

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

THE HONOURABLE) MONDAY, THE 25TH
)
JUSTICE PENNY) DAY OF SEPTEMBER, 2023

RIVER CITY CHRISTIAN REFORMED CHURCH

Plaintiff

and

**GRAHAM SINGH, PETER ELGERSMA, TRINITY CENTRES
FOUNDATION, TRINITY CENTRES CAMBRIDGE, MILLER
THOMSON LLP and COLDPOINT HOLDINGS LTD.**

Defendants

**ORDER
(Distribution and Fee Approval)**

THIS MOTION made by Deloitte Restructuring Inc., in its capacity as Court-appointed Receiver and Manager (the “**Receiver**”) of Trinity Centres Cambridge (“**TCC**”) for an Order *inter alia*, (i) approving the actions and activities of the Receiver, (ii) authorizing and directing the Receiver to distribute funds to Coldpoint Holdings Ltd. (“**Coldpoint**”), (iii) approving the fees and disbursements of the Receiver and the Receiver’s legal counsel, and (iv) approving the Statement of Receipts and Disbursements for the period September 21, 2021 to September 18, 2023, was heard this day by judicial videoconference in Toronto, Ontario, in accordance with the Guidelines to Determine Mode of Proceeding in Civil Proceedings, effective April 19, 2023.

ON READING the Notice of Motion of the Receiver and the Fourth Report of the Receiver dated September 18, 2023 (the “**Fourth Report**”), and on hearing the submissions of counsel for the Receiver, and those other parties listed on the counsel slip, no one else appearing although duly served as it appears from the Affidavit of Service of Roxana G. Manea sworn September 22, 2023, filed,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined have the meanings given to them in the Fourth Report.

APPROVAL OF RECEIVER'S REPORTS AND ACTIVITIES

3. **THIS COURT ORDERS** that the activities and conduct of the Receiver as described in the First Report, the Second Report, the Third Report and the Fourth Report are hereby ratified and 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 approvals.

DISTRIBUTION

4. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to distribute \$1,114,995.76 to Coldpoint in partial satisfaction of the Coldpoint Indebtedness.
5. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed, at such time or times as deemed appropriate, without further order of this Court, to make one or more distributions to Coldpoint from additional funds received by the Receiver up to the amount of the Coldpoint Indebtedness.
6. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to take all necessary steps and actions to effect the distributions in accordance with the terms of this Order, and shall not incur any liability as a result of making the distributions.
7. **THIS COURT ORDERS** that, notwithstanding:
 - (a) the pendency of these proceedings;

- (b) any application for a bankruptcy or receivership order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (“**BIA**”) or other applicable legislation in respect of TCC and any bankruptcy or receivership order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of TCC; and
- (d) any provisions of any federal or provincial legislation,

the distributions set out herein shall be binding on any trustee in bankruptcy that may be appointed in respect of TCC and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. **THIS COURT ORDERS AND DECLARES** that the distributions set out herein shall not constitute a “distribution” for the purposes of section 107 of the *Corporations Tax Act* (Ontario), section 22 of the *Retail Sales Tax Act* (Ontario), section 117 of the *Taxation Act*, 2007 (Ontario), section 159 of the *Tax Act*, section 270 of the *Excise Tax Act* (Canada), section 86 of the *Employment Insurance Act* (Canada), or any other similar applicable federal, provincial or territorial tax legislation (collectively, the “**Tax Statutes**”), and the Receiver, in making the distributions, is merely a disbursing agent and is not exercising any discretion in making the distributions, and no Person is “distributing” such funds for the purpose of the Tax Statutes, and the Receiver shall not incur any liability under the Tax Statutes in respect of the distributions and the Receiver is hereby forever released, remised and discharged from any claims against it under or pursuant to the Tax Statutes or otherwise at law, arising in respect of or as a result of the distributions made by it in accordance with the terms of this Order and any claims of this nature are hereby forever barred.

APPROVAL OF FEES AND DISBURSEMENTS

9. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period from September 10, 2021 to April 14, 2023, in the amount of CAD \$178,625.00 in fees, CAD \$12,580.04 in disbursements and CAD \$24,856.66 in HST, for a total of

CAD \$216,061.70, as set out in the affidavit of Toni Vanderlaan sworn September 18, 2023, are hereby approved.

10. **THIS COURT ORDERS** that the fees and disbursements of Thornton Grout Finnigan LLP, in its capacity as counsel to the Receiver, for the period from September 21, 2021 to August 31, 2023, in the amount of CAD \$208,505.00 in fees, CAD \$20,366.88 in disbursements and CAD \$29,701.77 in HST, for a total of CAD \$258,573.65, as set out in the affidavit of Leanne M. Williams sworn September 18, 2023, are hereby approved.

APPROVAL OF R&D

11. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements for the period September 21, 2021 to September 18, 2023 is hereby approved.

GENERAL

12. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal and regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America or elsewhere, to give effect to this Order and to assist the Receiver and its respective agents in carrying out the terms of this Order. All courts, tribunals and 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 respective agents in carrying out the terms of this Order.



RIVER CITY CHRISTIAN REFORMED CHURCH

- and -

GRAHAM SINGH, *et al*

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Plaintiff

Defendants

Court File No. CV-21-00672899-00CL

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

Proceedings commenced at Kitchener, Ontario

**ORDER
(Distribution and Fee Approval)**

Thornton Grout Finnigan LLP

TD West Tower, Toronto-Dominion Centre

100 Wellington Street West, Suite 3200

Toronto, ON M5K 1K7

Fax: (416) 304-1313

Leanne M. Williams (LSO# 41877E)

Email: lwilliams@tgf.ca

Tel: (416) 304-0060

Lawyers for the Court-appointed Receiver,
Deloitte Restructuring Inc.

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