

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE

)

THURSDAY, THE 2<sup>ND</sup>

JUSTICE MacNEIL

)

DAY OF OCTOBER, 2025

)

B E T W E E N:

**BANK OF MONTREAL**

Applicant



- and -

**11977636 CANADA INC.**

Respondent

**APPROVAL AND VESTING ORDER**

**THIS MOTION**, made by msi Spergel Inc., in its capacity as court-appointed receiver (the “**Receiver**”) of the property, assets and undertaking of 11977636 Canada Inc. (the “**Debtor**”), for an order approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale dated July 30, 2025 (the “**Sale Agreement**”) between the Receiver and Lakeshore Rentals Ltd. (the “**Purchaser**”), and appended to the Second Report of the Receiver dated September 18, 2025 (the “**Second Report**”), and vesting in the Purchaser the Debtor’s right, title and interest in the assets described in the Sale Agreement, including the property municipally known as 5641 Nauvoo Road, Watford, Ontario and legally described in **Schedule “A”** hereto (the “**Purchased Assets**”), was heard this day at 45 Main Street East, Hamilton, Ontario via videoconference.

**ON READING** the Second Report, and on hearing the submissions of counsel for the Receiver, and other such parties shown on the Participant Information Form filed with the Court,

## **DEFINITIONS**

1. **THIS COURT ORDERS** that capitalized terms used in this Order and not otherwise defined herein shall have the meanings ascribed to them in the Second Report.

## **SERVICE**

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

## **APPROVAL OF THE TRANSACTION AND VESTING ORDER**

3. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

4. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule "B"** hereto (the "**Receiver's Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets shall vest absolutely in the Purchaser, 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: (i) any encumbrances or charges created by the Order of the Honourable Justice Valente dated February 11, 2025; and (ii) 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 (iii) those Claims listed on Schedule D hereto (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, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

5. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of Lambton (#25) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in **Schedule “A”** hereto (the “**Real Property**”) in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule “D”** hereto.

6. **THIS COURT ORDERS** that the Land Registrar shall vest title as herein provided, free and clear of, and without regard to, any relevant writs of executions that may have been filed with the Sheriff as against each and every registered owner of the Real Property, either before or after the date of this Order.

7. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

8. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

9. **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 the Purchased Assets in the Purchaser 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.

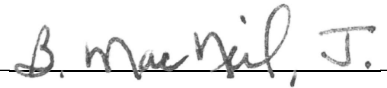
## SEALING

10. **THIS COURT ORDERS** that the Confidential Appendices to the Second Report be and are hereby sealed pending the completion of the Transaction or further order of the Court.

## GENERAL

11. **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.

12. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. (Eastern Time) on the date of this Order without the need for entry of filing.

A handwritten signature in dark ink, appearing to read "B. MacNeil, J.", is written over a horizontal line.

Issued and entered electronically by

Local Registrar  
45 Main St East  
Hamilton, ON  
L8N 2B7

## **Schedule A – Real Property**

**Municipal Address:** 5641 Nauvoo Road, Watford, Ontario

**PIN:** 43063-0097 (LT)

**Legal Description:** PT LT 18 CON 3 SER WARWICK PT 1, 25R5230; WARWICK

**Schedule B - Form of Receiver's Certificate**

Court File No. CV-24-00088321-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

**BANK OF MONTREAL**

Applicant

- and -

**11977636 CANADA INC.**

Respondent

**RECEIVER'S CERTIFICATE**

**RECITALS:**

A. Pursuant to an Order of the Honourable Justice Valente of the Ontario Superior Court of Justice (the "**Court**") dated February 11, 2025, msi Spergel Inc. was appointed as the receiver (the "**Receiver**") of the undertaking, property and assets of 11977636 Canada Inc. (the "**Debtor**").

B. Pursuant to an Order of the Court dated [DATE] ("**Approval and Vesting Order**"), the Court approved the agreement of purchase and sale made as of July 30, 2025 (the "**Sale Agreement**") between the Receiver and Lakeshore Rentals Ltd. (the "**Purchaser**") and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming that the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Approval and Vesting Order.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the purchase price for the Purchased Assets payable pursuant to the Sale Agreement;
2. The Transaction has been completed to the satisfaction of the Receiver.
3. This Certificate was delivered by the Receiver at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**MSI SPERGEL INC., in its capacity as  
Receiver of the undertaking, property and  
assets of 11977636 Canada Inc., and not in its  
personal capacity**

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

Name:

Title:

**Schedule C – Permitted Encumbrances, Easements and Restrictive Covenants  
related to the Real Property**

**(unaffected by the Vesting Order)**

1. 25R5230 1989/04/21 PLAN REFERENCE
2. L682422 1990/09/27 AGREEMENT
3. LA115738 2012/12/20 NOTICE - AGRIS SOLAR CO-OPERATIVE INC.
4. LA115739 2012/12/20 NO SEC INTEREST - FARM CREDIT CANADA
5. LA280111 2022/06/07 TRANSFER

**Schedule D – Claims to be deleted and expunged from title to Real Property**

|          |            |                       |                                                                                                   |
|----------|------------|-----------------------|---------------------------------------------------------------------------------------------------|
| LA306412 | 2023/12/22 | CHARGE                | BANK OF MONTREAL                                                                                  |
| LA306413 | 2023/12/22 | NO ASSGN<br>RENT GEN  | BANK OF MONTREAL                                                                                  |
| LA306427 | 2023/12/27 | CHARGE                | AKS FINANCE INC.                                                                                  |
| LA306428 | 2023/12/27 | NO ASSGN<br>RENT GEN  | AKS FINANCE INC.                                                                                  |
| LA321327 | 2024/12/31 | LIEN                  | HIS MAJESTY THE<br>KING IN RIGHT OF<br>ONTARIO AS<br>REPRESENTED BY<br>THE MINISTER OF<br>FINANCE |
| LA323648 | 2025/03/03 | APL<br>COURT<br>ORDER | MSI SPERGEL INC.                                                                                  |

BANK OF MONTREAL  
Applicant

-and-

11977636 CANADA INC.  
Respondent

Court File No. CV-24-00088321-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
HAMILTON

**APPROVAL AND VESTING ORDER**

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**Lawyers for msi Spergel Inc., in its capacity as Court-  
Appointed Receiver**