LOV THIS PLACE 11 INC.

Respondents

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DISCHARGE CERTIFICATE

MNP Ltd., as Receiver, hereby certifies that the outstanding matters as described in section 7.1.1 of the Third Report of the Receiver to the Court dated August 26, 2024 have been completed and that it has completed the administration of the receivership estate.

Dated this ___ day of _____, 202_.

MNP Ltd., the Court appointed Receiver of the assets, undertakings and properties of Richmond Medical Centre Inc. and I Lov This Place 11 Inc.

Per:

Rob Smith

THE BANK OF NOVA SCOTIA
Applicant

and

RICHMOND MEDICAL CENTRE INC.
and I LOV THIS PLACE 11 INC.
Respondents

Court File No. CV-22-00001571-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at LONDON

**ORDER
(APPROVAL OF ACTIVITIES,
DISTRIBUTION,
AND PROFESSIONAL FEES, SEALING
ORDER AND RECEIVER'S DISCHARGE)**

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Receiver of Richmond Medical Centre Inc.
and I Lov This Place 11 Inc.**