

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) WEDNESDAY, THE
JUSTICE GILMORE) 27TH DAY OF JULY, 2022

B E T W E E N:

PEOPLES TRUST COMPANY

Applicant

- and -

ROSE OF SHARON (ONTARIO) RETIREMENT COMMUNITY

Respondent

**APPLICATION UNDER section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c B-3,
as amended, and section 101 of the *Courts of Justice Act*, as amended**

**APPROVAL AND VESTING ORDER
(CONDOMINIUM AND SERVICE UNITS)**

THIS MOTION, made by Deloitte Restructuring Inc. in its capacity as the Court-appointed receiver (the “**Receiver**”) of the undertaking, property and assets of Rose of Sharon (Ontario) Retirement Community (the “**Debtor**”) for an order approving: (a) the sale by the Receiver of condominium units located at 15 Maplewood Avenue, Toronto (the “**Residential Units**”) and related parking units, locker units and other related property (together with Residential Units, the “**Condo Units**”) pursuant to agreements of purchase and sale (the “**Sale Agreement**”) substantially in the form attached as **Appendix “M**” to the Twelfth Report of the Receiver dated 14 July 2022 (the “**Twelfth Report**”); (b) the transfer of the Service Units as defined in the Declaration attached as **Appendix “J**” to the Twelfth Report the “**Declaration**”); and (c) vesting in the purchaser identified in the applicable Sale Agreement the Condo Unit subject to that Sale

Agreement or the Service Units in the transferees as required by the Declaration, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Twelfth Report and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list:

1. **THIS COURT ORDERS AND DECLARES** that the Receiver is authorized to enter into and complete the sale of the Condo Units pursuant to the Sale Agreement with such amendments to the Sale Agreement as the Receiver may deem necessary or advisable.

2. **THIS COURT ORDERS AND DECLARES** that the Receiver is authorized to transfer the Service Units as required by the Declaration.

3. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to: (a) complete the Schedules to the Certificate in the form attached as **Schedule A** (the “**Vesting Certificate**”); and (b) take such additional steps and execute such additional documents as may be necessary or desirable for the completion of: (i) the sale of the Condo Units and the conveyance of the Condo Units to the purchasers of those Condo Units; and (ii) the transfer of the Service Units as required by the Declaration.

4. **THIS COURT ORDERS AND DECLARES** that upon the registration of the Vesting Certificate, all of the title and interest in and to the Condo Unit or Service Unit identified on **Schedule A** to the Vesting Certificate shall vest absolutely in the purchaser or transferee identified on **Schedule A** to the Vesting Certificate (the “**Purchaser**” or the “**Transferee**”) as owner of the Condo Unit or Service Unit, 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, or other financial or monetary claims, 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: (a) any encumbrances or charges created by the Order dated 27 September 2011; (b) 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 (c) those Claims listed on **Schedule B** to the Vesting Certificate (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 C** to the Vesting Certificate) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Condo Unit or Service Unit identified on **Schedule B** to the Vesting Certificate are hereby expunged and discharged as against the Condo Unit or Service Unit identified on **Schedule A** to the Vesting Certificate.

5. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for Land Titles Division of Metropolitan Toronto (64 and 66) (CRO#80) of an Application for Vesting Order in the form prescribed by the *Land Titles Act (Ontario)* and/or the *Land Registrations Reform Act (Ontario)*, the Land Registrar is hereby directed to enter the Purchaser or Transferee identified on **Schedule A** to the Vesting Certificate as the owner of the Condo Unit or Service Unit identified on **Schedule A** to the Vesting Certificate in fee simple, and is hereby directed to delete and expunge from title to the Condo Unit or Service Unit identified on **Schedule A** to the Vesting Certificate all of the Claims listed in **Schedule B** to the Vesting Certificate.

6. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Condo Units shall stand in the place and stead of the Condo Units, and that from and after the delivery of the Vesting Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Condo Units with the same priority as they had with respect to the Condo Units immediately prior to the sale, as if the Condo Units 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 DIRECTS** the Receiver to file with the Court a copy of the relevant Vesting Certificates, forthwith after the completion of the sale of a Condo Unit or the transfer of a Service Unit in accordance with this Order.


8. **THIS COURT ORDERS** that, notwithstanding:

(a) the pendency of these proceedings;

- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

the vesting of a Condo Unit or Service Unit pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, 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.

9. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada 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.



Schedule A – Form of Vesting Certificate

Court File No. CV-11-9399-00CL

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Applicant

- and -

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Respondent

**APPLICATION UNDER 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c B-3,
as amended, and section 101 of the *Courts of Justice Act*, as amended**

VESTING CERTIFICATE

RECITALS

A. Pursuant to an Order of the Ontario Superior Court of Justice dated 27 September 2011, the Receiver was appointed as the receiver of the undertaking, property and assets of the the Debtor.

B. Pursuant to an Order of the Court dated 27 July 2022 (the “**Sale Order**”), the Court approved: (a) the sale by the Receiver of Condo Units pursuant to Sale Agreements and the transfer of Service Units pursuant to the Declaration; and (b) the vesting of Condo Units in those Purchasers identified in Sale Agreements entered into by the Receiver and the vesting of Service Units in the Transferees identified in the Declaration. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Order.

THE RECEIVER CERTIFIES the following:

1. The person identified on the attached **Schedule A** as the Purchaser of the Condo Unit identified on **Schedule A** has paid and the Receiver has received the purchase price for the Condo Unit in accordance with the applicable Sale Agreement between the Receiver and the Purchaser. **OR** The person identified on the attached **Schedule A** as the Transferee of the Service Units identified on **Schedule A** is the Transferee of that Service Unit as required by the Declaration.
[Delete One]

2. On the date identified below, all of the title and interest in and to the Condo Unit **OR** Service Unit *[Delete One]* identified on **Schedule A** vested absolutely in the Purchaser **OR** Transferee *[Delete One]* identified on **Schedule A** as registered owner of the Condo Unit **OR** Service Unit *[Delete One]* identified on **Schedule A** free and clear of and from any and all Claims including, without limiting the generality of the foregoing: (a) any encumbrances or charges created by the Order dated 27 September 2011; (b) 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 (c) those Claims listed on **Schedule B** (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 C**), and all of the Encumbrances affecting or relating to the Condo Unit **OR** Service Unit *[Delete One]* identified on **Schedule A** are hereby expunged and discharged as against that Condo Unit **OR** Service Unit *[Delete One]*.

DATED at _____ on this ____ day of _____ 202__.

DELOITTE RESTRUCTURING INC., in its capacity as Receiver of the undertaking, property and assets of Rose of Sharon (Ontario) Retirement Community, and not in its personal capacity

Per: _____
Name:
Title:

Schedule A

PURCHASER OR TRANSFEREE *[DELETE ONE]*

LEGAL DESCRIPTION OF CONDO UNIT OR SERVICE UNIT *[DELETE ONE]*

Schedule B

Claims to be Deleted and Expunged from Title

Schedule C

Permitted Encumbrances, Easements and Restrictive Covenants

(Unaffected by the Vesting Order)

Schedule D
Approval and Vesting Order

PEOPLES TRUST COMPANY

-and-

**ROSE OF SHARON (ONTARIO) RETIREMENT
COMMUNITY**

Applicant

Respondent

Court File No. CV-11-9399-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT
TORONTO

APPROVAL AND VESTING ORDER
(CONDOMINIUM AND SERVICE UNITS)

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