Court of Appeal File No.: **COA-23-OM-0304**
Court File No.: **CV-23-00705869-00CL**

COURT OF APPEAL FOR ONTARIO

B E T W E E N:

TEN 4 SYSTEM LTD., 1000043321 ONTARIO INC. and 1000122550 ONTARIO INC.

Appellants

- and -

ROYAL BANK OF CANADA

Respondent

IN THE MATTER OF AN APPLICATION PURSUANT TO 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

APPELLANTS' FACTUM

December 7, 2023

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I – INTRODUCTION

1. The Appellants seek leave to appeal the October 18, 2023 Order of the Honourable Justice Osborne granting a receivership in the within matter.

II – FACTS

The Record

2. On September 13, 2023, the Respondent commenced an Application to the Superior Court of Justice requesting an Order appointing, without security, an indefinite receivership over all of the assets, undertakings and properties of all three of the Appellants, pursuant to both section 243 (1) of the *Bankruptcy and Insolvency Act* and section 101 of the *Courts of Justice Act.*[1]

3. In its Application, the Respondent alleged that the Appellant Ten 4 System Ltd. (hereinafter "**Ten-4**") owed it CAD $5,194,862.79 and USD $452,915.45 on unpaid loans and other credit facilities, of which debt the Appellants 1000043321 Ontario Inc. and 1000122550 Ontario Inc. are guarantors thereof, and that the Appellants 1000043321 Ontario Inc. and 1000122550 Ontario Inc. owed it CAD $4,203,815.71 and CAD $5,304,009.79 vis-à-vis two mortgages registered against said Appellants' property (hereinafter "**Property**").[2]

4. The Respondent also alleged that the Appellant Ten-4 owed CAD $1,099,763.44 to another creditor, namely BVD Capital.[3]

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[1] Paragraph 1(b) of the Notice of Application, Tab 1 of the Application Record.
[2] Paragraphs 13, 18 & 23 of the Affidavit of Tro Derbedrossian, sworn on September 12, 2023, Tab 2 of the Application Record.
[3] Ibid., at paragraph 30.

5. On October 2, 2023, the Appellants delivered a Responding Record in which they acknowledged an additional debt of CAD $2,000,000 owing to another creditor, namely Pride Truck Sales Ltd., notwithstanding the fact that the Respondent had failed to mention it in its Application Record.[4]

6. On October 4, 2023, the Respondent submitted a Reply Affidavit in which it conceded that it had created a so-called secret ***confidential brief*** of documents which it alleged suggested "*unusual activity*" related to the Appellants' bank accounts.[5]

7. However, the so-called secret ***confidential brief*** was neither disclosed or served upon the Appellants, nor filed with the Superior Court of Justice, nor provided to the learned judge presiding over the Application.[6]

8. On October 10, 2023, the Appellants delivered a Supplemental Affidavit confirming that the Appellant Ten-4 had then current accounts receivables of CAD $4,736,594 (the majority of which were aged less than 30 days and almost all of which were aged less than 60 days)[7] and that the Property was currently appraised at CAD $17,140.000[8].

9. Finally, the Appellants delivered a short Further Supplemental Affidavit confirming that all monthly mortgage payments owed to the Respondent vis-à-vis the two mortgages charged against the Property had been paid up-to-date.[9]

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[4] Paragraph 6 of the Notice of Application at Exhibit F of the Affidavit of Nasir Mahmood, sworn on October 2, 2023, at tab 1 of the Responding Record, page 31.

[5] Paragraph 14 of the Reply Affidavit of Tro Derbedrossian, sworn October 4, 2023.

[6] Paragraph 4 of Affidavit of Adam Asgarali, sworn on December 7, 2023, Appellants' Motion Record, at tab 2, page 8.

[7] Paragraph 8 of the Supplemental Affidavit of Nasir Mahmood, sworn October 10, 2023.

[8] Ibid., at paragraph 9.

[9] Paragraph 2 of the Further Supplemental Affidavit of Nasir Mahmood, sworn October 17, 2023.

10. Thus, the record before the Superior Court of Justice at the time of the hearing evidenced that the Appellants collective debt was CAD $18,423,525.73 (inclusive of the USD $452,915.45 converted to Canadian currency as of the date of the Endorsement[10]) and the Appellants' total assets were valued at CAD $21,906,594.

11. Therefore, at the time of the learned presiding judge's Endorsement, the value of the Appellants' assets exceeded the value of their debt by CAD $3,483,068.27.

The Hearing

12. The Application was heard by the Honourable Justice Osborne on October 11, 2023.

13. In His Honour's Endorsement of October 18, 2023, the Honourable Justice Osborne not only adopted and relied upon the self-serving characterization of "*unusual activity*" ascribed by the Respondent to the Appellants' bank accounts based upon the Respondent's so-called secret ***confidential brief*** of documents, but went even further and unilaterally characterized the Appellants' bank account activity as "*suspicious*", notwithstanding the fact that His Honour had not actually reviewed the so-called secret ***confidential brief.***[11]

14. By way of Order dated October 18, 2023, the Honourable Justice Osborne appointed, without security, an indefinite receivership over all of the assets, undertakings and properties of all three of the Appellants, pursuant to both section 243 (1) of the *Bankruptcy and Insolvency Act* and section 101 of the *Courts of Justice Act.*[12]

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[10] Affidavit of Adam Asgarali, sworn December 7, 2023, at Tab 2 of the Appellants' Motion Record, at paragraph 2, page 8.

[11] Ibid., at paragraph 4.

[12] Paragraph 2 of the Order of the Honourable Justice Osborne, dated October 18, 2023, at Exhibit B of the Affidavit of Adam Asgarali, sworn December 7, 2023, at Tab 2 of the Appellants' Motion Record, page 9.

III- ISSUE

15. The single issue before this Honourable Court of Appeal is whether the Appellants should be granted leave to Appeal the October 18, 2023 Order of the Honourable Justice Osborne appointing a receivership in this matter.

IV - THE LAW

16. The Appellants are appealing the October 18, 2023 Order of the Honourable Justice Osborne pursuant to section 193 (e) of the *Bankruptcy and Insolvency Act* and, thus, require leave of a judge of the Court of Appeal.[13]

17. The test for leave to appeal was established by this Honourable Court in *Business Development Bank of Canada v. Pine Tree Resorts Inc.* [2013] (hereinafter "***Pine Tree***"), as follows:

> [29] Beginning with the overriding proposition that the exercise of granting leave to appeal under s. 193 (e) is discretionary and must be exercised in a flexible and contextual way, the following are the prevailing considerations in my view. The court will look to whether the proposed appeal:
>
> a) raises an issue that is of general importance to the practice in bankruptcy/insolvency matters or to the administration of justice as a whole, and is one that this court should therefore consider and address;
> b) is prima facie meritorious, and
> c) would unduly hinder the progress of the bankruptcy/insolvency proceedings.[14]

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[13] Section 193 (e) of the *Bankruptcy and Insolvency Act* (R.S.C., 1985, c. B-3), at tab 2 of the Appellants' Book of Authorities.

[14] *Business Development Bank of Canada v. Pine Tree Resorts Inc.*, 2013 ONCA 282 (CanLII), at paragraph 29, at tab 4 of the Appellants' Book of Authorities.

18. The aforementioned test was further recently affirmed by this Honourable in *Flight (Re)*, [2022].[15]

V – ARGUMENTS

The *Pine Tree* Test – First Prong

19. As to the first prong of the test for leave to appeal as enunciated in *Pine*, the Appellants' proposed appeal raises two distinct issues that are both of general importance to the practice in bankruptcy & insolvency matters and/or to the administration of justice as a whole, and therefore ought to be considered and addressed by this Honourable Court: first, the Appellants not being afforded a fair hearing of the Application and, second, there being conflicting lower court decisions regarding the power of the lower court to grant non-interlocutory receivership orders pursuant to section 101 of the *Courts of Justice Act*.

A) Fair Hearing

20. The Supreme Court of Canada opined in *Ruby v. Canada* (Solicitor General) [2002], and later affirmed in *May v. Ferndale et al.* [2005], that "[a]*s a general rule, a fair hearing must include an opportunity for the parties to know the opposing party's case so that they may address evidence to prove their position*…."[16]

21. In applying the aforementioned general rule of procedural fairness, this Honourable Court in *1657575 Ontario Inc. v. Hamilton (City)* [2008] (hereinafter "***Hamilton***") found that:

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[15] *Flight (Re)*, 2022 ONCA 77, at paragraph 21, at tab 5 of the Appellants' Book of Authorities.

[16] *May v. Ferndale Institution*, 2005 SCC 82 (CanLII), [2005] 3 S.C.R. 809, [2005] S.C.J. No. 84, tab 5 of the Appellants' Book of Authorities.

> [25] Disclosure is a basic element of natural justice at common law…[17]
>
> …
>
> [27] In cases involving breaches of procedural fairness, the court will generally set aside the decision without considering whether the result would have been the same had there been no unfairness.[18]
>
> …
>
> [36] ...In these circumstances, the failure to provide proper disclosure tainted the hearing from the outset and the appellant was denied its right to a fair hearing.[19]

22. In overturning the lower court's decision due the Respondent's failure to provide proper disclosure, this Honourable Court in *Hamilton* adopted the following long-standing principal of Canadian law as confirmed by the Supreme Court of Canada:

> [T]he denial of a right to a fair hearing must always render a decision invalid, whether or not it may appear to a reviewing court that the hearing would likely have resulted in a different decision.[20]

23. Thus, failure to provide proper disclosure irretrievably taints a hearing from the outset by denying the opposing party's fundamental right to a fair hearing. A party's failure to comply with its obligations of procedural fairness, including (as in this instance), its disclosure obligations, is sufficient grounds to set aside a lower court's decision. In fact, as the aforementioned principal enunciated by the Supreme Court of Canada establishes, such a denial of a right to a fair hearing must always render an impugned decision invalid, regardless of whether or not it may appear to a reviewing court that the previous hearing would likely have resulted in the same decision.

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[17] *1657575 Ontario Inc. v. Hamilton (City)*, 2008 ONCA 570 (CanLII), tab 6 of the Appellants' Book of Authorities, at Para 25.
[18] Ibid., at Para 27.
[19] Ibid., Para 36.
[20] Ibid., at Para 27.

24. In the within matter, the Respondent's failure to disclose to the Appellants the Respondent's so-called secret ***confidential brief*** irretrievably tainted the hearing from the outset. Said affront to the Appellants' fundamental right to a fair hearing was further exacerbated by the Respondent's self-serving characterization of the documents in the so-called secret ***confidential brief*** as suggestive of "*unusual activity*" in the Appellants' bank accounts, which self-serving characterization the Respondent meant for the presiding judge to rely upon.

25. In fact, not only did the learned presiding judge rely upon the Respondent's own self-serving characterization of its so-called secret ***confidential brief*** in adopting the Respondent's description of the documents therein as suggestive of "*unusual activity*" in the Appellants' bank accounts, but went even further and unilaterally declared that said activity was also "*suspicious*", notwithstanding the fact that the learned presiding judge had not even reviewed the Respondent's so-called ***confidential brief.***

26. Thus, it is respectfully submitted that the Appellants' fundamental right to a fair hearing was breached by the Respondent's failure to comply with its disclosure obligation, which breach was then further exacerbated by the learned presiding judge's adoption (and further embellishment of) the Respondent's own self-serving characterization of its so-called ***confidential brief***, notwithstanding the fact that the learned presiding judge had not even reviewed the Respondent's so-called ***confidential brief***

27. Accordingly, the hearing of the within matter was irretrievably tainted from the outset as a consequence thereof.

28. Therefore, in requesting this Honourable Court to set aside the lower court's decision because of the aforementioned breach of the Appellants' fundamental right to a fair hearing, as required by the aforementioned principals recognized by the Supreme Court of Canada, the Appellants' request for leave to appeal unquestionably raises issues of general importance to the practice in bankruptcy/insolvency matters or to the administration of justice as a whole.

B) <u>Conflicting Lower Court Decisions</u>

29. As mentioned, the Respondent sought an indefinite receivership order pursuant to both section 243 (1) of the *Bankruptcy and Insolvency Act* and section 101 of the *Courts of Justice Act.*

30. The Appellants' submitted a responding Factum taking the position that the lower court's powers were limited to only granting interlocutory receivership orders pursuant to section 101 of the *Courts of Justice Act* and provided case law in support thereof.[21] The Respondents then submitted a reply Factum taking the exact opposite position and provided case law in support thereof.[22]

31. The learned presiding judge granted the indefinite receivership order pursuant to both section 243 (1) of the *Bankruptcy and Insolvency Act* and section 101 of the *Courts of Justice Act* without resolving the conflicting case law vis-à-vis the applicability of section 101 of the *Courts of Justice Act* in this instance.

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[21] Paragraphs 18 & 19 of the Respondents' (Appellants') Factum, dated October 2, 2023.
[22] Paragraphs 3 – 9 of the Applicant's (Respondents') Factum, dated October 10, 2023.

32. As such, the Appellants' request for leave to appeal raises issues of general importance to the practice in bankruptcy/insolvency matters or to the administration of justice as a whole vis-à-vis this Honourable Court's role, as an appellant body, resolving conflicting case law on the applicability of the impugned statue.

The *Pine Tree* Test – Second Prong

33. The Appellants seek leave to appeal on four distinct grounds[23]:

i. The learned presiding judge erred in law by incorrectly relying upon the Respondent's characterization of evidence it had compiled in a so-called ***confidential brief***;

ii. The learned presiding judge erred in law by incorrectly applying section 101 of the *Courts of Justice Act* notwithstanding the fact that the relief sought in the application was for a final, and not an interlocutory, order;

iii. The learned presiding judge made an overriding and palpable error of mixed fact and law by concluding that it was "*just and convenient*" to appoint a receiver notwithstanding the fact that reasonable alternatives were available in the circumstances; and,

iv. In the alternative, the learned presiding judge's discretionary decision to appoint a receiver, and/or the insufficient weight given to the relevant considerations of reasonable alternatives by the learned presiding judge in coming to that decision, was so clearly wrong that it amounted to an injustice.

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[23] Appellants' Amended Notice of Motion, at Tab 1 of the Appellants' Motion Record, at page 3.

34. Each of the four grounds for the appeal are *prima facie* meritorious:

i. The first ground of appeal (viz., the learned presiding judge's error adopting and relying upon the Respondent's so-called ***confidential brief)*** has already been extensively reviewed herein under the first prong of the *Pine Tree* test section. As concluded therein, this Honourable Court would undoubtedly require at least a re-hearing of the original application in light of the fact that the Respondent's failure at full disclosure irretrievably tainted the hearing from the outset by breaching the Appellants' fundamental right to a fair hearing.

ii. Notwithstanding the fact that, in granting a receivership order pursuant to section 101 of the *Courts of Justice Act,* the learned presiding judge did not resolve the conflicting case law vis-à-vis the applicability thereof for non-interlocutory orders, the Appellants' appeal on this ground is *prima facie* meritorious since the plain wording of the impugned section confirms the Appellants' position:

> 101 (1) In the Superior Court of Justice, an interlocutory injunction or mandatory order may be granted or a receiver or receiver and manager may be appointed by an **interlocutory order**, where it appears to a judge of the court to be just or convenient to do so.[24]

iii. The Appellants' appeal of the learned presiding judge's overriding and palpable error in appointing a receiver is *prime facie* meritorious because it was neither just nor convenient for the learned presiding judge to come to such a decision since the

[24] Section 101 *Courts of Justice Act*, R.S.O. 1990, c. C.43., tab 1 of the Book of Authorities.

evidence before the learned presiding judge was that, *inter alia*, the value of the Appellants' assets exceeded the value of their debt by CAD $3,483,068.27[25], the 'triggering event' was the uncashed return of a large cheque provided to the Appellant Ten-4 by an unrelated third-party[26], the monthly mortgage payments on the Property were up-to-date[27], and that the Appellant Ten-4 had accounts receivables of CAD $4,736,594 (the majority of which were aged less than 30 days and almost all of which were aged less than 60 days)[28].

It was thus neither just for the learned presiding judge to appoint a receiver over all of the assets, undertakings and properties of all three of the Appellants considering that the Appellants were not insolvent and that the 'triggering event' was not their fault, nor was it convenient to for the learned presiding judge to appoint a receiver over all of the assets, undertakings and properties of all three of the Appellants considering that the Appellant Ten-4's accounts receivables at the time of the hearing were valued at CAD $4,736,594 and the majority of which were aged less than 30 days and almost all of which were aged less than 60 days.

In light of the foregoing, the learned presiding judge could have, in fact should have, cautiously considered reasonable alternatives to the appointment of a receiver over all of the assets, undertakings and properties of all three of the Appellants that would have been more just and more convenient in the circumstances.

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[25] See paragraph 11 herein.
[26] Paragraphs 3 – 11 of the Affidavit of Nasir Mahmood, affirmed October 2, 2023, at Tab 1 of the Respondent's (Appellants') Responding Motion Record, at page 3-4.
[27] Paragraph 2 of the Further Supplemental Affidavit of Nasir Mahmood, sworn October 17, 2023.
[28] Paragraph 8 of the Supplemental Affidavit of Nasir Mahmood, sworn October 10, 2023.

iv. Finally, the Appellants' last ground of appeal (in the alternative), that the learned presiding judge's discretionary decision to appoint a receiver over all of the assets, undertakings and properties of all three of the Appellants was so clearly wrong that it amounted to an injustice because it would be simply be unjust for a receiver to be so appointed in the circumstances detailed herein, and in particular in light of the fact that the the value of the Appellants' assets exceeded the value of their debt by CAD $3,483,068.27[29], the 'triggering event' (the uncashed return of a large cheque provided to the Appellant Ten-4 by an unrelated third-party[30]) was not their fault, the monthly mortgage payments on the Property were up-to-date[31], and that the Appellant Ten-4 had accounts receivables of CAD $4,736,594 (the majority of which were aged less than 30 days and almost all of which were aged less than 60 days)[32].

Furthermore, the insufficient weight given to the relevant considerations of reasonable alternatives by the learned presiding judge also amounted to an injustice. The insufficient weight given by the learned presiding judge to relevant considerations of reasonable alternatives can easily be concluded from the Endorsement in which the learned presiding judge not only gave short shrift to the reasonable alternatives presented[33] but misapprehended the evidence upon which said reasonable alternatives were considered by the learned presiding judge – to wit:

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[29] See paragraph 11 herein.

[30] Paragraphs 3 – 11 of the Affidavit of Nasir Mahmood, affirmed October 2, 2023, at Tab 1 of the Respondent's (Appellants') Responding Motion Record, at page 3-4.

[31] Paragraph 2 of the Further Supplemental Affidavit of Nasir Mahmood, sworn October 17, 2023.

[32] Paragraph 8 of the Supplemental Affidavit of Nasir Mahmood, sworn October 10, 2023.

[33] Paragraphs 41 the Endorsement of the Honourable Justice Osborn, dated October 18, 2023, at Exhibit B of the Affidavit of Adam Asgarali, sworn December 7, 2023, at Tab 2 of the Appellants' Motion Record, at page 8.

The learned presiding judge misapprehended the submission into evidence of a Notice of Application in another proceeding[34] as a request for the learned judge to rewrite the agreement between the Appellants and a non-party upon which said other proceeding was based[35] whereas the submission into evidence of said Notice of Application was merely to inform the learned presiding judge that one of the Appellants' debts (notwithstanding the fact that it was a debt that the Respondent was not even aware of at the time and was evidenced by the Appellants' themselves in compliance with their own duties of full disclosure) was in fact CAD $4,000,000 less than registered by said non-party creditor[36].

Accordingly, the fourth and final ground upon which the Appellants seek leave to appeal is also *prima facie* meritorious for said reasons.

The *Pine Tree* Test – Third Prong

35. The Appellants respectfully submit that this Honourable Court granting the Appellants leave to appeal would not unduly hinder the progress of the bankruptcy/insolvency proceedings because the parties have already agreed to request an expedited hearing of this motion and the Appellants are agreeable to an expedited hearing of the appeal itself, if granted[37].

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[34] At Exhibit F of the Affidavit of Nasir Mahmood, sworn October 2, 2023, at Tab 1 of the Respondents' (Appellants') Responding Motion Record, at page 5.

[35] Paragraphs 42 the Endorsement of the Honourable Justice Osborn, dated October 18, 2023, at Exhibit B of the Affidavit of Adam Asgarali, sworn December 7, 2023, at Tab 2 of the Appellants' Motion Record, at page 8.

[36] At paragraph 6 of the Notice of Application found at Exhibit F of the Affidavit of Nasir Mahmood, sworn October 2, 2023, at Tab 1 of the Respondents' (Appellants') Responding Motion Record, at page 5.

[37] Paragraph 6 of the Affidavit of Adam Asgarali, sworn December 7, 2023, at Tab 2 of the Appellants' Motion Record, at page 3.

36. There would be no delay to the bankruptcy/insolvency proceedings other than any time required for this Honourable Court to hear the appeal and, as such, said delay (if any) cannot be attributable to the Appellants.

37. Even if any such delay were attributable to the Appellants, it is respectfully submitted that for the reasons submitted herein it would be an injustice not to grant the Appellants leave to appeal notwithstanding.

38. As with this Honourable Court's finding in *Romspen Investment Corporation v. Courtice Auto Workers Ltd.* [2017] that leave for appeal satisfied the third prong of the *Pine Tree* test, the "*issues on appeal are narrow and the record is modest*".[38]

V – CONCLUSION

30. The within appeal raises issues that are of general importance to the practice in bankruptcy/insolvency matters or to the administration of justice as a whole, and are therefore ones that this Honourable Court should consider and address, the grounds of appeal are *prima facie* meritorious, and the granting of leave to appeal would not unduly hinder the progress of the bankruptcy / insolvency proceedings.

31. Therefore, and based on the foregoing and the arguments made herein, it is respectfully submitted that the Appellants satisfy all three prongs of the *Pine Tree* test for leave to appeal.

32. Accordingly, this Honourable Court ought to grant the Appellants leave to appeal.

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[38] *Romspen Investment Corporation v. Courtice Auto Wreckers Limited*, 2017 ONCA 301 (CanLII) Para 28., tab 10 of the Book of Authorities.

VI - ORDER REQUESTED

33. The Appellants respectfully request leave to appeal the October 18, 2023 Order of the Honourable Justice Osborne appointing a receiver over all of the assets, undertakings and properties of all three of the Appellants.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 7th day of December, 2023

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SCHEDULE "A"

1. *Business Development Bank of Canada v. Pine Tree Resorts Inc.*, 2013 ONCA 282 (CanLII)

2. *Flight (Re)*, 2022 ONCA 77

3. *May v. Ferndale Institution*, 2005 SCC 82 (CanLII), [2005] 3 S.C.R. 809, [2005] S.C.J.

4. *1657575 Ontario Inc. v. Hamilton (City)*, 2008 ONCA 570 (CanLII)

5. *Romspen Investment Corporation v. Courtice Auto Wreckers Limited*, 2017 ONCA 301 (CanLII)

SCHEDULE "B"

Bankruptcy and Insolvency Act (R.S.C., 1985, c. B-3)

Court of Appeal

193 Unless otherwise expressly provided, an appeal lies to the Court of Appeal from any order or decision of a judge of the court in the following cases:

> **(a)** if the point at issue involves future rights;
>
> **(b)** if the order or decision is likely to affect other cases of a similar nature in the bankruptcy proceedings;
>
> **(c)** if the property involved in the appeal exceeds in value ten thousand dollars;
>
> **(d)** from the grant of or refusal to grant a discharge if the aggregate unpaid claims of creditors exceed five hundred dollars; and
>
> **(e)** in any other case by leave of a judge of the Court of Appeal.

Court may appoint receiver

243 (1) Subject to subsection (1.1), on application by a secured creditor, a court may appoint a receiver to do any or all of the following if it considers it to be just or convenient to do so:

> **(a)** take possession of all or substantially all of the inventory, accounts receivable or other property of an insolvent person or bankrupt that was acquired for or used in relation to a business carried on by the insolvent person or bankrupt;
>
> **(b)** exercise any control that the court considers advisable over that property and over the insolvent person's or bankrupt's business; or
>
> **(c)** take any other action that the court considers advisable.

Courts of Justice Act, R.S.O. 1990, c. C.43

Injunctions and receivers

101 (1) In the Superior Court of Justice, an interlocutory injunction or mandatory order may be granted or a receiver or receiver and manager may be appointed by an interlocutory order, where it appears to a judge of the court to be just or convenient to do so. R.S.O. 1990, c. C.43, s. 101 (1); 1994, c. 12, s. 40; 1996, c. 25, s. 9 (17).

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ONTARIO
COURT OF APPEAL

APPELLANTS' FACTUM

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