

*ONTARIO*

**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

B E T W E E N :

DUCA FINANCIAL SERVICES CREDIT UNION LTD.

Applicant

and

BAYVIEW CREEK (CIM) LP, CIM INVESTS DEVELOPMENT INC.  
and CIM BAYVIEW CREEK INC.

Respondents

APPLICATION UNDER s. 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c B-3;  
s. 101, *Courts of Justice Act*, R.S.O. 1990, c. C.43; Rules 1.04, 2.03, 3.02(1), 14.05 (g),  
14.05 (3)(g), 16.04 (1) and 38 of the *Rules of Civil Procedure*

**APPLICATION RECORD**

**Volume 4 of 5**

**(returnable August 11, 2021)**

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ONTARIO

**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

BETWEEN:

DUCA FINANCIAL SERVICES CREDIT UNION LTD.

Applicant

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BAYVIEW CREEK (CIM) LP, CIM INVESTS DEVELOPMENT INC.  
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s. 101, *Courts of Justice Act*, R.S.O. 1990, c. C.43; Rules 1.04, 2.03, 3.02(1), 14.05 (g),  
14.05 (3)(g), 16.04 (1) and 38 of the *Rules of Civil Procedure*

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Court File No.: CV-20-00648875-00 CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE****THE HONOURABLE  
JUSTICE KOEHNEN****BETWEEN:**

)  
 ) **TUESDAY THE 13TH DAY**  
 )  
 ) **OF OCTOBER, 2020**  
 )

**TRACY HUI and JOJO HUI (Personally and Representing the Interests of The  
Enforcement Committee of the Debenture Holders)**

**Plaintiffs****and**

**CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW  
CREEK INC., JUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN  
FUOCO, ROBERT PARENT, MEHDI SHAFIEL, CIM MACKENZIE CREEK INC., CIM  
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO**

**Defendants****ORDER**

**THIS CASE CONFERENCE** was heard this day by video conference in Toronto,  
Ontario.

**ON READING** the Factum of the Plaintiffs dated October 8, 2020, the Affidavit of Christina Shiwsunkar sworn October 8, 2020, the Investigative Receiver's Interim Report dated September 25, 2020, the Affidavit of Amiri Moses Dear sworn September 24, 2020, the Affidavit of Jojo Hui sworn September 12, 2020, the Notice of Action issued September 11, 2020, as well as Bayview Creek (CIM) LP's Factum, Notice of Motion, and the Affidavits of Keely Yuan and Alexia

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Parente, both of which were sworn on September 25, 2020, filed the Affidavit of Alexia Parente, sworn October 10, 2020, as well as the supplementary Factum of Bayview Creek (CIM) LP dated October 12, 2020, as well as the affidavit of Bryan McWatt for Bryton Capital Corp. sworn October 10, 2020, and on hearing submissions of counsel for the Plaintiff's, counsel for Bayview Creek (CIM) LP, and counsel for CIM Bayview Creek Inc., as well as the non-parties Bryton Capital Corp., DUCA Financial Services Credit Union Ltd., Jerry Feng appearing in person, and no other parties appearing.

1. **THIS COURT ORDERS** that the Order of Schabas J. dated September 18, 2020 and attached as Schedule A to this Order shall continue in full force and effect until further order of this Court.



ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

OCT 19 2020

PER / PAR:





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1. THIS COURT ORDERS that the Plaintiffs' motion is hereby granted.
2. THIS COURT ORDERS that a Certificate of Pending Litigation in the form attached hereto as Schedule "A" shall be issued and registered against title to the lands and premises legally and municipally described pursuant to section 103 of the *Courts of Justice Act*, R.S.O. 1990, c. C. 43 and Rule 42 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.
3. THIS COURT ORDERS that an interim injunction for 10 days from the date of this Order shall be granted, preventing the sale of the real property as described in Schedule "A" hereto;
4. THIS COURT ORDERS that an interim order preventing CIM International Group Inc. ("CIM Group"), CIM Bayview Creek Inc., Bayview Creek (CIM) I.P., CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP, their servants, employees, agents, assigns, officers, directors and/or anyone else acting on its behalf or in conjunction with it, and any and all persons with notice of this order, from either directly or indirectly, by any means whatsoever from:
  - (i) Selling, removing, dissipating, alienating, transferring, assigning, encumbering, or similarly dealing with or disposing of any assets of CIM Bayview Creek Inc. as described in Schedule "A" hereto;
  - (ii) Instructing, requesting, counselling, demanding, or encouraging any other person to do so; and
  - (iii) Facilitating, assisting in, aiding, abetting, or participating in any acts the effect of which is to do so.

5. THIS COURT ORDERS that the prohibition set out above in paragraph 4 applies to CIM International Group Inc. ("CIM Group"), CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP assets, whether in the Defendants' own names or not, and whether solely or jointly owned, including but not limited to:
- (i) any bank, investment or other account at any bank, financial or other institution;
  - (ii) any motor vehicle, trailer or other vehicle registered to the Defendants;
  - (iii) any real property in which the Defendants have any interest, including the real property;
  - (iv) any and all other personal property of any description whatsoever; and
  - (v) any and all share certificates, negotiable instruments and the like.
6. THIS COURT ORDERS that CIM International Group Inc. ("CIM Group"), CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP shall forthwith deliver to counsel for the Plaintiffs sworn evidence of the nature and location of all their assets, wheresoever located, including assets held on their behalf or in trust for them, assets held jointly with some other party, assets in which they hold any interest and assets that they hold in trust for any party.
7. THIS COURT ORDERS that a Receiver shall be appointed pursuant to section 101 of the CIA and in the form attached hereto as Schedule "B".

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8. THIS COURT ORDERS that costs of this motion, up to and including entry and service of this Order, shall be reserved pending judgment in this proceeding or further Order of the Court.
9. THIS COURT ORDERS this matter including consideration of this Order be returnable at 10 a.m. on September 28, 2020, before this Court.
10. THIS COURT ORDERS, that notwithstanding rule 59.05, this Order is effective from the date it is signed and is enforceable without any need for entry and filing.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

SEP 18 2020

PER / PAR:

*CA*



Paul Schabas J.

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## SCHEDULE "A"

Court File No.: CV-20-000647366-0000

ONTARIO

## SUPERIOR COURT OF JUSTICE

BETWEEN:

*(court seal)*

TRACY HUI and JOJO HUI (Personally and Representing the interests of The  
Enforcement Committee of the Debenture Holders)

Plaintiffs

and

CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW  
CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN  
FUOCO, ROBERT PARENT, MEHDI SHAFIEI, CIM MACKENZIE CREEK INC., CIM  
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO

Defendants

## CERTIFICATE OF PENDING LITIGATION

I CERTIFY that in this proceeding an interest in the following land is in question:

Property Identifier Number: 03186-4757 (LT)

PT LT 25, CON 2, (MKM) , PTS 1 & 2, PL 65R31680. S/T EASEMENT OVER PART 2,  
65R13270 AS IN R510790

This certificate is issued under an order of the court made on September , 2020.

Date .....

Issued by .....

Local registrar

Address of  
court office .....

.....

TRACY HUI et al.  
Plaintiffs

-and-

CIM INTERNATIONAL GROUP INC. et al.  
Defendants

Court File No.: CV-20-000647366-0000

ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT  
TORONTO

CERTIFICATE OF PENDING  
LITIGATION

HUMMINGBIRD LAWYERS LLP  
80 Bloor Street West, Suite 1401  
Toronto Ontario M5S 2V1

Amini Dear (LSUC# 68391T)  
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Tel: 905-731-1913

Fax: 905-731-1913

Lawyers for the Plaintiffs



## SCHEDULE "B"

Court File No.: CV-20-000647366-0000

## ONTARIO

## SUPERIOR COURT OF JUSTICE

THE HONOURABLE  
JUSTICE SCHABAS)  
)  
)  
)FRIDAY THE 18TH DAY OF  
SEPTEMBER 2020

BETWEEN:

TRACY HUI and JOJO HUI (Personally and Representing the interests of The  
Enforcement Committee of the Debenture Holders)

Plaintiffs / Moving Parties

and

CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW  
CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN  
FUOCO, ROBERT PARENT, MEHDI SHAFIEL, CIM MACKENZIE CREEK INC., CIM  
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO

Defendants / Responding Parties

## ORDER

(Appointing Investigative Receiver)

**THIS MOTION** made *ex parte* by the Plaintiffs for an Order pursuant to section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. 43, as amended (the "CJA") appointing Albert Gelman Inc. ("AGI") as investigative receiver (the "Receiver") over the property of CIM International Group Inc., CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc., and CIM Mackenzie Creek LP, on the terms set out below, was heard this day by Teleconference in Toronto, Ontario.

ON READING the Affidavit of Jojo Hui sworn September 12, 2020 and the exhibits annexed thereto, and on hearing the submissions of counsel for the Plaintiff and on reading the consent of AGI to act as Receiver,

#### **APPOINTMENT**

1. THIS COURT ORDERS that pursuant to section 101 of the CJA, AGI is hereby appointed Investigative Receiver with only the powers granted below of the property of CIM International Group Inc., CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc., and CIM Mackenzie Creek LP (the "Companies") pending further order of the court.

#### **RECEIVER NOT IN POSSESSION OF ASSETS**

2. THIS COURT ORDERS that the Companies shall remain in possession of its current and future assets, and undertakings and properties of every nature and kind whatsoever (collectively the "Property") and wherever situated including proceedings thereof.
3. THIS COURT ORDERS that at subject to further Order of this Court, the Companies shall continue to carry on its business and affairs consistent with its obligations to estate creditors and beneficiaries, if any.

#### **RECEIVER'S POWERS**

4. THIS COURT ORDERS that the Receiver be and is hereby empowered and authorized, but not obligated, to act at once, without in any way limiting the generality of the foregoing, to do any of the following where the Receiver considers it necessary or desirable:
  - (a) To obtain all information whether in paper format or in digital format, both foreign or domestic (for further clarity, both within and outside of Canada and in all other jurisdictions), relating to the business, affairs, records, and all assets and property of the Companies (the "Information"), without limitation, from (i) the Companies and all of their

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current and former directors, officers, employees, agents, accountants, shareholders, banks and financial institutions or brokerages, all officers or employees of such banks, financial institutions or brokerages who have access to the Information, and all other persons acting on their instructions or behalf with the exception of legal counsel, and (ii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this order, save and except for the Plaintiffs (all the foregoing each being a "Person, save and except for the Plaintiffs; to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;

- (c) to report to, meet with and discuss with any and all Persons, including counsel for the Plaintiffs, as the Receiver deems appropriate on all matters relating to the Companies and investigative receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (d) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations; and
- (e) to conduct examinations under oath of all the Defendants and their financial advisors, provided proper notice as stipulated under the *Rules of Civil Procedure*, is provided to the proposed party to be examined which examinations shall also serve as examinations for discovery in the within action;

(f) and in each case where the receiver takes such action or steps, it shall be exclusively authorized and empowered to do so without interference from any other person including those defined herein as "Person",

#### **DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER**

5. THIS COURT ORDERS that all Persons (as that term is defined at sub-paragraph 4(a) above), including banks and financial institutions, shall forthwith advise the Receiver of the existence of any Information in such Person's possession or control and shall grant immediate and continued access to the Information to the Receiver.
6. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, trusts, contracts, orders, accounting records, and any other papers, records, and information of any kind related to the business or affairs of the Companies, without limitation, any computer programs, computer tapes, computer disks, or other storage data containing any such information (the foregoing collectively the "Records") in that Person's possession or control, and shall provide to the Receiver unfettered access to and use of accounting, computer software and physical facilities relating hereto, including without limiting the generality of the foregoing, the delivery by such persons of all passwords required to access the Information and Records, which may not be disclosed or provided to the Receiver due to privilege attaching to solicitor-client communications or due to statutory provisions prohibiting such disclosure.
7. THIS COURT ORDERS that if any Information and Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Information and Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the Information and Records contained therein whether by way of printing the Information and Records onto paper or making copies of computer disks or a bitmap image or such other manner of retrieving and copying the Information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Information and Records without the prior written consent of the

Receiver. Further, for the purposes of this Paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the Information and Records as the Receiver may in its discretion require including providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the Information and Records.

#### **NO PROCEEDINGS AGAINST THE RECEIVER**

8. THIS COURT ORDERS that no proceeding or enforcement process in any Court or tribunal shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

#### **LIMITATION ON THE RECEIVER'S LIABILITY**

9. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or willful misconduct on its part.

#### **RECEIVER'S ACCOUNT**

10. THIS COURT ORDERS that the Plaintiff shall be responsible for the costs of the Receiver costs and its counsel's accounts without prejudice to the Plaintiff seeking to have such costs paid by the Companies and/or by any and/or all of the Defendants in the event judgment is obtained against any and / or all of them or subject to any further Order of the court. The Plaintiff shall be responsible to pay the disbursement costs of the Defendants arising from their compliance with this Order provided that (i) the disbursement costs would not ordinarily be required to be paid by the Defendants under the Rules of Civil Procedure and (ii) that the Defendants advise the Plaintiffs through their counsel of the estimated cost of the disbursement prior to incurring it.

## SERVICE AND NOTICE

11. THIS COURT ORDERS that the electronic service shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the *Rules of Civil Procedure*.

## GENERAL

12. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
13. THIS COURT ORDERS that either the Receiver or the Plaintiff may apply to the Court for an Order terminating the investigative receivership.
14. THIS COURT ORDERS that Hummingbird Lawymrs LLP be and are hereby authorized to act as counsel for the Receiver in order to implement the Receiver's powers herein.
15. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Companies.
16. 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.
17. THIS COURT ORDERS that the Receiver be at the liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act as representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

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18. THIS COURT ORDERS that costs of this motion, up to and including entry and service of this Order shall be reserved pending judgment in this proceeding or further Order of the Court.
19. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely affected by the order sought or upon such other notice, if any, as this Court may order.
20. THIS COURT ORDERS that notwithstanding paragraph 19, this matter including consideration of this Order shall be returnable at 10 a.m. on September 28, 2020, before this Court.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

SEP 18 2020

PER / PAR



Paul Schabas J.

TRACY HUI et al.  
Plaintiffs / Moving Parties

and  
CIM INTERNATIONAL GROUP et al.  
Defendants / Moving Parties

Court File No. CV-20-00647366-0000

ONTARIO  
SUPERIOR COURT OF JUSTICE

Proceeding commenced at TORONTO

ORDER

HUMMINGBIRD LAWYERS LLP  
8800 Dufferin Street  
Suite 301  
Vaughan ON L4K 0C5

Amiri Dear (LSUC# 68391T)  
Jonathan Barr (LSUC# 52181S)

Tel: 905-731-1911

Fax: 905-731-1913

Lawyers for the Plaintiffs / Moving Parties



TRACY HUI et al.  
Plaintiffs

and

CIM INTERNATIONAL GROUP et al.  
Defendants

Court File No. CV-20-00648875-00 CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at TORONTO

**ORDER**

**HUMMINGBIRD LAWYERS LLP**  
80 Bloor Street W.  
Suite 1401  
Toronto ON M5S 2V1

**Jonathan Barr (LSO# 52181S)**

Tel: 905-731-1911

Fax: 905-731-1913

Lawyers for the Plaintiffs

TAB TT

**EXHIBIT "TT"**

**Sent:**  
**To:**  
**Cc:**

**Subject:**

This email constitutes my endorsement arising out of today's hearing and should be placed into the court file.

The order of Justice Schabas dated September 18, 2020 shall continue in full force until further order of this court.

An issue has arisen about the Investigative Receiver appointed under the order of Schabas J. If Justice Schabas appointed an Investigative Receiver, and the Receiver is acting within the ambit of the order appointing him/her, then the parties are expected to comply with the Receiver's requests. The failure to do so may render the uncooperative party liable for contempt.

A placeholder date for the return of this motion has been set for December 10, 2020 for 3 hours. I understand not all counsel are available on that date. I am making efforts to canvas dates on the civil list with Justice Myers and will revert to counsel as soon as I hear back from him.

I also understand there is a dispute about the form of order. Subject to any concerns of counsel, the order should read that "the order of Schabas J. dated September 18, 2020 and attached as Schedule A to this order shall continue in full force and effect until further order of this court." The order of Schabas J. should then be attached as a schedule.

**Justice Markus Koehnen**  
Ontario Superior Court of Justice  
361 University Ave.  
Toronto, Ont.  
M5G 1T3  
416-327-5284

**Sent:**  
**To:**  
**Cc:**

**Subject:**

This is a supplement to the endorsement below:

Mr. Ward advised that his client would be filing a Notice of Intention. The degree, if any, to which filing a Notice of Intention violates the mareva injunction of Schabas J. is something that will be left for either agreement amongst counsel or argument on the return of the motion if a Notice of Intention is filed before then. The intention of clarifying this is to make clear that the delay in getting a return date for the motion should not be used to anyone's advantage. Put another way, a Notice of Intention filed before the return of the motion should not necessarily advantage the party filing the NOI. That issue remains open for submissions and to be determined on the return of the motion.

**Justice Markus Koehnen**

Ontario Superior Court of Justice  
 361 University Ave.  
 Toronto, Ont.  
 M5G 1T3  
 416-327-5284

---

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I also understand there is a dispute about the form of order. Subject to any concerns of counsel, the order should read that “the order of Schabas J. dated September 18, 2020 and attached as Schedule A to this order shall continue in full force and effect until further order of this court.” The order of Schabas J. should then be attached as a schedule.

**Justice Markus Koehnen**

Ontario Superior Court of Justice  
361 University Ave.  
Toronto, Ont.  
M5G 1T3  
416-327-5284

TAB UU



PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND  
REGISTRY  
OFFICE #65

PAGE 1 OF 5  
PREPARED FOR Cymen001  
ON 2020/10/07 AT 16:47:54

03186-4757 (LT)

\* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT \* SUBJECT TO RESERVATIONS IN CROWN GRANT \*

PROPERTY DESCRIPTION: PT LT 25, CON 2, (WKM), PTS 1 & 2, PL 65R31680. S/T EASEMENT OVER PART 2, 65R13270 AS IN R510790

PROPERTY REMARKS: FOR THE PURPOSE OF THE QUALIFIER THE DATE OF REGISTRATION OF ABSOLUTE TITLE IS 2009/06/01. CORRECTION: DOCUMENT R510790 ADDED TO PIN ON 2020/03/04 AT 11:34 BY HARINGA, KELLY.

ESTATE/QUALIFIER:  
FEE SIMPLE  
LT ABSOLUTE PLUS

RECENTLY:  
RE-ENTRY FROM 03186-3378  
PIN CREATION DATE:  
2009/06/01

OWNERS' NAMES  
CIM BAYVIEW CREEK INC.

CAPACITY SHARE

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
** PRINTOUT INCLUDES ALL DOCUMENT TYPES AND DELETED INSTRUMENTS SINCE 2009/06/01 **						
**SUBJECT TO SUBSECTION 44 (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPHS 3 AND 14 AND *						
** PROVINCIAL SUCCESSION DUTIES AND EXCEPT PARAGRAPH 11 AND ESCHEATS OR FORFEITURE **						
** TO THE CROWN UP TO THE DATE OF REGISTRATION WITH AN ABSOLUTE TITLE. **						
R271654	1981/05/19	AGREEMENT		*** DELETED AGAINST THIS PROPERTY ***	THE CORPORATION OF THE TOWN OF RICHMOND HILL	C
R280995	1981/09/29	TRANSFER			SALFAS HOLDINGS LTD.	
CORRECTIONS: 'TRANSFEREE' CHANGED FROM 'SALFAS HOLDINGS LTD' TO 'SALFAS HOLDINGS LTD.' ON 1999/07/20 BY LAND REGISTRAR #34.						
R510790	1989/06/09	TRANSFER EASEMENT	\$300,000	SALFAS HOLDINGS LTD.	THE CORPORATION OF THE TOWN OF RICHMOND HILL	C
R651846	1994/12/08	AGREEMENT			TOWN OF RICHMOND HILL	C
YR632487	2005/05/02	NOTICE		THE CORPORATION OF THE TOWN OF RICHMOND HILL	SALFAS HOLDINGS LTD.	C
REMARKS: AGREEMENT						
YR1222930	2008/09/11	TRANSFER		*** DELETED AGAINST THIS PROPERTY *** SALFAS HOLDINGS LTD.	SALFAS HOLDINGS LTD.	
REMARKS: COMMITTEE OF ADJUSTMENT CONSENT-TOWN OF RICHMOND HILL						
65R31680	2009/06/01	PLAN REFERENCE				
YR1324035	2009/06/01	APL ABSOLUTE TITLE		*** DELETED AGAINST THIS PROPERTY *** OWNER	SALFAS HOLDINGS LTD.	
REMARKS: YR1304722						
YR1475892	2010/05/06	CHARGE		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.		
YR1475893	2010/05/06	NO ASSIGN RENT GEN		*** COMPLETELY DELETED ***	THE TORONTO-DOMINION BANK	

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.  
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



ServiceOntario

LAND  
REGISTRY  
OFFICE #65

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

PAGE 2 OF 5  
PREPARED FOR Cymen001  
ON 2020/10/07 AT 16:47:54

03186-4757 (LT)

\* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT \* SUBJECT TO RESERVATIONS IN CROWN GRANT \*

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
REMARKS: YR1475892				SALFAS HOLDINGS LTD.	THE TORONTO-DOMINION BANK	
YR1477922	2010/05/12	NOTICE		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.	THE TORONTO-DOMINION BANK	
REMARKS: RE: CHARGE YR1475892						
YR1751535	2011/12/01	TRANSFER		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.	PHOENIX POLLI LUXUL DEVELOPMENT INC.	
REMARKS: PLANNING ACT STATEMENTS						
YR1751536	2011/12/01	CHARGE		*** COMPLETELY DELETED *** PHOENIX POLLI LUXUL DEVELOPMENT INC.	SALFAS HOLDINGS LTD.	
YR1751537	2011/12/01	CHARGE		*** COMPLETELY DELETED *** PHOENIX POLLI LUXUL DEVELOPMENT INC.	SALFAS HOLDINGS LTD.	
YR1794427	2012/03/13	DISCH OF CHARGE		*** COMPLETELY DELETED *** THE TORONTO-DOMINION BANK		
REMARKS: YR1475892.						
YR1832348	2012/06/01	APL CH NAME OWNER		*** COMPLETELY DELETED *** PHOENIX POLLI LUXUL DEVELOPMENT INC.	BAYVIEW VILLAS ON THE GREEN HOLDING INC.	
YR1901412	2012/10/22	TRANSFER		*** COMPLETELY DELETED *** BAYVIEW VILLAS ON THE GREEN HOLDING INC.	8291047 CANADA CORP.	
REMARKS: PLANNING ACT STATEMENTS						
YR1901413	2012/10/22	CHARGE		*** COMPLETELY DELETED *** 8291047 CANADA CORP.	1048815 ONTARIO LIMITED LECCE, REMO LECCE, ROSA LECCE, FRANK EUGENE BOCCIA HOLDINGS LIMITED	
YR1901519	2012/10/23	DISCH OF CHARGE		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.		
REMARKS: YR1751537.						
YR1901520	2012/10/23	DISCH OF CHARGE		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.		
REMARKS: YR1751536.						

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ServiceOntario

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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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03186-4757 (LT)

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
YR1918738	2012/11/30	APL CH NAME OWNER		*** COMPLETELY DELETED *** 8291047 CANADA CORP.	CIM DEVELOPMENTS INC.	
YR2155093	2014/07/14	NOTICE		*** COMPLETELY DELETED *** CIM DEVELOPMENTS INC.	1048815 ONTARIO LIMITED LECCE, REMO LECCE, ROSA LECCE, FRANK EUGENE BOCCIA HOLDINGS LIMITED	
REMARKS: YR1901413						
YR2157080	2014/07/16	TRANSFER		*** COMPLETELY DELETED *** CIM DEVELOPMENTS INC.	CIM INVESTS DEVELOPMENT INC.	
YR2396320	2015/11/30	NOTICE		*** COMPLETELY DELETED *** CIM INVESTS DEVELOPMENT INC.	1048815 ONTARIO LIMITED LECCE, REMO LECCE, ROSA LECCE, FRANK EUGENE BOCCIA HOLDINGS LIMITED	
REMARKS: AMENDING YR1901413						
YR2473036	2016/05/18	CHARGE	\$20,720,000	CIM INVESTS DEVELOPMENT INC.	DUCA FINANCIAL SERVICES CREDIT UNION LTD.	C
YR2473037	2016/05/18	NO ASSGN RENT GEN REMARKS: YR2473036		CIM INVESTS DEVELOPMENT INC.	DUCA FINANCIAL SERVICES CREDIT UNION LTD.	C
YR2473514	2016/05/18	DISCH OF CHARGE		*** COMPLETELY DELETED *** 1048815 ONTARIO LIMITED LECCE, REMO LECCE, ROSA LECCE, FRANK EUGENE BOCCIA HOLDINGS LIMITED		
REMARKS: YR1901413.						
YR2760955	2017/11/17	CHARGE		*** COMPLETELY DELETED *** CIM INVESTS DEVELOPMENT INC.	ADJ HOLDINGS INC.	
YR2760956	2017/11/17	NO ASSGN RENT GEN REMARKS: YR2760955.		*** COMPLETELY DELETED *** CIM INVESTS DEVELOPMENT INC.	ADJ HOLDINGS INC.	
YR2782126	2018/01/10	CHARGE		*** COMPLETELY DELETED ***		

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
YR2782414	2018/01/11	DISCH OF CHARGE		CIM INVESTS DEVELOPMENT INC.	CIM INTERNATIONAL GROUP INC.	
REMARKS: YR2782126.				*** COMPLETELY DELETED *** CIM INTERNATIONAL GROUP INC.		
YR2840443	2018/06/21	TRANSFER		CIM INVESTS DEVELOPMENT INC.	CIM BAYVIEW CREEK INC.	C
REMARKS: PLANNING ACT STATEMENTS.						
YR2898574	2018/11/16	CHARGE		*** COMPLETELY DELETED *** CIM BAYVIEW CREEK INC.	ROMSPEN INVESTMENT CORPORATION	
YR2898575	2018/11/16	NO ASSGN RENT GEN		*** COMPLETELY DELETED *** CIM BAYVIEW CREEK INC.	ROMSPEN INVESTMENT CORPORATION	
REMARKS: YR2898574.						
YR2898773	2018/11/16	DISCH OF CHARGE		*** COMPLETELY DELETED *** ADJ HOLDINGS INC.		
REMARKS: YR2760955.						
YR2937903	2019/03/12	NOTICE	\$2	CIM BAYVIEW CREEK INC.	DUCA FINANCIAL SERVICES CREDIT UNION LTD.	C
REMARKS: YR2473036						
YR2956071	2019/05/01	CONSTRUCTION LIEN		*** COMPLETELY DELETED *** STANTEC CONSULTING LTD./ STANTEC EXPERTS-CONSEILS LTÉE		
YR2969702	2019/06/07	APL (GENERAL)		*** COMPLETELY DELETED *** TANG, ZHENGYI WU, JIYUAN LI, WEI JIA WANG, LIANHUA		
REMARKS: CERTIFICATE PENDING LITIGATION						
YR2970851	2019/06/12	CERTIFICATE		*** COMPLETELY DELETED *** STANTEC CONSULTING LTD./ STANTEC EXPERT-CONSEILS LTÉE.		
REMARKS: YR2956071						
YR2972216	2019/06/14	DISCH OF CHARGE		*** COMPLETELY DELETED *** ROMSPEN INVESTMENT CORPORATION		
REMARKS: YR2898574.						
YR2972263	2019/06/17	APL DEL CONST LIEN		*** COMPLETELY DELETED *** STANTEC CONSULTING LTD./ STANTEC EXPERTS-CONSEILS LTÉE		

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03186-4757 (LT)

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
REMARKS: YR2956071.						
YR2972264	2019/06/17	APL AMEND ORDER		*** COMPLETELY DELETED *** ONTARIO SUPERIOR COURT OF JUSTICE	BAYVIEW CREEK (CIN) LP CIM BAYVIEW CREEK INC. 10502715 CANADA INC. FENG, JIUBIN	C
REMARKS: DELETE YR2969702						
YR2972265	2019/06/17	NO OPTION PURCHASE	\$10	CIM BAYVIEW CREEK INC.	BRYTON CREEK RESIDENCES INC.	C
YR2972266	2019/06/17	CHARGE	\$20,000,000	CIM BAYVIEW CREEK INC.	BRYTON CAPITAL CORP. GP LTD.	C
YR2972267	2019/06/17	NO ASSGN RENT GEN		CIM BAYVIEW CREEK INC.	BRYTON CAPITAL CORP. GP LTD.	C
REMARKS: YR2972266.						
YR3062146	2020/01/30	LR'S CAUTION		*** COMPLETELY DELETED *** LAND REGISTRAR, YORK REGION LAND REGISTRY OFFICE		
YR3075061	2020/03/04	LR'S ORDER		LAND REGISTRAR, YORK REGION LAND REGISTRY OFFICE		C
REMARKS: ADD EASEMENT						
YR3124735	2020/07/31	NOTICE		CIM BAYVIEW CREEK INC.	BRYTON CAPITAL CORP. GP LTD.	C
REMARKS: RE: YR2972266 AND YR2972267						
YR3124736	2020/07/31	NOTICE	\$2	CIM BAYVIEW CREEK INC.	BRYTON CREEK RESIDENCES INC.	C
REMARKS: RE: YR2972265						
YR3137585	2020/09/04	CHARGE	\$2,207,405	CIM BAYVIEW CREEK INC.	GR (CAN) INVESTMENT CO. LTD. MONEST FINANCIAL INC.	C
YR3142721	2020/09/18	APL (GENERAL)		HUI, TRACY HUI, JOJO		C
REMARKS: PENDING LITIGATION.						

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TAB VV

The applicant(s) hereby applies to the Land Registrar.

yyyy mm dd Page 1 of 2

**Properties**

PIN 03186 - 4757 LT Interest/Estate Fee Simple  
 Description PT LT 25, CON 2, (MKM),PTS 1 & 2, PL 65R31680. S/T EASEMENT OVER PART 2, 65R13270 AS IN R510790  
 Address 10747 BAYVIEW AVENUE  
 RICHMOND HILL

**Chargor(s)**

The chargor(s) hereby charges the land to the chargee(s). The chargor(s) acknowledges the receipt of the charge and the standard charge terms, if any.

Name CIM BAYVIEW CREEK INC.  
 Address for Service 502-55 Commerce Valley Drive West  
 Markham ON  
 L3T 7V9

I, Jiubin Feng, President, have the authority to bind the corporation.  
 This document is not authorized under Power of Attorney by this party.

**Chargee(s)****Capacity****Share**

Name	GR (CAN) INVESTMENT CO. LTD.	67.953%
Address for Service	203-4342 Queen Street Niagara Falls, ON L2E 7J7	
Name	MONEST FINANCIAL INC.	32.047%
Address for Service	198 Lord Seaton Road Toronto, ON M2P 1K9	

**Provisions**

Principal	\$2,207,405.13	Currency	CDN
Calculation Period	not in advance, interest only		
Balance Due Date	on Demand		
Interest Rate	10% per annum		
Payments			
Interest Adjustment Date	2020 08 31		
Payment Date			
First Payment Date			
Last Payment Date			
Standard Charge Terms	200033		
Insurance Amount	See standard charge terms		
Guarantor	Jiubin Feng		

**Signed By**

Ping-Teng Tan	506-1315 Lawrence Ave. East Toronto M3A 3R3	acting for Chargor(s)	Signed	2020 09 04
---------------	---------------------------------------------------	--------------------------	--------	------------

Tel 416-443-8600

Fax 416-443-8688

I have the authority to sign and register the document on behalf of the Chargor(s).

**Submitted By**

TAN & ASSOCIATES	506-1315 Lawrence Ave. East Toronto M3A 3R3	2020 09 04
------------------	---------------------------------------------------	------------

Tel 416-443-8600

Fax 416-443-8688

**Fees/Taxes/Payment**

Statutory Registration Fee	\$65.05
Total Paid	\$65.05

**File Number**

Chargee Client File Number :	2020-118
------------------------------	----------

TAB WW



# Grant Thornton

EXHIBIT "WW"

November 2, 2020

IN THE MATTER OF THE PROPOSAL OF  
CIM BAYVIEW CREEK INC.  
OF THE CITY OF THORNHILL  
IN THE PROVINCE OF ONTARIO

Grant Thornton Limited  
Royal Bank Plaza  
11th Floor  
200 King Street West  
Toronto, ON M5H 3T4  
T (416) 366-0100  
F (416) 360-4948  
[www.GrantThornton.ca](http://www.GrantThornton.ca)

NOTICE OF INTENTION TO MAKE A PROPOSAL

To the Creditors of **CIM Bayview Creek Inc. (the "Company")**

Be advised that on October 29, 2020, the Company filed a Notice of Intention to Make a Proposal (the "**NOI**") pursuant to the *Bankruptcy and Insolvency Act* (the "**Act**"). In that regard, enclosed are the following documents:

1. Notice of Intention to Make a Proposal (Form 33);
2. List of Creditors with potential claims over \$250;
3. Consent of Grant Thornton Limited to act as trustee; and,
4. Certificate of Filing of a Notice of Intention to Make a Proposal (subsection 50.4(1)).

Pursuant to the Act, actions by creditors for the recovery of a claim arising prior to the NOI are stayed and within 30 days from the filing of the NOI, the Company is required to either 1) file a proposal or 2) seek an extension in time to file a proposal from the Ontario Superior Court of Justice. Upon the filing of the proposal, you will receive a copy of the proposal, the Trustee's Report on the Proposal, a proof of claim form and a voting letter. You will be able to file your claim with us at that time.

Copies of notices, reports of the trustee, and other information relevant in the NOI proceedings will be available at: [www.GrantThornton.ca/bayviewcreek](http://www.GrantThornton.ca/bayviewcreek)

Should you require further information please contact Andre Edwards at [Andre.Edwards@ca.gt.com](mailto:Andre.Edwards@ca.gt.com).

Yours truly,

Grant Thornton Limited



District of: Ontario  
 Division No. 09 - Toronto  
 Court No.  
 Estate No.

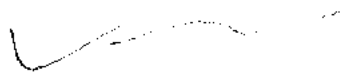
- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 CIM Bayview Creek Inc.  
 of the City of Thornhill, in the Province of Ontario

Take notice that:

1. I, CIM Bayview Creek Inc., an insolvent person, state, pursuant to subsection 50.4(1) of the Act, that I intend to make a proposal to my creditors.
2. Grant Thornton Limited of 11 th Floor, 200 King Street West, Box 11, Toronto, ON, M5H 3T4, a licensed trustee, has consented to act as trustee under the proposal. A copy of the consent is attached.
3. A list of the names of the known creditors with claims of \$250 or more and the amounts of their claims is also attached.
4. Pursuant to section 69 of the Act, all proceedings against me are stayed as of the date of filing of this notice with the official receiver in my locality.

Dated at the City of Toronto in the Province of Ontario, this 29th day of October 2020.

  
 \_\_\_\_\_  
 CIM Bayview Creek Inc.  
 Insolvent Person

To be completed by Official Receiver:

\_\_\_\_\_  
 Filing Date

\_\_\_\_\_  
 Official Receiver

District of: Ontario  
 Division No. 09 - Toronto  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 CIM Bayview Creek Inc.  
 of the City of Thornhill, in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
10176974 Canada Inc.	22 Bellside Drive Markham ON L3P 7B8		268,415.30
Alectra Utilities Corporation	PO Box 3700 Concord ON L4K 5N2		605.87
Arton Design Ltd.	20 East Beaver Creek Road Richmond Hill ON L4B 1G1		53,333.10
Arton Landscaping Ltd.	274 Browndale Crescent Richmond Hill ON L4C 3J2		128,435.56
Avesdo Inc.	1183 King Street West, Suite 200 Toronto ON M6K 3C5		4,237.50
Bousfields Inc.	3 Church Street Toronto ON M5E 1M2		5,591.24
Bryton Creek Residences Inc.	65 Queen Street West, Ste 210 Toronto ON M5H 2M5		250.00
Canada Revenue Agency	CEBA - Government Loan Sudbury Tax Centre, Post office box 20000, Stn A Sudbury ON P3A 5C1		10,048.95
CIM International Dev. Inc.	55 Commerce Valley Drive West, Unit#502 Markham ON L3T 7V9		2,300.00
CIM Investment Inc.	69 Manila Avenue Markham ON L6C 0R7		464,901.00
Devine Park LLP	250 Yonge Street, Ste 2302 Toronto ON M5B 2L7		4,001.90
Dickinson Wright LLP	120 Adelaide Street West Toronto ON M5H 1T1		2,661.90
DJH & Partners LLP	305-350 Highway 7E Richmond Hill ON L4B 3N2		5,650.00
DUCA Financial Services Sergiu Cosmin	5290 Yonge Street Toronto ON M2N 5P9		250.00
Evans Planning Inc.	8481 Keele Street Concord ON L4K 1Z7		3,688.40

District of: Ontario  
 Division No. 09 - Toronto  
 Court No.  
 Estate No.

- FORM 33 -

Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 CIM Bayview Creek Inc.  
 of the City of Thornhill, in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
EXP Services Inc.	220 Commerce Valley Drive West, Suite 110 Markham ON L3T 0A8		16,711.08
Fan Yu	4 St. Maritz Way, Unit #5 Markham ON L3R 4E8		547,923.50
Global King Inc.	340 Ferrier Street, Unit #8 Markham ON L3R 2Z5		287,620.34
GR Can and Monest Financial Inc.	4342 Queen Street, Suite 203 Niagara Falls ON L2E 7J7		250.00
Greck and Associates Limited	5770 Hwy 7 #3 Woodbridge ON L4L 1T8		2,774.15
Heavenly Resources Financial Group Inc.	203-7030 Woodbine Avenue Markham ON L3R 6G2		206,666.61
Himolfarb Proszanski	480 University Avenue #1401 Toronto ON M5G 1V2		18,395.38
Huixian Wang	136 Denlow Blvd. Toronto ON M3B 3J2		104,972.68
Kwokin Lo	15 Gadani Drive Markham ON L6E 0R1		277,650.27
Lili Sheng	45 Sir Tristram Place Markham ON L3P 2Y1		270,874.32
Liyu Yang	55 Bloor St. E Toronto ON M4W 1A9		550,710.38
Meng Wang Jie Lin	509-565 Proudfoot Lane London ON N6H 0A1		239,392.41
Monest Financial Inc.	250 Consumers Road, Unit # 1008 North York ON M2J 4V6		102,513.66
Schaeffer Dzaldov Bennett Ltd.	64 Jardin Drive, #1 Concord ON L4K 3P3		7,237.65
Shuwei Yuan	23 Glenstroke Drive Scarborough ON M1S 3A1		7,557.28

District of: Ontario  
 Division No. 09 - Toronto  
 Court No.  
 Estate No.

- FORM 33 -  
 Notice of Intention To Make a Proposal  
 (Subsection 50.4(1) of the Act)

In the matter of the proposal of  
 CIM Bayview Creek Inc.  
 of the City of Thornhill, in the Province of Ontario

List of Creditors with claims of \$250 or more.			
Creditor	Address	Account#	Claim Amount
SOSCIA Engineering	307 - 10376 Yonge Street Richmond Hill ON L4C 3B8		2,712.00
Stantec Consulting Ltd.	300W - 675 Cochrane Drive Markham ON L3R 0B8		32,638.14
T2 Utility Engineers Inc.	6-1075 N. Service Road West Oakville ON L6M 2G2		44,646.30
The Town of Richmond Hill	225 East Beaver Creek Road, Ground Floor Richmond Hill ON L4B 3P4		35,000.00
Workplace Safety and Insurance Board	200 Front Street West Toronto ON M5V 3H1		1,653.36
WSP Canada Group Limited	100 Commerce Valley Drive West Thornhill ON L3T 0A1		2,952.69
Xiaodong Luo	368 The Bridle Walk Markham ON L6C 2L9		270,874.32
Yanfeng Chen	90 Cedar Brae Blvd. Scarborough ON M1J 2K5		429,786.81
Yinghong Hu	32 Ostick Street Aurora ON L4G 7K5		192,024.59
Yumin Zhu on behalf of Yurong Wang	40 Begonia Street Markham ON L6E 0P9		283,333.33
Zhaoran Sui	46 Stollery Pond Crescent Markham ON L6C 0V1		277,595.63
Zheng Yan	30 Abbeywood Trail North York ON M3B 3B3		411,038.25
ZY Investments Inc.	5 Fairfield Pl Thornhill ON L3T 7M7		19,834.19
<b>Total</b>			<b>5,599,710.04</b>

CIM Bayview Creek Inc.  
 Insolvent Person

Court No.

File No.

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In the matter of the proposal of  
CIM Bayview Creek Inc.  
of the City of Thornhill, in the Province of Ontario

---

Form 33  
Notice of intention to make a proposal

---

Grant Thornton Limited - Licensed Insolvency  
Trustee  
11 th Floor, 200 King Street West, Box 11  
Toronto ON M5H 3T4  
Phone: (416) 366-0100 Fax: (416) 360-4948

- Proposal Consent -

In the matter of the proposal of  
CIM Bayview Creek Inc.  
of the City of Thornhill, in the Province of Ontario

To whom it may concern,

This is to advise that we hereby consent to act as trustee under the Bankruptcy and Insolvency Act for the proposal of CIM Bayview Creek Inc..

Dated at the City of Toronto in the Province of Ontario, this 29th day of October 2020.

Grant Thornton Limited - Licensed Insolvency Trustee

Per:



Daniel Woolton - Licensed Insolvency Trustee

11 th Floor, 200 King Street West, Box 11

Toronto ON M5H 3T4

Phone: (416) 366-0100 Fax: (416) 360-4948



Industry Canada

Industrie Canada

Office of the Superintendent  
of Bankruptcy CanadaBureau du surintendant  
des faillites Canada

District of        Ontario  
Division No.    09 - Toronto  
Court No.        31-2684629  
Estate No.       31-2684629

In the Matter of the Notice of Intention to make a  
proposal of:

**CIM Bayview Creek Inc.**  
Insolvent Person

**GRANT THORNTON LIMITED**  
Licensed Insolvency Trustee

Date of the Notice of Intention:                      October 29, 2020

**CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL**  
**Subsection 50.4 (1)**

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: October 30, 2020, 08:21

E-File/Dépôt Electronique

Official Receiver

151 Yonge Street, 4th Floor, Toronto, Ontario, Canada, M5C2W7, (877)376-9902

**Canada**

TAB XX



**EXHIBIT "XX"**

District of Ontario  
Division No. 09-Toronto  
Court File No. 31-2684629  
Estate File No. 31-2684629

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
CIM BAYVIEW CREEK INC.

**MOTION RECORD**

November 23, 2020

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Lawyers for CIM Bayview Creek Inc.

**SERVICE LIST**  
**(November 26, 2020)**

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<b>AND GRANT THORNTON LIMITED</b> <b>TO:</b> 11 <sup>th</sup> Floor, 200 King Street West Toronto, ON M5H 3T4  Proposal Trustee	Dan Wooten, CIRP, LIT Tel: 416.360.3063 Fax: 416.360.4949 dan.wooten@ca.gt.com
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<b>AND HUMMINGBIRD LAWYERS LLP</b> <b>TO:</b> 80 Bloor Street West, Suite 1401 Toronto, ON M5S 2V1  Counsel for the Debenture Holders	Jonathan Barr Tel: 905.731.1911 Fax: 905.731.1913 jonathan@hummingbirdlaw.com
<b>AND HIMELFARB PROSZANSKI</b> <b>TO:</b> 480 University Avenue, Suite 1401 Toronto, ON M5G 1V2  Counsel for Bayview Creek (CIM) LP  <b>Secured Creditors</b>	Ronald Lachmansingh Tel: 416.599.8080 Fax: 416.599.3131 rlachmansingh@himprolaw.com
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AND **Cardinal Advisory Ltd.**  
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Toronto, ON  
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Senior Vice President  
T: 416.777.2200  
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steve.keyzer@colliers.com

### **Government**

AND **MINISTRY OF FINANCE**  
TO: Legal Services Br.,  
33 King Street West, 6th Floor PO Box 627, Stn. A  
Oshawa, ON L1H 8H5

Kevin J. O'Hara  
Email:  
kevin.ohara@fin.gov.on.ca  
Tel: 905-433-6934  
Fax: 905-436-4510

AND **DEPARTMENT OF JUSTICE**  
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District of Ontario  
 Division No. 09-Toronto  
 Court File No. 31-2684629  
 Estate File No. 31-2684629

**ONTARIO  
 SUPERIOR COURT OF JUSTICE  
 (Commercial List)**

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
 CIM BAYVIEW CREEK INC.

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# Tab 1

District of Ontario  
Division No. 09-Toronto  
Court File No. 31-2684629  
Estate File No. 31-2684629

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE  
A PROPOSAL OF CIM BAYVIEW CREEK INC.**

**NOTICE OF MOTION  
(Returnable November 26, 2020)**

CIM Bayview Creek Inc. (“**CIM Bayview**”) will make a motion to the court on Thursday November 26, 2020 at 2 p.m., by videoconference due to the COVID-19 pandemic.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR**

1. an order
  - (a) if necessary, abridging the time for service and filing of this notice of motion and the motion record and dispensing with further service thereof;
  - (b) approving the sales procedures, substantially in the form attached to this Notice of Motion, and the sales process described therein (“**Sales Process**”) and in the First Report (as defined below);
  - (c) approving a first priority administration charge in the aggregate maximum amount of \$250,000;
  - (d) approving a debtor-in-possession (“**DIP**”) loan (the “**DIP Loan**”) and the authority to borrow the aggregate maximum amount of \$400,000 including the



granting of a priority charge over the Property (as defined herein) (the “**DIP Lender’s Charge**”);

- (e) approving the first report (“**First Report**”) of Grant Thornton Limited, in its capacity as proposal trustee of CIM Bayview, to be filed (“**Proposal Trustee**”), and the conduct and activities of the Proposal Trustee as described therein;
- (f) sealing certain appraisals (the “**Confidential Appraisals**”) and offers to purchase (the “**Confidential Offers**”) the Property presented as Confidential Exhibit “A”, “B”, “C” and “D” to the Affidavit of Jiubin Feng, sworn 23, 2020 (collectively, the “**Confidential Value Information**”);
- (g) extending the time to file a proposal from November 28, 2020 to January 12, 2021; and
- (h) such further and other relief as this Honourable Court may deem just.

## THE GROUNDS FOR THE MOTION ARE

### Background

2. CIM Bayview filed a Notice of Intention to Make a Proposal dated October 29, 2020 (“**NOI**”) under which the Proposal Trustee was appointed.
3. CIM Bayview is a Canadian corporation that is a bare trustee of real property municipally known as 10747 Bayview Avenue, Richmond Hill, Ontario (the “**Property**”) for the benefit of Bayview Creek (CIM) LP (“**Bayview LP**”, and together with its General Partner, CIM Invests Development Inc. (“**Bayview GP**”), collectively the “**CIM Group**”).

4. This is a liquidating proposal proceeding. Prior to the filing, CIM Bayview’s business was development of the Property into a residential subdivision.
5. The Property is a 9.21 acre medium density residential development site located on the southeast corner of Bayview Avenue and Elgin Mills Road East in a highly desirable area in the Town of Richmond Hill.
6. Importantly, the Property has achieved development approvals such that it is for all intents and purposes “shovel ready”:
  - (a) The east parcel (Phase 1) is approved for a total of 75 units consisting of 75 three-storey freehold townhomes; and
  - (b) The west parcel (Phase 2) is approved for 63 four-storey free-hold townhomes and 88 six-storey stacked townhomes.
7. The circumstances leading to the filing of the NOI are detailed in the First Report and the Affidavit of Jiubin Feng, sworn November 23, 2020 (the “**Feng Affidavit**”), but are broadly attributable to lengthy development approval delays impacting cash flow.
8. As described in the First Report and the Feng Affidavit, CIM Bayview initiated NOI proceedings with the support of a number of stakeholders to
  - (a) obtain a stay of proceedings to preserve the *status quo* and create a forum for a court-supervised, transparent, and commercially reasonable Sales Process to monetize the Property and otherwise maximize the value of CIM Bayview’s property, assets, and undertakings;

- (b) facilitate the early and full repayment of secured mortgage loans granted by CIM Bayview in favour of Duca Financial Services Credit Union Ltd. (“**DUCA**” and the “**DUCA Mortgage**”), Bryton Capital Corp. GP Ltd. (“**Bryton**” and the “**Bryton Mortgage**”), and GR (CAN) Investment Co. Ltd. and Monest Financial Inc. ( “**GR (CAN)**” and the “**GR (CAN) Mortgage**”, collectively the “**Secured Lenders**” and the “**Mortgages**”); and
  - (c) maximize surplus proceeds of sale (over and above the secured mortgage debt) for the purposes of addressing the claims of unsecured creditors.
9. The Property is an extremely desirable investment opportunity. Within the last few weeks, CIM Bayview has received two offers with purchase prices that substantially exceed the secured mortgage debt, and which could potentially generate millions of dollars for unsecured creditors after the Mortgages are repaid. With the benefit and protections of these proceedings and the professionally run Sales Process that is now underway (and for which court approval is sought), it will be possible to maximize value for the Property.
10. CIM Bayview has obtained full narrative Confidential Appraisals conducted by two nationally-recognized appraisal firms, which reports are dated March 31, 2018 (Cushman & Wakefield) and November 19, 2020 (Colliers International). The appraisals support a low and high end range of values that, even at the lower end, comfortably exceed the total debt owed to the Secured Lenders and indicate that a material return to unsecured creditors is possible.

11. The DUCA Mortgage and the Bryton Mortgage are currently in default, the details of which are as follows:
  - (a) DUCA demanded payment of its mortgage and issued a notice of intention to enforce security (“NITES”) on June 10, 2020. DUCA also issued a notice of sale under the mortgage to CIM Bayview on June 23, 2020. DUCA subsequently entered into a written forbearance agreement with CIM Bayview that expired on September 30, 2020.
  - (b) Bryton’s mortgage matured on November 1, 2020. Bryton demanded payment of its second mortgage and issued a NITES on November 5, 2020. The demand and notice were issued subsequent to the NOI filing.
12. Notwithstanding the mortgage defaults, there is good reason to believe that the Secured Lenders are not at risk and will be repaid in full. Thus, the key issue is achieving value for unsecured creditors.
13. The proposed Sales Process has been initiated to effect a repayment of the mortgage debt while avoiding the cost and stigma of an unnecessary receivership, which would further erode the realizable value of the project.

#### **Sales Process Underway**

14. CIM Bayview has worked closely with the Proposal Trustee and the Sales Process Agent (defined below) to design an efficient, targeted, and commercially-reasonable sales process that takes into account known offers and expressions of interest, and leverages the network and connections that the principals of CIM Bayview have developed in order to identify prospective purchasers in the development community.

15. The Sales Process has already commenced.
16. CIM Bayview formally retained Colliers Macaulay Nicolls Inc. (the “**Sales Process Agent**”) as of November 17, 2020, to act as its exclusive agent for the purposes of marketing and selling the Property.
17. The major elements of the Sales process are as follows:
  - (a) the Sales Process Agent will administer and implement the Sales Process;
  - (b) the Sales Process Agent will create a list of prospective buyers that the Sales Process Agent believes will be interested in purchasing the Real Property (each, a “**Potential Bidder**”);
  - (c) the Sales Process Agent will contact Potential Bidders by telephone and email regarding the sale;
  - (d) CIM Bayview and the Sales Process Agent will prepare a comprehensive electronic data room (“**Data Room**”) that will include all relevant data that could reasonably be required by a Potential Bidder to complete its due diligence process; and
  - (e) Upon the January 20, 2021 deadline for the receipt of offers under the Sales Process, the Sales Process Agent, in consultation with CIM Bayview, will review all offers received and select the successful offer.
18. In furtherance of the Sales Process, CIM Bayview and the Proposal Trustee have worked together and undertaken (or completed) the following activities:

- (a) reviewed candidates to act as sales process agent;
  - (b) consulted and selected the Sales Process Agent;
  - (c) negotiated and entered into an exclusive listing agreement with the Sales Process Agent;
  - (d) defined milestone dates and expectations for due diligence, offers, and negotiations; and
  - (e) assembled information to populate the Data Room to allow interested parties to begin their due diligence;
19. In addition, the parties have and will continue to work with the two potential purchasers who have already submitted offers.
20. The Proposal Trustee supports CIM Bayview's request to approve the Sales Process.
21. In furtherance of these proposal proceedings, and in conjunction with this motion, CIM Bayview has and will reach out to representatives of the Secured Lenders to provide them with information about the Sales Process, the value proposition, and that fact that their loans are safe and are expected to be fully recovered.
22. Additionally, these proceedings are supported by a large group of unsecured noteholders who recently commenced litigation against CIM Bayview and certain related entities. The support of these claimants for this process is significant as they are asserting large claims which will be vigorously contested and which will raise priority and other interests that can and will be best determined in the context of a court-supervised BIA proceeding.

**Administration Charge**

23. The Proposal Trustee, counsel to the Proposal Trustee, and counsel to CIM Bayview (collectively, the “**Professional Group**”) seek the protection of a \$250,000 charge against the assets, undertakings, and property (including all real and personal property) of CIM Bayview to secure payment of professional fees and disbursements incurred in the proposal proceedings, including with respect to the fees and disbursements of the Professional Group incurred in the preparation and filing of the NOI (the “**Administration Charge**”).
24. The Administration Charge is proposed to have first-ranking priority over all of CIM Bayview’s property.
25. CIM Bayview believes that the services to be provided by the Professional Group are essential to a successful restructuring and a fair and transparent Sales Process.
26. It is unlikely that the Professional Group will continue to participate in the proposal proceedings unless their reasonable fees and disbursements are secured by way of the proposed Administration Charge.
27. The quantum of the proposed Administration Charge is reasonable given the nature and scope of the services to be provided, the expected duration of the proposal proceedings and the anticipated Sales Process, and the uncertainty regarding CIM Bayview’s ability to fund professional fees from the cash flow.

**DIP Loan Urgently Needed**

28. CIM Bayview’s cash position is critically low and funding is needed for restructuring costs over the course of the Sales Process.

29. Unless the DIP Loan and DIP Lender's Charge are approved, it is likely that CIM Bayview will cease operating and payroll obligations will not be met.
30. The DIP Loan will be funded by Cardinal Advisory Limited in the maximum aggregate amount of \$400,000.
31. The amount of the proposed DIP Loan is the amount estimated to be required to allow CIM Bayview to continue remaining operations in the ordinary course over the course of the Sales Process.
32. The proposed DIP Loan is conditional upon the court approval of the DIP Loan and the granting of the DIP Lender's Charge.

#### **Sealing Order**

33. The sealing of the Confidential Value Information is appropriate in these circumstances given that they contain certain appraisals and offers in respect of the Property, which is sensitive commercial information that would not otherwise be available to the public.
34. Disclosure of the Confidential Value Information would impede the ability of CIM Bayview to maximize the value of the Property and otherwise undermine the integrity of the proposed Sales Process.
35. The Proposal Trustee also supports CIM Bayview's request to seal the Confidential Value Information.



**Extension of Time to File a Proposal**

36. CIM Bayview is requesting a 45-day extension of the time to file a proposal and of the existing stay, from November 28, 2020 up to and including January 12, 2021, on the following grounds:
- (a) the proposed extension will provide the time required to implement and run the Sales Process; and
  - (b) the proposed extension will also allow CIM Bayview to formulate a repayment proposal for its creditors.
37. CIM Bayview's cash flow projections indicate that the company has sufficient cash flow to meet its financial obligations during the proposed extension period.
38. CIM Bayview has acted, and continues to act, in good faith and with due diligence.
39. CIM Bayview will likely be able to make a viable proposal to its creditors if the requested extension is granted.
40. In the opinion of the Proposal Trustee, no creditor will be materially prejudiced if the extension is granted.
41. The Proposal Trustee supports the proposed extension of the time to file a proposal.
42. The provisions of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, and the statutory, inherent and equitable jurisdiction of this Court;
43. Rules 1.04, 2.01, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended;

44. Section 106 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended; and
45. Such further and other grounds as they lawyers may advise.

**THE FOLLOWING DOCUMENTARY EVIDENCE**

46. The Feng Affidavit, together with the exhibits thereto; and
47. Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

November 23, 2020

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Lawyers for CIM Bayview Creek Inc.

TO: **SERVICE LIST**

## Appendix "A"

## PROCEDURE FOR THE SALES PROCESS

Pursuant to the filing of a notice of intention to make a proposal (“**NOI**”) dated October 29, 2020, Grant Thornton Limited was appointed proposal trustee (in this capacity, the “**Proposal Trustee**”) of CIM Bayview Creek Inc. (“**CIM Bayview**”).

CIM Bayview has worked with Colliers Macaulay Nicolls Inc. (“**Sales Process Agent**”) to prepare the marketing and sales process (“**Sales Process**”) set out herein to determine whether a successful bid can be obtained for CIM Bayview's assets and operations.

Pursuant to the Order dated \_\_\_\_\_, the Ontario Superior Court of Justice (Commercial List) (“**Court**”) approved the Sales Process (“**Sales Process Order**”) described in the First Report of the Proposal Trustee, dated \_\_\_\_\_, and the Affidavit of Jiubin Feng, sworn on November 23, 2020.

Set out below are the procedures (“**Sales Procedures**”) to be followed with respect to the Sales Process, to be undertaken by the Sales Process Agent and supervised by CIM Bayview and the Proposal Trustee and, if a successful bid is obtained, to complete the transaction(s) contemplated therein.

In these Sales Procedures, among other things,

“**Business**” means the business being carried on by CIM Bayview;

“**Business Day**” means a day, other than a Saturday or Sunday, on which banks are open for business in the City of Toronto; and

“**Property**” means the real property of CIM Bayview or any portion thereof and to the extent that such Property includes any leases, agreements or contracts to which CIM Bayview is a party, such Property shall be subject to any and all third party consents required as set out in the terms of the relevant lease, agreement or contract.

The Sales Procedures set out herein describe, among other things, the Property available for sale, the manner in which prospective bidders may gain access to or continue to have access to due diligence materials concerning the Property and the Business, the receipt and negotiation of bids received, the ultimate selection of a successful bidder and the Court's approval thereof. The Sales Process Agent shall administer the Sales Procedures and CIM Bayview shall supervise the same while the Proposal Trustee monitors the process. In the event that there is disagreement(s) as to the interpretation or application of the Sales Procedures, the Court will have jurisdiction to hear and resolve such dispute(s).

These Sales Procedures do not, and shall not be interpreted to, create any contractual or other legal relationship between any party and CIM Bayview, the Proposal Trustee or the Sales Process Agent or their respective subsidiaries, affiliates or agents.

### **Solicitation of Potential Bidders**

The Sales Process Agent has compiled a list of potential purchasers for the Property and the Business (each a “**Potential Bidder**”). The list of Potential Bidders includes strategic buyers that may be interested in the Property and the Business as a going concern.

### **Electronic Data Room**

The Sales Process Agent will compile a comprehensive electronic data room (the “**Data Room**”) that will include all relevant financial, operational, and corporate data that would reasonably be required by a Potential Bidder in the due diligence process. The Data Room will allow certain Potential Bidders to log on to a secure website remotely and the Sales Process Agent will be able to customize, monitor, and track the activity of any Potential Bidder granted access to the Data Room.

CIM Bayview shall cooperate and assist the Sales Process Agent in populating the Data Room.

CIM Bayview shall comply with the Sales Process Agent’s reasonable requests for production of documents throughout the Sales Process.

### **Participation Requirements**

In order to participate in the Sales Process, each Potential Bidder must deliver to the Sales Process Agent at the address specified below (including by email or fax transmission), and prior to the distribution of any confidential information by the Sales Process Agent to such Potential Bidder, an executed confidentiality agreement (“**Confidentiality Agreement**”) in form and substance satisfactory to the Sales Process Agent at its sole discretion, which shall enure to the benefit of any purchaser of the Property.

Only a Potential Bidder that has executed the Confidentiality Agreement will be given access to the Data Room.

### **Due Diligence**

The Sales Process Agent shall provide any Potential Bidder who has signed the Confidentiality Agreement access to the Data Room as well as access to CIM Bayview’s management as may be required.

The Sales Process Agent makes no representation or warranty as to the accuracy or completeness of the information provided through the due diligence process or otherwise.

### **Timeline for Due Diligence and Submission of Bids**

Each Potential Bidder shall have a period of approximately nine weeks to complete the due diligence process (depending on when the Potential Bidder signed the Confidentiality Agreement). Upon the completion of the review and due diligence period, any Potential Bidders wishing to submit an offer must do so by no later than 5:00 pm EST on January 20, 2021.

**“As is, Where Is”**

The sale of the Property will be on an “as is, where is” basis and without representations or warranties of any kind, nature, or description by CIM Bayview, the Proposal Trustee, the Sales Process Agent or any of their affiliates, agents, employees, directors, officers, or representatives.

Without limiting anything herein, the Sales Process Agent, the Proposal Trustee and CIM Bayview, together with their respective affiliates, agents, employees, directors, officers, or representatives, do not make any representation or warranty as to the information contained in any document or other information provided through due diligence or otherwise in these Sales Procedures (including the Data Room), except as expressly set forth in definitive written agreements executed by CIM Bayview with the approval of the Court.

**Free of Any and All Claims and Interests**

In the event of a sale of all or a portion of the Property, the Property to be acquired will be sold free and clear of all pledges, liens, security interests, encumbrances, claims, charges, options and interests thereon (collectively, the **“Claims and Encumbrances”**), such Claims and Encumbrances to attach to the net proceeds of the sale of such Property (without prejudice to any claims or causes of action regarding the priority, validity or enforceability thereof), except to the extent otherwise set forth in the relevant agreement of purchase and sale with a successful bidder.

**Selection of Bids and Negotiation of an Agreement of Purchase and Sale**

CIM Bayview has requested, and the Sales Process Agent has agreed, that the Sales Process Agent shall select the successful bidder, in consultation with CIM Bayview and, on behalf of CIM Bayview, shall negotiate an agreement of purchase and sale with the successful bidder, which agreement shall be subject to the approval of the Court.

Such negotiation of an agreement of purchase and sale with the successful bidder shall commence on or about January 20, 2021 and be completed by January 29, 2021, with the oversight of the Proposal Trustee.

CIM Bayview will assist the Sales Process Agent in the selection process and shall support the selection of the successful bidder by the Sales Process Agent. CIM Bayview shall assist the Sales Process Agent in the negotiation of any agreement of purchase and sale and execute the agreement of purchase and sale and any such other documents as may be required to evidence or support the proposed transaction, subject to further approval of the Court and oversight of the Proposal Trustee.

Should, after acceptance of a bid, any successful bidder fail to close the transaction, the Sales Process Agent (with CIM Bayview's support) may notify any other bidder(s) of acceptance of their respective bid(s).

## Approval Motion

CIM Bayview shall apply to the Court (“**Approval Motion**”) for an order approving the agreement of purchase and sale entered into by CIM Bayview, as well as an order vesting title to the purchased Property in the name of the purchaser. In connection with the Approval Motion, the Proposal Trustee shall file a report to Court outlining its oversight of the Sales Process, the bids received, the winning bid, and the negotiated purchase agreement.

## Deposits

Any and all deposits (the “**Deposit**”) submitted pursuant to the terms of an offer shall be delivered to and retained by the Sales Process Agent in trust. If there is a successful bid, the Deposit paid by the successful bidder whose bid is approved at the Approval Motion shall be applied to the purchase price to be paid by the successful bidder upon closing of the approved transaction and will be nonrefundable.

The Deposits of Potential Bidders not selected as the successful bidder shall be returned to such bidders by the Sales Process Agent within five Business Days of the date upon which the successful bid is approved by the Court. If there is no successful bid, all Deposits shall be returned to the bidders within five Business Days of the date upon which the Sales Process is terminated in accordance with these procedures.

## Notices

Any notices permitted or required to be given to the Sales Process Agent herein (including an offer) shall be in writing and addressed Private and Confidential to the Sales Process Agent and mailed, faxed or delivered (including delivery by other means of electronic communication) as follows:

Steve Keyzer  
Colliers International  
181 Bay Street, Suite 1400  
Toronto, ON  
M5J 2V1  
Steve.Keyzer@colliers.com

Any notice personally delivered as aforesaid shall be deemed to have been received on the date of delivery. If delivered by facsimile transmission or other electronic means, delivery shall also be deemed to have been received on the date of delivery unless delivered after 4:00 p.m. EST in which case the date of delivery shall be deemed to be the following business day. If delivered by regular mail or prepaid registered mail, the date of delivery shall be deemed to be ten business days after the notice is sent and one business day if sent by courier.

## Amendment and Termination

The Sales Process Agent and CIM Bayview may: (a) amend or terminate the Sales Procedures at any time, including the right to extend, abridge or otherwise amend any timelines described

herein as considered necessary or by further order of the Court; (b) reject, at any time, pursuant to the Sales Process, any bid that is inadequate or insufficient, not in conformity with the Sales Process, the Sales Procedures, the Sales Process Order or any other orders made in the proceedings or is contrary to the best interest of CIM Bayview and its stakeholders; (c) impose additional terms, conditions or requirements and otherwise modify these Sales Procedures; (d) accept bids not in conformity with these Sales Procedures to the extent that the Sales Process Agent and CIM Bayview determine that doing so would benefit CIM Bayview; and (e) reject all bids or offers including the highest and best bid in respect of the Property if doing so would benefit CIM Bayview, but shall be entitled to recommend to the Court a transaction that, among other things, maximized value for all stakeholders and minimized closing risk.

### **Further Orders**

At any time during the Sales Process, the Proposal Trustee or the Sales Process Agent may apply to the Court for advice and directions with respect to the discharge of their duties hereunder.

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
CIM BAYVIEW CREEK INC.

District of Ontario  
Division No. 09-Toronto  
Court File No. 31-2684629  
Estate File No. 31-2684629

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(Commercial List)**

Proceeding commenced at [Toronto](#)

**NOTICE OF MOTION**

**MILLER THOMSON LLP**

Scotia Plaza  
40 King Street West, Suite 5800  
Toronto, ON Canada M5H 3S1

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Lawyers for CIM Bayview Creek Inc.



# Tab 2

District of Ontario  
Division No. 09-Toronto  
Court File No. 31-2684629  
Estate File No. 31-2684629

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)**

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
CIM BAYVIEW CREEK INC.**

**AFFIDAVIT OF JIUBIN FENG**

I, Jiubin Feng, of the City of Toronto, in the Province of Ontario, Canada, **MAKE OATH AND  
SAYS AS FOLLOWS:**

1. I am the President and Chief Executive Officer of CIM Bayview Creek Inc. (“**CIM Bayview**” or the “**Company**”). I have knowledge of the matters to which I hereinafter depose, which knowledge is either personal to me, obtained from a review of the documents referred to, or, where indicated, I am advised by others in which case I verily believe such information to be true.

2. CIM Bayview filed a Notice of Intention to Make a Proposal (the “**NOI**”) pursuant to s. 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c.B-3, as amended (the “**BIA**”) on October 29, 2020. Grant Thornton Limited consented to act as proposal trustee (the “**Proposal Trustee**”).

**Overview**

3. This affidavit is sworn in support of a motion brought by CIM Bayview for an order

(a) if necessary, abridging the time for service and filing of this notice of motion and the motion record and dispensing with further service thereof;

- (b) approving the sales procedures, substantially in the form attached as Appendix “A” to the Notice of Motion at Tab 1 of the Motion Record, and the sales process described therein (“**Sales Process**”) and in the First Report (as defined below);
- (c) approving a first priority administration charge in the aggregate maximum amount of \$250,000;
- (d) approving a debtor-in-possession (“**DIP**”) loan (the “**DIP Loan**”) and the authority to borrow up to the aggregate maximum amount of \$400,000 including the granting of a priority charge over the Property (as defined herein) (the “**DIP Lender’s Charge**”) to a maximum amount of \$400,000;
- (e) approving the first report (“**First Report**”) of Grant Thornton Limited, in its capacity as proposal trustee of CIM Bayview, to be filed (“**Proposal Trustee**”), and the conduct and activities of the Proposal Trustee as described therein;
- (f) sealing the Confidential Value Information (as further defined below);
- (g) extending the time to file a proposal from November 28, 2020 up to and including January 12, 2020; and
- (h) such further and other relief as this Honourable Court may deem just.

4. As I explain in the balance of this affidavit, CIM Bayview is insolvent but owns an approximately ten-acre development-approved subdivision lot at a prime location in Richmond Hill, the value of which comfortably exceeds the amount of secured debt. Faced with court proceedings commenced by a group of unsecured investors and two mortgagees with loans that are asserted to be in default, CIM Bayview determined that an early sale of its project lands is necessary to maximize its ability to repay stakeholders. A targeted and professionally-run sales process was recently commenced and is now well underway. These NOI proceedings have been undertaken with a view to ensuring court oversight, transparency and accountability, while affording CIM Bayview the “breathing room” to successfully complete a sale and to resolve and pay claims.

## Background

5. CIM Bayview filed a Notice of Intention to Make a Proposal dated October 29, 2020 (“**NOI**”) under which the Proposal Trustee was appointed.
6. CIM Bayview is a Canadian corporation that acts as the bare trustee of 9.21 acres of real property municipally known as 10747 Bayview Avenue, Richmond Hill (the “**Property**”).
7. Bayview Creek (CIM) LP (“**Bayview LP**”) is the beneficial owner of the Property.
8. Bayview LP’s general partner is 10502715 Canada Inc., also known as CIM Invests Development Inc. (“**CIM Invests**”, and with Bayview LP and CIM Bayview, the “**CIM Group**”). Copies of corporate profile reports of the CIM Group are attached hereto at **Exhibit A**.
9. The Property is a medium-density residential development site located on the southeast corner of Bayview Avenue and Elgin Mills Road East in a highly desirable area in the Town of Richmond Hill. The primary purpose of the CIM Group is to oversee the development and management of the Property into a residential subdivision.
10. CIM Bayview’s head office was originally located at 55 Commerce Valley Drive West, Markham, Ontario, but was closed in April of 2020 and relocated to 20 East Beaver Creek, Richmond Hill, Ontario.
11. Prior to March of 2020, CIM Bayview employed four employees: one full-time project manager, one full-time accountant, one part-time project manager and one part-time assistant. In March of 2020, CIM Bayview laid off its full-time manager. The company has three remaining employees. The remaining employees undertake bookkeeping, accounting and project management functions, and otherwise support CIM Bayview and the sales process.

## Property Development

12. The Property is the proposed site for a development project by the CIM Group, marketed as “Bayview Creek”. Bayview Creek, once built, was to be developed into two segregated parcels

of residential units. A copy of the real property search of the Property is attached hereto at **Exhibit B**.

13. Importantly for purposes of valuation and appraisal, CIM Bayview has attained advanced development approvals such that the Property is for all intents and purposes “shovel ready” for a build of 226 townhome units:

- (a) The east parcel (Phase 1) is approved for a total of 75 units consisting of 75 three-storey freehold townhomes; and
- (b) The west parcel (Phase 2) is approved for 63 four-storey freehold townhomes and 88 six-storey stacked townhomes.

14. As at the date of this affidavit, the zoning by-law amendment for the Property has been approved, as has the subdivision agreement. The fourth round of the site plan amendment has also been submitted to municipal authorities.

#### **Decision to File the NOI and the Appointment of the Proposal Trustee**

15. CIM Bayview has concluded that a court-supervised sale of the Property in the context of an NOI filing is necessary to maximize value and the ability to repay the Company’s obligations to the Secured Lenders (as defined below) and other stakeholders.

16. The proximate cause and catalyst for the NOI filing was an *ex parte* motion brought by an Enforcement Committee of Debenture Holders (the “**Debenture Holders**”) resulting in certain relief being granted including a certificate of pending litigation over the Property. By Order of Justice Schabas dated September 18, 2020, the Debenture Holders obtained an order appointing an investigative receiver over entities including Bayview Creek, granting the certificate of pending litigation, and issuing an injunction (the “**Injunction Order**”). A copy of the Injunction Order is attached hereto at **Exhibit C**.

17. CIM Bayview disputes the Debenture Holders’ claims but recognizes that achieving operational stability and realizable value in terms of its prospective real estate development project is necessarily the highest priority task at this time.

18. Significantly, and notwithstanding their success achieved in the litigation so far, the Debenture Holders accept that this NOI proceeding is necessary and appropriate in the circumstances. The alternative is a potential receivership, which would not be conducive to maximizing value for unsecured creditors. These court-supervised insolvency proceedings create a summary forum that will allow value to be maximized and claims to be adjudicated, including those claims that have and will be asserted by the Debenture Holders. With the benefits and protections of these proceedings, the rights of the Debenture Holders—whatever they may be—can be fully protected.

19. Again, the Property is an extremely desirable investment opportunity. It is anticipated that the Sales Process will attract significant attention from the development community given the strong locational attributes, risk mitigation through advanced stages of approval, and time to market that will allow for developers to realize profit in the near term.

20. Within the last few weeks alone, CIM Bayview has received two offers with purchase prices that substantially exceed the secured mortgage debt, and could make available millions of dollars for unsecured creditors. With the advantages of a professionally-run Sales Process (as explained below), I am confident that it will be possible to generate material surplus proceeds of sale over and above the secured debt.

## Creditors

### *(i) Mortgage Financing: Secured Lenders*

21. In furtherance of the Bayview Creek project development, the CIM Group has, at various times, entered into mortgage financing arrangements with the following lenders (the “**Mortgage Financing**”):

- (a) DUCA Financial Services Credit Union Ltd. (“**DUCA**”);
- (b) Bryton Capital Corp. GP Ltd. (“**Bryton**”); and
- (c) GR (CAN) Investment Co. Ltd. and Monest Financial Inc. (collectively, “**GR (CAN)**”, and with DUCA and Bryton, the “**Secured Lenders**”).

*(A) DUCA Mortgage*

22. On April 15, 2016, DUCA granted a mortgage loan in the amount of \$20,720,000 to Bayview LP for the purpose of the development of the project (the “**DUCA Mortgage**”). The DUCA Mortgage is a first charge over the Property.

23. The original terms of the DUCA Mortgage were as follows:

- (a) **Principal:** \$20,720,000;
- (b) **Interest:** P+3% per annum;
- (c) **Closing Date:** May 1, 2016; and
- (d) **Maturity Date:** 12 months from May 1, 2016, and the date on which DUCA demands repayment of the DUCA Mortgage in its sole discretion.

24. DUCA demanded payment of its mortgage and issued a notice of intention to enforce security (“**NITES**”) on June 10, 2020. DUCA also issued a notice of sale under the mortgage to CIM Bayview on June 23, 2020. A copy of the DUCA Demand Letter and NITES are attached hereto at **Exhibit D**.

25. DUCA and CIM Bayview entered into a written forbearance agreement on June 24, 2020. Subsequent to the forbearance, in late July 2020, DUCA received substantial monies from the second mortgagee, as described below. DUCA has not re-issued its NITES or demands since June 2020. A copy of the July 24, 2020 forbearance agreement is attached as **Exhibit E**.

*(B) Bryton Mortgage*

26. In June 2019, Bryton extended mortgage financing of \$20,000,000 in favour of the CIM Group, secured by a second charge registered against the Property (the “**Bryton Mortgage**”).

27. The original terms of the Bryton Mortgage were as follows:

- (a) **Principal:** \$20,000,000;

- (b) **Interest:** Floating rate at the greater of 8% per annum and the posted prime rate of the Toronto-Dominion Bank plus 4% per annum, both before and after maturity and/or default;
- (c) **Closing Date:** On or before May 31, 2019; and
- (d) **Maturity Date:** Six months from Closing Date.

28. On July 1, 2020, the Bryton Mortgage was amended to, among other changes, increase the principal amount of the Bryton Mortgage to \$22,300,000.00 to accommodate the CIM Group's ongoing payment obligations of: (a) realty tax arrears for the Property and (b) outstanding amounts claimed by the first mortgagee, DUCA.

29. Further to the July 1, 2020 Bryton loan amendment, \$1,950,000 was disbursed by Bryton in accordance with a statement of advance dated July 31, 2020. Of this amount, a total of \$645,000 was paid to DUCA, which amount includes an interest reserve of \$565,000. DUCA has not accounted for the interest reserve, and I do not know whether or not and to what extent it may have been drawn upon. A copy of this statement of advance dated July 31, 2020 is attached hereto at **Exhibit F**.

30. On November 5, 2020, counsel for Bryton wrote to the CIM Group, demanding full repayment of \$24,728,947.92 (including interest, penalties and legal fees) owing on the Bryton Mortgage (the "**Bryton Demand Letter**"). A copy of the Bryton Demand Letter and NITES is attached hereto at **Exhibit G**.

*(C) GR (CAN) Mortgage*

31. GR (CAN) lent money to CIM Bayview and was granted third-ranking mortgage security in the amount of \$2,207,405.13 on September 4, 2020 (the "**GR (CAN) Mortgage**"). The purpose of the GR (CAN) Mortgage was to cover shortfalls under both the DUCA Mortgage and the Bryton Mortgage.

32. The terms of the GR (CAN) Mortgage are as follows:

- (a) **Principal:** \$2,207,405.13;



- (b) **Interest:** 10% per annum;
- (c) **Closing Date:** August 31, 2020; and
- (d) **Maturity Date:** On Demand.

33. No payment demand has been made under the GR (CAN) Mortgage.

Total Secured

34. By my calculation, there is approximately \$48,557,000 in aggregate owing under the DUCA Mortgage, the Bryton Mortgage and the GR (CAN) Mortgage. This calculation is based on my review of the relevant enforcement documentation which addresses principal interest, legal costs and other charges.

35. Copies of the Enquiry Response Certificates for each of the CIM Group (the “**PPSA Searches**”) are attached hereto at **Exhibit H**.

***(ii) Debenture Holders and Litigation***

36. As indicated above, around January 9, 2018, the Debenture Holders invested approximately \$10,000,000 in CIM International Group Inc. (“**CIM International**”).

37. Following the issuance of a Notice of Action on September 18, 2020, the Debenture Holders obtained the *ex parte* Injunction Order on September 18, 2020 and a certificate of pending litigation (the “**Certificate**”), which Certificate was then registered against title to the Property. The Certificate effectively restrains dealings with the Property, including refinancing opportunities. CIM Bayview has incurred litigation fees and expenses in an attempt (which has not yet succeeded) to have the Injunction Order set aside. These developments are a proximate cause of the NOI filing.

***(iii) Other Creditors of CIM Bayview Creek***

38. The CIM Bayview Creditor Mailing List, which was prepared by the Proposal Trustee, is attached hereto as **Exhibit I**.

**Development Delay Issues**

39. In recent years, the CIM Group has encountered significant challenges in advancing the Bayview Creek project development, primarily related to unusually long delays in obtaining the required municipal site plan approvals.

40. While the original plan approval process was anticipated to take three years before build-out could occur, the plan approval process ultimately took eight years due to delays and municipal planning litigation concerning the proposed subdivision at Bayview Creek (the “**Development Delays**”). While the construction build-out of Bayview Creek was targeted to be finished by 2020, the Development Delays meant that the majority of final stage site approvals were not achieved until 2020. Not surprisingly, the Development Delays created uncertainties and material cost overruns.

**Sales Process Commenced**

41. CIM Bayview has worked closely with the Proposal Trustee and the Sales Process Agent (as defined below) to design and implement an efficient, targeted and commercially-reasonable sales process that takes into account known offers and expressions of interest, and leverages the network and connections that the principals of CIM Bayview have developed in order to identify prospective purchasers in the development community.

42. The Company seeks the approval of the Sales Process, which will be administered in conjunction with the Proposal Trustee. The Sales Process contemplates that offers will be solicited from potential purchasers with a view to completing a sale with a successful bidder (or bidders) by late February 2021 following court approval.

43. The Proposal Trustee, which has considerable experience in conducting such processes and is ably qualified to do so, supports the Sales Process and has agreed to participate in all aspects of the Sales Process to ensure that it is both fair and reasonable. The Sales Process does not require that CIM Bayview accept the highest, best, or any, offer received, and this court will retain its jurisdiction to approve any proposed sale under s. 65.13 of the BIA.

44. CIM Bayview has obtained full narrative Confidential Appraisals from highly-regarded and nationally-recognized appraisal firms. CIM Bayview obtained an appraisal dated March 31, 2018 from Cushman & Wakefield and a more recent appraisal from Colliers International dated November 19, 2020. The appraisals support a low and high end range of values that, even at the lower end, are comfortably more than the Secured Lenders are owed and should provide a material return to unsecured creditors, net of transaction costs and the costs of these proceedings. A copy of the Cushman & Wakefield appraisal is attached hereto at **Confidential Exhibit A**. A copy of the Colliers International appraisal is attached hereto at **Confidential Exhibit B** (and with Confidential Exhibit A, the “**Confidential Appraisals**”).

45. As of November 17, 2020, CIM Bayview initiated the Sales Process by retaining Colliers Macaulay Nicolls Inc. (the “**Sales Process Agent**”) to act as its exclusive agent for the purposes of marketing and selling the Property with a goal to attain an eventual sale in line with the Confidential Appraisals.

46. Within the last few weeks, CIM Bayview has received two attractive offers to purchase the Property for amounts that substantially exceed the secured mortgage debt (“**Confidential Offers**”). The Confidential Offers are continuing to be negotiated in the context of the Sales Process. A copy of the first offer is attached as **Confidential Exhibit C**. A copy of the Second Offer is attached as **Confidential Exhibit D**.

47. By way of overview, the Sales Process is proposed to proceed as follows:

- (a) the Sales Process Agent will administer and implement the Sales Process;
- (b) the Sales Process Agent will create a list of prospective buyers that the Sales Process Agent believes will be interested in purchasing the Real Property (each, a “**Potential Bidder**”);

- (c) the Sales Process Agent will contact Potential Bidders by telephone and email regarding the sale;
  - (d) CIM Bayview and the Sales Process Agent will prepare a comprehensive electronic data room (“**Data Room**”) that will include all relevant data that could reasonably be required by a Potential Bidder to complete its due diligence process; and
  - (e) Following the January 20, 2021 deadline for the receipt of offers under the Sales Process, the Sales Process Agent, in consultation with CIM Bayview and the Proposal Trustee, will review all offers received, conduct any further negotiations that are required, and select the successful offer.
48. CIM Bayview has and proposes to proceed in accordance with the following timeline:
- (a) **October 29, 2020:** File for NOI;
  - (b) **October 30, 2020:** CIM Bayview and the Proposal Trustee commence process to select a sales process agent;
  - (c) **November 17, 2020:** CIM Bayview execute a listing agreement for the sales process with the Sales Process Agent;
  - (d) **November 16 – 20, 2020:** Counsel for CIM Bayview and counsel for the Proposal Trustee to prepare all court materials for the approval of the sale process and requested stay extension;
  - (e) **November 20, 2020:** Sale Process commencement;
  - (f) **November 20, 2020:** Proposal Trustee and Sales Process Agent to confirm the conditions of sale of the Property;
  - (g) **November 26, 2020:** Court date for additional stay extension and approval of Sales Process;
  - (h) **January 20, 2021:** Offer deadline;

- (i) **January 20 – 29, 2021:** Negotiations with the Potential Bidders and selection for a final sale;
- (j) **February 12, 2021:** Targeted date to seek court approval of the sale of the Property;
- (k) **February 13, 2021:** Anticipated transaction closing date of the Property; and
- (l) **February 26, 2021:** Distributions to the Secured Lenders (with excess proceeds going to unsecured creditors thereafter).

49. The Sales Process is proceeding in accordance with the indicated time line and is indeed well underway with two early offers already received and subject to negotiation.

50. The Sales Process, and its current status, is further described in the accompanying Proposal Trustee's First Report.

51. In furtherance of these proposal proceedings and in conjunction with this motion, CIM Bayview will reach out to representatives of the Secured Lenders to provide them with information about the Sales Process and the value proposition and to reassure them that they are expected to receive full repayment.

52. Additionally, I understand that the Debenture Holders—who are represented by counsel and will appear on this motion—support these proceedings and the Sales Process. Such support is significant because the Debenture Holders are asserting large claims which raise priority and other interests that can and will be protected and addressed in these proposal proceedings.

53. The Proposal Trustee will be actively involved in administering the Sales Process, and will actively monitor all aspect of these proceedings and report to the Court and to stakeholders as appropriate.

54. After negotiating and signing an agreement with the successful Potential Bidder, CIM Bayview will seek court approval of the agreement in accordance with s. 65.13 of the BIA.

55. The closing of the sale of the Property shall be conditional upon approval of the Court.

### **Proposed DIP Financing Charge**

56. As indicated by the cash flow forecast prepared in conjunction with the Proposal Trustee, CIM Bayview requires some reasonable funding to fund the cost of this proposal proceeding and to assist in the administration of the Sales Process.

57. To satisfy this funding need, Cardinal Advisory Limited (the “**DIP Lender**”) has agreed to advance an amount of up to \$400,000 to the Proposal Trustee (in trust) by way of DIP loan (the “**DIP Loan**”). Attached as **Exhibit J** is a copy of the proposed DIP Loan.

58. Below is a summary of the material terms of the DIP Loan:

- (a) **Amount:** \$400,000;
- (b) **Purpose:** CIM Bayview shall use the proceeds of the DIP Loan solely to fund these proposal proceeding costs and the costs to assist in the administration of the Sales Process;
- (c) **Interest:** 14% per annum;
- (d) **Maturity Date:** The earliest of (a) March 31, 2021, or such other date as may be agreed to by the DIP Lender , the Proposal Trustee and CIM Bayview in writing; (b) the closing of any transaction for the purchase and sale of the Property; or (c) the termination, expiration, or conversion of the Proposal Proceeding (the “**DIP Termination Date**”);
- (e) **Fees and Expenses:** A commitment fee of \$15,000 on the DIP Termination Date; and
- (f) **Conditions:** The DIP Facility will be available to the Borrower, subject to all other terms and conditions of the DIP Loan, immediately after the Court issues an order (the “**DIP Order**”), in form and substance acceptable to the DIP Lender, approving the terms of this DIP Loan and authorizing CIM Bayview to enter into the DIP Loan. After execution and Court approval of the DIP Loan, the DIP Loan shall be

advanced by the DIP Lender to the Proposal Trustee (in trust) as needed, in installments of not less than \$100,000.

59. The Proposal Trustee's First Report provides more detailed commentary and financial analysis about the reasonableness of, and safeguards and protections surrounding, the proposed DIP Financing Charge.

### **Proposed Administration Charge**

60. As part of these proceedings, the Proposal Trustee, Cassels Brock & Blackwell LLP ("Cassels") in its capacity as counsel to the Proposal Trustee, and Miller Thomson LLP ("MT") in its capacity as counsel to CIM Bayview (hereafter, Cassels, MT, and the Proposal Trustee shall be referred to collectively as the "**Administration Professionals**") are seeking an administrative charge over the assets of CIM Bayview in the aggregate of \$250,000 for these proceedings (the "**Administration Charge**"). Although the fees of the Administration Professionals will, in the normal course, be paid with proceeds of the DIP Loan, the Administration Charge provides a back-stop to secure such fees.

61. The Administration Charge should be granted over the Property and in favour of the Administration Professionals to secure payment of their professional fees and disbursements, whether incurred before or after the date of the original NOI.

62. The Administration Charge will have priority over all other charges on the Property.

63. In preparation of the Cash Flow Forecast, CIM Bayview, in consultation with the Proposal Trustee, considered the professional fees forecasted to be incurred on a weekly basis during the cash flow period. CIM Bayview is forecast to incur significant professional fees (including retainers) in connection with these proceedings.

64. I believe the quantum of the Administration Charge sought is reasonably necessary at this time to secure the professional fees of the Administration Professionals.

65. All of Administration Professionals have contributed, and will continue to materially contribute, to the successful sale of the Property and the conclusion of the ongoing proceedings.

66. The Proposal Trustee's First Report provides more detailed commentary and financial analysis in terms of the reasonableness of, and safeguards and protections surrounding, the proposed Administration.

### **Request for Sealing Order**

67. CIM Bayview further requests that the Court seal the Confidential Appraisals and the Confidential Offers (together, the "**Confidential Value Information**"). CIM Bayview believes that sealing the Confidential Value Information is appropriate in the circumstances, given the following factors:

- (a) the Confidential Value Information contains sensitive commercial information, including the appraisals and value information in respect of the Property;
- (b) the data and content within the Confidential Value Information is not publicly available and in the ordinary course outside of these proceedings would not be publicly available; and
- (c) the indirect disclosure of the Confidential Value Information would impede the ability of CIM Bayview to maximize the value of the Property and would otherwise undermine the integrity of the proposed Sales Process.

68. The Proposal Trustee also supports CIM Bayview's request for sealing the Confidential Value Information.

### **Request for Stay Extension**

69. The time for CIM Bayview to file a proposal in these proceedings currently expires on November 28, 2020.

70. Granting a forty-five day extension of the deadline for CIM Bayview to file a proposal (and, by extension, of the stay) up to and including January 12, 2020, will afford CIM Bayview the necessary time to complete the implementation of the Sales Process and begin to pay creditors in accordance with their valid claims and priorities.



71. A projected cash flow has been prepared with the Proposal Trustee for the period ending March 31, 2021. This projected cash flow has been discussed at length by and between the Proposal Trustee and CIM Bayview's management. CIM Bayview's management believes that the projected cash flow will be sufficient for it to continue to operate during the proposed extension period. Further, the proposed extension will provide the time required to materially advance the Sales Process so that CIM Bayview can eventually formulate a proposal for creditors.

72. CIM Bayview has been acting and continues to act in good faith and with due diligence in these proceedings.

73. I believe that no creditor will be materially prejudiced by the extension requested.

### Conclusion

74. The Proposal Trustee has advised CIM Bayview that it supports the relief sought by the company on this motion.


75. CIM Bayview, with the assistance of their legal and financial advisors, have determined that the proposed relief represents the best available strategy to maximize value for all of CIM Bayview's stakeholders.

76. For the reasons set out herein, CIM Bayview requests that this Court grant this motion.

SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, Ontario and the Commissioner in the City of Toronto, Ontario this 23rd day of November, 2020

DocuSigned by:  
  
 A4011B3271544AF...

A Commissioner for taking Affidavits (*or as may be*)

DocuSigned by:  
  
 81923426A39541A...

Jiubin Feng

Note: This affidavit was commissioned via simultaneous video-conference in accordance with the *Commissioners for taking Affidavits Act*, R.S.O. 1990, CHAPTER C.17, and Ontario Regulation 431/20 Administering Oath or Declaration Remotely, under which (i) the identity of the deponent was confirmed from government issued identification, (ii) the commissioner administered the oath or affirmation, (iii) the deponent affixed their electronic signature to the

affidavit, (iv) the deponent confirmed their electronic signature to the commissioner, (v) the commissioner affixed their electronic signature to the affidavit including exhibits.

This is **Exhibit “A”** referred to in the Affidavit of JIUBIN FENG and SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, in the province of Ontario, Canada this 23<sup>rd</sup> day of November, 2020.

DocuSigned by:  
  
A4011B3271544AF...

---

A Commissioner for Taking Affidavits

# LIMITED PARTNERSHIPS REPORT

**Firm name registered under the *Limited Partnerships Act***  
BAYVIEW CREEK (CIM) LP

**Business Identification Number**  
240691634

**Business Type**  
LIMITED PARTNERSHIP

**Mailing Address**  
  
55 COMMERCE VALLEY DRIVE WEST  
  
No. 502  
MARKHAM  
ONTARIO  
CANADA, L3T 7V9

**Address of Principal Place of Business in Ontario**  
  
10747 BAYVIEW AVENUE  
  
RICHMOND HILL  
ONTARIO  
CANADA, L4C 0K9

**General Nature of Business**  
REAL ESTATE DEVELOPMENT

**Jurisdiction of Formation**  
ONTARIO

**Declaration Date**  
2014/07/14

**Expiry Date**  
2024/07/12

**Renewal Date**  
2014/07/18

**Change Date(s)**  
2018/11/15 2016/08/09

**Last Document Filed**  
CHANGE

**Dissolution/Withdrawal Date**  
NOT APPLICABLE

**Last Document Filed Date**  
2018/11/15

**Current Partnership Business Names Exist:**  
NO

**Expired Partnership Business Names Exist:**  
NO

# LIMITED PARTNERSHIPS REPORT

**Firm name registered under the *Limited Partnerships Act***  
BAYVIEW CREEK (CIM) LP

**Business Identification Number**  
240691634

**Business Type**  
LIMITED PARTNERSHIP

**Former Names**

**Date of Name Change**

BAYVIEW CREEK LIMITED PARTNERSHIP

2014/07/18

# LIMITED PARTNERSHIPS REPORT

<b>Firm name registered under the <i>Limited Partnerships Act</i></b>	<b>Business Identification Number</b>
BAYVIEW CREEK (CIM) LP	240691634
	<b>Business Type</b>
	LIMITED PARTNERSHIP

Information Regarding General Partner(s)

<b>Name (Individual/Corporation/Other)</b>	<b>Address</b>
10502715 CANADA INC.	55 COMMERCE VALLEY DRIVE WEST
Corporate Number: 3166516	No. 502 MARKHAM ONTARIO CANADA, L3T 7V9
<b>Name of Signatory</b>	<b>Power of Attorney</b>
FENG, JIUBIN	NO

Former Limited Partnership Names will only be displayed for Declarations registered on or after April 1, 1994.

This Report sets out the most recent information registered on or after April 1, 1994 and recorded in the Ontario Business Information System as of the last business day.

The issuance of this report in electronic form is authorized by the Ministry of Government Services.

Request ID: 025310373  
 Transaction ID: 77285888  
 Category ID: UN/E

Province of Ontario  
 Ministry of Government Services

Date Report Produced: 2020/11/23  
 Time Report Produced: 08:31:47  
 Page: 1

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# CORPORATION PROFILE REPORT

<b>Ontario Corp Number</b>	<b>Corporation Name</b>	<b>Incorporation Date</b>
3166516	10502715 CANADA INC.	2017/11/20
		<b>Jurisdiction</b>
		CANADA
<b>Corporation Type</b>	<b>Corporation Status</b>	<b>Former Jurisdiction</b>
FEDERAL CORP WITH SHARE	REFER TO JURISDICTION	NOT APPLICABLE
<b>Registered or Head Office Address</b>	<b>Date Amalgamated</b>	<b>Amalgamation Ind.</b>
CHEN ZHAO 55 COMMERCE VALLEY DRIVE WEST	NOT APPLICABLE	NOT APPLICABLE
<b>Suite # 502</b> MARKHAM ONTARIO CANADA L3T 7V9	<b>New Amal. Number</b>	<b>Notice Date</b>
	NOT APPLICABLE	NOT APPLICABLE
		<b>Letter Date</b>
<b>Principal Place of Business in Ontario</b>		NOT APPLICABLE
CHEN ZHAO 55 COMMERCE VALLEY DRIVE WEST	<b>Revival Date</b>	<b>Continuation Date</b>
<b>Suite # 502</b> MARKHAM ONTARIO CANADA L3T 7V9	NOT APPLICABLE	NOT APPLICABLE
	<b>Transferred Out Date</b>	<b>Cancel/Inactive Date</b>
	NOT APPLICABLE	NOT APPLICABLE
	<b>EP Licence Eff.Date</b>	<b>EP Licence Term.Date</b>
	NOT APPLICABLE	NOT APPLICABLE
<b>Activity Classification</b>	<b>Date Commenced in Ontario</b>	<b>Date Ceased in Ontario</b>
NOT AVAILABLE	2017/11/20	NOT APPLICABLE

Request ID: 025310373  
Transaction ID: 77285888  
Category ID: UN/E

Province of Ontario  
Ministry of Government Services

Date Report Produced: 2020/11/23  
Time Report Produced: 08:31:47  
Page: 2

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# CORPORATION PROFILE REPORT

**Ontario Corp Number****Corporation Name**

3166516

10502715 CANADA INC.

**Corporate Name History**

REFER TO JURISDICTION

**Current Business Name(s) Exist:**

NO

**Expired Business Name(s) Exist:**

NO

**Last Document Recorded**

Act/Code	Description	Form	Date
CIA	INITIAL RETURN	2	2017/11/22 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Ministry of Government Services.





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## Federal Corporation Information - 1050271-5

[Order copies of corporate documents](#)

### Note

This information is available to the public in accordance with legislation (see [Public disclosure of corporate information](#)).

### Corporation Number

1050271-5

### Business Number (BN)

784429284RC0001

### Corporate Name

10502715 Canada Inc.

### Status

Active

### Governing Legislation

*Canada Business Corporations Act - 2017-11-20*

[Order](#) a Corporate Profile [\[View PDF Sample\]](#) [\[View HTML Sample\]](#).

[PDF Readers](#)

## Registered Office Address

55 Commerce Valley Drive West  
Markham ON L3T 7V9  
Canada

### **Note**

Active CBCA corporations are required to update this information within 15 days of any change. A corporation key is required. If you are not authorized to update this information, you can either contact the corporation or contact Corporations Canada. We will inform the corporation of its reporting obligations.

## **Directors**

**Minimum** 1

**Maximum** 10

Jiubin Feng  
55 Commerce Valley Dr. W  
Markham ON L3T 7V9  
Canada

### **Note**

Active CBCA corporations are required to update director information (names, addresses, etc.) within 15 days of any change. A corporation key is required. If you are not authorized to update this information, you can either contact the corporation or contact Corporations Canada. We will inform the corporation of its reporting obligations.

## **Annual Filings**

### **Anniversary Date (MM-DD)**

11-20

### **Date of Last Annual Meeting**

2019-11-11

### **Annual Filing Period (MM-DD)**

11-20 to 01-19

### **Type of Corporation**

Non-distributing corporation with 50 or fewer shareholders

**Status of Annual Filings**

2020 - Due to be filed

2019 - Filed

2018 - Filed

## Corporate History

### Corporate Name History

2017-11-20 to Present

10502715 Canada Inc.

### Certificates and Filings

#### Certificate of Incorporation

2017-11-20

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**Date Modified:**

2020-11-03



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## Federal Corporation Information - 1050264-2

[Order copies of corporate documents](#)

### Note

This information is available to the public in accordance with legislation (see [Public disclosure of corporate information](#)).

### Corporation Number

1050264-2

### Business Number (BN)

784429888RC0001

### Corporate Name

CIM Bayview Creek Inc.

### Status

Active

### Governing Legislation

*Canada Business Corporations Act - 2017-11-20*

[Order a Corporate Profile](#) [\[View PDF Sample\]](#) [\[View HTML Sample\]](#).

[PDF Readers](#)

## Registered Office Address

350 Hwy7 E, suite 305  
Richmond hill ON L4B 3N2  
Canada

### **Note**

Active CBCA corporations are required to update this information within 15 days of any change. A corporation key is required. If you are not authorized to update this information, you can either contact the corporation or contact Corporations Canada. We will inform the corporation of its reporting obligations.

## **Directors**

**Minimum** 1

**Maximum** 10

Jiubin Feng  
Suite 502, 55 Commerce Valley Drive W  
Markham ON L3T 7V9  
Canada

### **Note**

Active CBCA corporations are required to update director information (names, addresses, etc.) within 15 days of any change. A corporation key is required. If you are not authorized to update this information, you can either contact the corporation or contact Corporations Canada. We will inform the corporation of its reporting obligations.

## **Annual Filings**

### **Anniversary Date (MM-DD)**

11-20

### **Date of Last Annual Meeting**

2019-12-23

### **Annual Filing Period (MM-DD)**

11-20 to 01-19

### **Type of Corporation**

Non-distributing corporation with 50 or fewer shareholders

### Status of Annual Filings

2020 - Due to be filed

2019 - Filed

2018 - Filed

## Corporate History

### Corporate Name History

2017-11-20 to 2018-05-07	10502642 Canada Inc.
2018-05-07 to Present	CIM Bayview Creek Inc.

### Certificates and Filings

#### Certificate of Incorporation

2017-11-20

#### Certificate of Amendment \*

2018-05-07

Amendment details: Corporate name

\* Amendment details are only available for amendments effected after 2010-03-20. Some certificates issued prior to 2000 may not be listed. For more information, [contact Corporations Canada](#).

Order copies of corporate documents

Start New Search


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**Date Modified:**

2020-11-03

- 2 -

This is **Exhibit “B”** referred to in the Affidavit  
of JIUBIN FENG and SWORN BEFORE  
ME via video-conference with the deponent  
in the City of Richmond Hill, in the province  
of Ontario, Canada this 23<sup>rd</sup> day of  
November, 2020.

DocuSigned by:  
  
A4011B3271544AF...

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A Commissioner for Taking Affidavits





PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND  
REGISTRY  
OFFICE #65

03186-4757 (LT)

PAGE 1 OF 5  
PREPARED FOR PATRICIA01  
ON 2020/10/05 AT 10:48:04

\* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT \* SUBJECT TO RESERVATIONS IN CROWN GRANT \*

PROPERTY DESCRIPTION: PT LT 25, CON 2, (WKM), PTS 1 & 2, PL 65R31680. S/T EASEMENT OVER PART 2, 65R13270 AS IN R510790

PROPERTY REMARKS: FOR THE PURPOSE OF THE QUALIFIER THE DATE OF REGISTRATION OF ABSOLUTE TITLE IS 2009/06/01. CORRECTION: DOCUMENT R510790 ADDED TO PIN ON 2020/03/04 AT 11:34 BY HARINGA, KELLY.

ESTATE/QUALIFIER:  
FEE SIMPLE  
LT ABSOLUTE PLUS

RECENTLY:  
RE-ENTRY FROM 03186-3378

OWNERS' NAMES  
CIM BAYVIEW CREEK INC.

CAPACITY SHARE

PIN CREATION DATE:  
2009/06/01

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT INCLUDES ALL DOCUMENT TYPES AND DELETED INSTRUMENTS SINCE 2009/06/01 **						
**SUBJECT TO SUBSECTION 44 (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPHS 3 AND 14 AND *						
** PROVINCIAL SUCCESSION DUTIES AND EXCEPT PARAGRAPH 11 AND ESCHEATS OR FORFEITURE **						
** TO THE CROWN UP TO THE DATE OF REGISTRATION WITH AN ABSOLUTE TITLE. **						
R271654	1981/05/19	AGREEMENT		*** DELETED AGAINST THIS PROPERTY ***	THE CORPORATION OF THE TOWN OF RICHMOND HILL	C
R280995	1981/09/29	TRANSFER			SALFAS HOLDINGS LTD.	
CORRECTIONS: 'TRANSFEREE' CHANGED FROM 'SALFAS HOLDINGS LTD' TO 'SALFAS HOLDINGS LTD.' ON 1999/07/20 BY LAND REGISTRAR #34.						
R510790	1989/06/09	TRANSFER EASEMENT	\$300,000	SALFAS HOLDINGS LTD.	THE CORPORATION OF THE TOWN OF RICHMOND HILL	C
R651846	1994/12/08	AGREEMENT			TOWN OF RICHMOND HILL	C
YR632487	2005/05/02	NOTICE		THE CORPORATION OF THE TOWN OF RICHMOND HILL	SALFAS HOLDINGS LTD.	C
REMARKS: AGREEMENT						
YR1222930	2008/09/11	TRANSFER		*** DELETED AGAINST THIS PROPERTY *** SALFAS HOLDINGS LTD.	SALFAS HOLDINGS LTD.	
REMARKS: COMMITTEE OF ADJUSTMENT CONSENT-TOWN OF RICHMOND HILL						
65R31680	2009/06/01	PLAN REFERENCE				
YR1324035	2009/06/01	APL ABSOLUTE TITLE		*** DELETED AGAINST THIS PROPERTY *** OWNER	SALFAS HOLDINGS LTD.	
REMARKS: YR1304722						
YR1475892	2010/05/06	CHARGE		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.		
YR1475893	2010/05/06	NO ASSIGN RENT GEN		*** COMPLETELY DELETED ***	THE TORONTO-DOMINION BANK	

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.  
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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PAGE 2 OF 5

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03186-4757 (LT)

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
REMARKS: YR1475892						
YR1477922	2010/05/12	NOTICE		SALFAS HOLDINGS LTD.	THE TORONTO-DOMINION BANK	
REMARKS: RE: CHARGE YR1475892				*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.	THE TORONTO-DOMINION BANK	
YR1751535	2011/12/01	TRANSFER		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.	PHOENIX POLLI LUXUL DEVELOPMENT INC.	
REMARKS: PLANNING ACT STATEMENTS						
YR1751536	2011/12/01	CHARGE		*** COMPLETELY DELETED *** PHOENIX POLLI LUXUL DEVELOPMENT INC.	SALFAS HOLDINGS LTD.	
YR1751537	2011/12/01	CHARGE		*** COMPLETELY DELETED *** PHOENIX POLLI LUXUL DEVELOPMENT INC.	SALFAS HOLDINGS LTD.	
YR1794427	2012/03/13	DISCH OF CHARGE		*** COMPLETELY DELETED *** THE TORONTO-DOMINION BANK		
REMARKS: YR1475892.						
YR1832348	2012/06/01	APL CH NAME OWNER		*** COMPLETELY DELETED *** PHOENIX POLLI LUXUL DEVELOPMENT INC.	BAYVIEW VILLAS ON THE GREEN HOLDING INC.	
YR1901412	2012/10/22	TRANSFER		*** COMPLETELY DELETED *** BAYVIEW VILLAS ON THE GREEN HOLDING INC.	8291047 CANADA CORP.	
REMARKS: PLANNING ACT STATEMENTS						
YR1901413	2012/10/22	CHARGE		*** COMPLETELY DELETED *** 8291047 CANADA CORP.	1048815 ONTARIO LIMITED LECCE, REMO LECCE, ROSA LECCE, FRANK EUGENE BOCCIA HOLDINGS LIMITED	
YR1901519	2012/10/23	DISCH OF CHARGE		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.		
REMARKS: YR1751537.						
YR1901520	2012/10/23	DISCH OF CHARGE		*** COMPLETELY DELETED *** SALFAS HOLDINGS LTD.		
REMARKS: YR1751536.						

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
YR1918738	2012/11/30	APL CH NAME OWNER		*** COMPLETELY DELETED *** 8291047 CANADA CORP.	CIM DEVELOPMENTS INC.	
YR2155093	2014/07/14	NOTICE		*** COMPLETELY DELETED *** CIM DEVELOPMENTS INC.	1048815 ONTARIO LIMITED LECCE, REMO LECCE, ROSA LECCE, FRANK EUGENE BOCCIA HOLDINGS LIMITED	
REMARKS: YR1901413						
YR2157080	2014/07/16	TRANSFER		*** COMPLETELY DELETED *** CIM DEVELOPMENTS INC.	CIM INVESTS DEVELOPMENT INC.	
YR2396320	2015/11/30	NOTICE		*** COMPLETELY DELETED *** CIM INVESTS DEVELOPMENT INC.	1048815 ONTARIO LIMITED LECCE, REMO LECCE, ROSA LECCE, FRANK EUGENE BOCCIA HOLDINGS LIMITED	
REMARKS: AMENDING YR1901413						
YR2473036	2016/05/18	CHARGE	\$20,720,000	CIM INVESTS DEVELOPMENT INC.	DUCA FINANCIAL SERVICES CREDIT UNION LTD.	C
YR2473037	2016/05/18	NO ASSGN RENT GEN REMARKS: YR2473036		CIM INVESTS DEVELOPMENT INC.	DUCA FINANCIAL SERVICES CREDIT UNION LTD.	C
YR2473514	2016/05/18	DISCH OF CHARGE		*** COMPLETELY DELETED *** 1048815 ONTARIO LIMITED LECCE, REMO LECCE, ROSA LECCE, FRANK EUGENE BOCCIA HOLDINGS LIMITED		
REMARKS: YR1901413.						
YR2760955	2017/11/17	CHARGE		*** COMPLETELY DELETED *** CIM INVESTS DEVELOPMENT INC.	ADJ HOLDINGS INC.	
YR2760956	2017/11/17	NO ASSGN RENT GEN REMARKS: YR2760955.		*** COMPLETELY DELETED *** CIM INVESTS DEVELOPMENT INC.	ADJ HOLDINGS INC.	
YR2782126	2018/01/10	CHARGE		*** COMPLETELY DELETED ***		

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.  
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
YR2782414	2018/01/11	DISCH OF CHARGE		CIM INVESTS DEVELOPMENT INC.	CIM INTERNATIONAL GROUP INC.	
	REMARKS: YR2782126.			*** COMPLETELY DELETED *** CIM INTERNATIONAL GROUP INC.		
YR2840443	2018/06/21	TRANSFER		CIM INVESTS DEVELOPMENT INC.	CIM BAYVIEW CREEK INC.	C
	REMARKS: PLANNING ACT STATEMENTS.					
YR2898574	2018/11/16	CHARGE		*** COMPLETELY DELETED *** CIM BAYVIEW CREEK INC.	ROMSPEN INVESTMENT CORPORATION	
YR2898575	2018/11/16	NO ASSGN RENT GEN		*** COMPLETELY DELETED *** CIM BAYVIEW CREEK INC.	ROMSPEN INVESTMENT CORPORATION	
	REMARKS: YR2898574.					
YR2898773	2018/11/16	DISCH OF CHARGE		*** COMPLETELY DELETED *** ADJ HOLDINGS INC.		
	REMARKS: YR2760955.					
YR2937903	2019/03/12	NOTICE	\$2	CIM BAYVIEW CREEK INC.	DUCA FINANCIAL SERVICES CREDIT UNION LTD.	C
	REMARKS: YR2473036					
YR2956071	2019/05/01	CONSTRUCTION LIEN		*** COMPLETELY DELETED *** STANTEC CONSULTING LTD./ STANTEC EXPERTS-CONSEILS LTÉE		
YR2969702	2019/06/07	APL (GENERAL)		*** COMPLETELY DELETED *** TANG, ZHENGXI WU, JIYUAN LI, WEI JIA WANG, LIANHUA		
	REMARKS: CERTIFICATE PENDING LITIGATION					
YR2970851	2019/06/12	CERTIFICATE		*** COMPLETELY DELETED *** STANTEC CONSULTING LTD./ STANTEC EXPERT-CONSEILS LTÉE.		
	REMARKS: YR2956071					
YR2972216	2019/06/14	DISCH OF CHARGE		*** COMPLETELY DELETED *** ROMSPEN INVESTMENT CORPORATION		
	REMARKS: YR2898574.					
YR2972263	2019/06/17	APL DEL CONST LIEN		*** COMPLETELY DELETED *** STANTEC CONSULTING LTD./ STANTEC EXPERTS-CONSEILS LTÉE		

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
REMARKS: YR2956071.						
YR2972264	2019/06/17	APL AMEND ORDER		*** COMPLETELY DELETED *** ONTARIO SUPERIOR COURT OF JUSTICE	BAYVIEW CREEK (CIM) LP CIM BAYVIEW CREEK INC. 10502715 CANADA INC. FENG, JIUBIN	C
REMARKS: DELETE YR2969702						
YR2972265	2019/06/17	NO OPTION PURCHASE	\$10	CIM BAYVIEW CREEK INC.	BRYTON CREEK RESIDENCES INC.	C
YR2972266	2019/06/17	CHARGE	\$20,000,000	CIM BAYVIEW CREEK INC.	BRYTON CAPITAL CORP. GP LTD.	C
YR2972267	2019/06/17	NO ASSGN RENT GEN		CIM BAYVIEW CREEK INC.	BRYTON CAPITAL CORP. GP LTD.	C
REMARKS: YR2972266.						
YR3062146	2020/01/30	LR'S CAUTION		*** COMPLETELY DELETED *** LAND REGISTRAR, YORK REGION LAND REGISTRY OFFICE		
YR3075061	2020/03/04	LR'S ORDER		LAND REGISTRAR, YORK REGION LAND REGISTRY OFFICE		C
REMARKS: ADD EASEMENT						
YR3124735	2020/07/31	NOTICE		CIM BAYVIEW CREEK INC.	BRYTON CAPITAL CORP. GP LTD.	C
REMARKS: RE: YR2972266 AND YR2972267						
YR3124736	2020/07/31	NOTICE	\$2	CIM BAYVIEW CREEK INC.	BRYTON CREEK RESIDENCES INC.	C
REMARKS: RE: YR2972265						
YR3137585	2020/09/04	CHARGE	\$2,207,405	CIM BAYVIEW CREEK INC.	GR (CAN) INVESTMENT CO. LTD. MONEST FINANCIAL INC.	C
YR3142721	2020/09/18	APL (GENERAL)		HUI, TRACY HUI, JOJO		C
REMARKS: PENDING LITIGATION.						

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.

NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.

This is **Exhibit “C”** referred to in the Affidavit of JIUBIN FENG and SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, in the province of Ontario, Canada this 23<sup>rd</sup> day of November, 2020.

DocuSigned by:  
  
A4011B3271544AF...

---

A Commissioner for Taking Affidavits



*Court File No.: CV-20-000647366-0000*

**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

**THE HONOURABLE  
JUSTICE SCHABAS**

)  
) **FRIDAY THE 18th DAY**  
)  
) **OF SEPTEMBER 2020**  
)

**B E T W E E N:**

**TRACY HUI and JOJO HUI (Personally and Representing the interests of The  
Enforcement Committee of the Debenture Holders)**

*Plaintiffs / Moving Parties*

**and**

**CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW  
CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN  
FUOCO, ROBERT PARENT, MEHDI SHAFIEI, CIM MACKENZIE CREEK INC., CIM  
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO**

*Defendants / Responding Parties*

**ORDER**

**THIS MOTION** made *ex parte* by the Plaintiffs for an Order pursuant to sections 101 and 103 of the *Courts of Justice Act*, R.S.O. 1990, c. 43, as amended (the "CJA") to (i) issue and register a Certificate of Pending Litigation, (ii) appoint a receiver and (iii) grant an injunction against the Defendants was heard this day by conference call in Toronto, Ontario.

**ON READING** the Affidavit of Jojo Hui sworn September 12, 2020 and the exhibits annexed thereto and on reading the Notice of Action,

-2-

1. THIS COURT ORDERS that the Plaintiffs' motion is hereby granted.
2. THIS COURT ORDERS that a Certificate of Pending Litigation in the form attached hereto as Schedule "A" shall be issued and registered against title to the lands and premises legally and municipally described pursuant to section 103 of the *Courts of Justice Act*, R.S.O. 1990, c. C. 43 and Rule 42 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.
3. THIS COURT ORDERS that an interim injunction for 10 days from the date of this Order shall be granted, preventing the sale of the real property as described in Schedule "A" hereto;
4. THIS COURT ORDERS that an interim order preventing CIM International Group Inc. ("CIM Group"), CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP, their servants, employees, agents, assigns, officers, directors and/or anyone else acting on its behalf or in conjunction with it, and any and all persons with notice of this order, from either directly or indirectly, by any means whatsoever from:
  - (i) Selling, removing, dissipating, alienating, transferring, assigning, encumbering, or similarly dealing with or disposing of any assets of CIM Bayview Creek Inc. as described in Schedule "A" hereto;
  - (ii) Instructing, requesting, counselling, demanding, or encouraging any other person to do so; and
  - (iii) Facilitating, assisting in, aiding, abetting, or participating in any acts the effect of which is to do so.



-3-

5. THIS COURT ORDERS that the prohibition set out above in paragraph 4 applies to CIM International Group Inc. ("CIM Group"), CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP assets, whether in the Defendants' own names or not, and whether solely or jointly owned, including but not limited to:

- (i) any bank, investment or other account at any bank, financial or other institution;
- (ii) any motor vehicle, trailer to other vehicle registered to the Defendants;
- (iii) any real property in which the Defendants have any interest, including the real property;
- (iv) any and all other personal property of any description whatsoever; and
- (v) any and all share certificates, negotiable instruments and the like.

6. THIS COURT ORDERS that CIM International Group Inc. ("CIM Group"), CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc. and CIM Mackenzie Creek LP shall forthwith deliver to counsel for the Plaintiffs sworn evidence of the nature and location of all their assets, wheresoever located, including assets held on their behalf or in trust for them, assets held jointly with some other party, assets in which they hold any interest and assets that they hold in trust for any party.

7. THIS COURT ORDERS that a Receiver shall be appointed pursuant to section 101 of the CJA and in the form attached hereto as Schedule "B".

-4-

8. THIS COURT ORDERS that costs of this motion, up to and including entry and service of this Order, shall be reserved pending judgment in this proceeding or further Order of the Court.
9. THIS COURT ORDERS this matter including consideration of this Order be returnable at 10 a.m. on September 28, 2020, before this Court.
10. THIS COURT ORDERS, that notwithstanding rule 59.05, this Order is effective from the date it is signed and is enforceable without any need for entry and filing.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

SEP 18 2020

PER / PAR:

CA



Paul Schabas J.

-5-

**SCHEDULE "A"**

Court File No.: CV-20-000647366-0000

**ONTARIO****SUPERIOR COURT OF JUSTICE****BETWEEN:***(court seal)***TRACY HUI and JOJO HUI (Personally and Representing the interests of The  
Enforcement Committee of the Debenture Holders)**

Plaintiffs

and

**CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW  
CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN  
FUOCO, ROBERT PARENT, MEHDI SHAFIEL, CIM MACKENZIE CREEK INC., CIM  
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO**

Defendants

**CERTIFICATE OF PENDING LITIGATION**

I CERTIFY that in this proceeding an interest in the following land is in question:

Property Identifier Number: 03186-4757 (LT)

PT LT 25, CON 2, (MKM) , PTS 1 & 2, PL 65R31680. S/T EASEMENT OVER PART 2,  
65R13270 AS IN R510790

This certificate is issued under an order of the court made on September , 2020.

Date .....

Issued by.....

Local registrar

Address of  
court office .....

.....

TRACY HUI et al.  
Plaintiffs

-and-

CIM INTERNATIONAL GROUP INC. et al.  
Defendants

Court File No.: CV-20-000647366-0000

**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
TORONTO

**CERTIFICATE OF PENDING  
LITIGATION**

**HUMMINGBIRD LAWYERS LLP**  
80 Bloor Street West, Suite 1401  
Toronto Ontario M5S 2V1

Amiri Dear (LSUC# 68391T)  
Jonathan Barr (LSUC# 52181S)

Tel: 905-731-1911

Fax: 905-731-1913

Lawyers for the Plaintiffs

**SCHEDULE "B"***Court File No.: CV-20-000647366-0000***ONTARIO****SUPERIOR COURT OF JUSTICE****THE HONOURABLE  
JUSTICE SCHABAS**)  
)  
)  
)**FRIDAY THE 18TH DAY OF  
SEPTEMBER 2020****B E T W E E N:****TRACY HUI and JOJO HUI (Personally and Representing the interests of The  
Enforcement Committee of the Debenture Holders)**

Plaintiffs / Moving Parties

and

**CIM INTERNATIONAL GROUP INC., BAYVIEW CREEK (CIM) LP, CIM BAYVIEW  
CREEK INC., JIUBIN FENG (a.k.a. JERRY FENG), ZHANG DIAN YUAN, DAN  
FUOCO, ROBERT PARENT, MEHDI SHAFIEL, CIM MACKENZIE CREEK INC., CIM  
MACKENZIE CREEK LP, GRAVITAS SECURITIES INC. and AMANDA ZHAO**

Defendants / Responding Parties

**ORDER****(Appointing Investigative Receiver)**

**THIS MOTION** made *ex parte* by the Plaintiffs for an Order pursuant to section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. 43, as amended (the "CJA") appointing Albert Gelman Inc. ("AGI") as investigative receiver (the "Receiver") over the property of CIM International Group Inc., CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc., and CIM Mackenzie Creek LP, on the terms set out below, was heard this day by Teleconference in Toronto, Ontario.

**ON READING** the Affidavit of Jojo Hui sworn September 12, 2020 and the exhibits annexed thereto, and on hearing the submissions of counsel for the Plaintiff and on reading the consent of AGI to act as Receiver,

#### **APPOINTMENT**

1. **THIS COURT ORDERS** that pursuant to section 101 of the CJA, AGI is hereby appointed Investigative Receiver with only the powers granted below of the property of CIM International Group Inc., CIM Bayview Creek Inc., Bayview Creek (CIM) LP, CIM Mackenzie Creek Inc., and CIM Mackenzie Creek LP (the "Companies") pending further order of the court.

#### **RECEIVER NOT IN POSSESSION OF ASSETS**

2. **THIS COURT ORDERS** that the Companies shall remain in possession of its current and future assets, and undertakings and properties of every nature and kind whatsoever (collectively the "Property") and wherever situated including proceedings thereof.
3. **THIS COURT ORDERS** that at subject to further Order of this Court, the Companies shall continue to carry on its business and affairs consistent with its obligations to estate creditors and beneficiaries, if any.

#### **RECEIVER'S POWERS**

4. **THIS COURT ORDERS** that the Receiver be and is hereby empowered and authorized, but not obligated, to act at once, without in any way limiting the generality of the foregoing, to do any of the following where the Receiver considers it necessary or desirable:
  - (a) To obtain all information whether in paper format or in digital format, both foreign or domestic (for further clarity, both within and outside of Canada and in all other jurisdictions), relating to the business, affairs, records, and all assets and property of the Companies (the "Information"), without limitation, from (i) the Companies and all of their

current and former directors, officers, employees, agents, accountants, shareholders, banks and financial institutions or brokerages, all officers or employees of such banks, financial institutions or brokerages who have access to the Information, and all other persons acting on their instructions or behalf with the exception of legal counsel, and (ii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this order, save and except for the Plaintiffs (all the foregoing each being a "Person, save and except for the Plaintiffs; to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;

- (c) to report to, meet with and discuss with any and all Persons, including counsel for the Plaintiffs, as the Receiver deems appropriate on all matters relating to the Companies and investigative receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (d) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations; and
- (e) to conduct examinations under oath of all the Defendants and their financial advisors, provided proper notice as stipulated under the *Rules of Civil Procedure*, is provided to the proposed party to be examined which examinations shall also serve as examinations for discovery in the within action;

- (f) and in each case where the receiver takes such action or steps, it shall be exclusively authorized and empowered to do so without interference from any other person including those defined herein as "Person".

#### **DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER**

5. THIS COURT ORDERS that all Persons (as that term is defined at sub-paragraph 4(a) above), including banks and financial institutions, shall forthwith advise the Receiver of the existence of any Information in such Person's possession or control and shall grant immediate and continued access to the Information to the Receiver.
6. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, trusts, contracts, orders, accounting records, and any other papers, records, and information of any kind related to the business or affairs of the Companies, without limitation, any computer programs, computer tapes, computer disks, or other storage data containing any such information (the foregoing collectively the "Records") in that Person's possession or control, and shall provide to the Receiver unfettered access to and use of accounting, computer software and physical facilities relating hereto, including without limiting the generality of the foregoing, the delivery by such persons of all passwords required to access the Information and Records, which may not be disclosed or provided to the Receiver due to privilege attaching to solicitor-client communications or due to statutory provisions prohibiting such disclosure.
7. THIS COURT ORDERS that if any Information and Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Information and Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the Information and Records contained therein whether by way of printing the Information and Records onto paper or making copies of computer disks or a bitmap image or such other manner of retrieving and copying the Information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Information and Records without the prior written consent of the



Receiver. Further, for the purposes of this Paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the Information and Records as the Receiver may in its discretion require including providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the Information and Records.

#### **NO PROCEEDINGS AGAINST THE RECEIVER**

8. THIS COURT ORDERS that no proceeding or enforcement process in any Court or tribunal shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

#### **LIMITATION ON THE RECEIVER'S LIABILITY**

9. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or willful misconduct on its part.

#### **RECEIVER'S ACCOUNT**

10. THIS COURT ORDERS that the Plaintiff shall be responsible for the costs of the Receiver costs and its counsel's accounts without prejudice to the Plaintiff seeking to have such costs paid by the Companies and/or by any and/or all of the Defendants in the event judgment is obtained against any and / or all of them or subject to any further Order of the court. The Plaintiff shall be responsible to pay the disbursement costs of the Defendants arising from their compliance with this Order provided that (i) the disbursement costs would not ordinarily be required to be paid by the Defendants under the Rules of Civil Procedure and (ii) that the Defendants advise the Plaintiffs through their counsel of the estimated cost of the disbursement prior to incurring it.

**SERVICE AND NOTICE**

11. THIS COURT ORDERS that the electronic service shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the *Rules of Civil Procedure*.

**GENERAL**

12. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
13. THIS COURT ORDERS that either the Receiver or the Plaintiff may apply to the Court for an Order terminating the investigative receivership.
14. THIS COURT ORDERS that Hummingbird Lawyers LLP be and are hereby authorized to act as counsel for the Receiver in order to implement the Receiver's powers herein.
15. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Companies.
16. 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.
17. THIS COURT ORDERS that the Receiver be at the liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act as representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

18. THIS COURT ORDERS that costs of this motion, up to and including entry and service of this Order shall be reserved pending judgment in this proceeding or further Order of the Court.
19. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely affected by the order sought or upon such other notice, if any, as this Court may order.
20. THIS COURT ORDERS that notwithstanding paragraph 19, this matter including consideration of this Order shall be returnable at 10 a.m. on September 28, 2020, before this Court.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

SEP 18 2020

PER / PAR

  
Paul Schabas J.

TRACY HUI et al.  
Plaintiffs / Moving Parties

and

CIM INTERNATIONAL GROUP et al.  
Defendants / Moving Parties

Court File No. CV-20-00647366-0000

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at TORONTO

**ORDER**

**HUMMINGBIRD LAWYERS LLP**  
8800 Dufferin Street  
Suite 301  
Vaughan ON L4K 0C5

**Amiri Dear (LSUC# 68391T)**  
**Jonathan Barr (LSUC# 52181S)**

Tel: 905-731-1911

Fax: 905-731-1913

Lawyers for the Plaintiffs / Moving Parties

This is **Exhibit “D”** referred to in the Affidavit of JIUBIN FENG and SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, in the province of Ontario, Canada this 23<sup>rd</sup> day of November, 2020.

DocuSigned by:  
  
A4011B3271544AF...

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A Commissioner for Taking Affidavits



Oren.Chaimovitch@devrylaw.ca

DEVRY SMITH FRANK LLP  
Lawyers & Mediators

June 10, 2020

**VIA REGISTERED AND REGULAR MAIL**

Jiubin Feng  
35 Penwood Crescent  
Toronto, Ontario  
M3B 3B1

Dear Jiubin Feng:

**Re: DUCA Financial Services Credit Union Ltd. ("DUCA") loan to Bayview Creek (CIM) LP, CIM Invests Development Inc. and CIM Bayview Creek Inc. (collectively, the "Debtors"), secured, inter alia, by a charge over 10747 Bayview Avenue, Richmond Hill**

We are the solicitors for DUCA Financial Services Credit Union Ltd. ("DUCA").

Please find enclosed a copy of our letter dated June 10, 2020 to the Debtors demanding payment of its indebtedness and liabilities to DUCA. We also enclose with this correspondence the Notice of Sale pursuant to the *Personal Property Security Act* and Notice of Intention to Enforce Security pursuant to the *Bankruptcy and Insolvency Act*.

Payment of all debts and liabilities owing by the Debtors were guaranteed by you pursuant to a Guarantee dated May 13, 2016 (the "Guarantee"). You are personally responsible to pay under the said Guarantee the amount of \$20,720,000.00, the accrued interest thereon in the amount of \$38,374.58, the discharge fee of \$1,000.00, a PPSA registration and discharge fee of \$130.00, an appraisal fee of \$27,585.56, unrecovered legal fees of \$5,133.84 and interest to today's date of \$4,796.82 and together with interest thereon at DUCA's prime rate in effect from time to time plus 5.5% per annum from the date of the demand for payment, which as of today's date is equal to \$4,796.82 per day.

We hereby demand payment under your Guarantee as well as legal fees incurred to date.

Please be advised that unless payment or satisfactory arrangements therefor are made within 10 days from the date of this correspondence, DUCA shall take such steps as it deems necessary or desirable in order to recover payment under your Guarantee without demand upon or notice to you.

DEVRY SMITH FRANK LLP

Page 2

Please govern yourself accordingly.

Yours truly,

DEVRY SMITH FRANK LLP

A handwritten signature in black ink, appearing to be 'Oren Chaimovitch', written in a cursive style.

Oren Chaimovitch (Devry)  
OHC:tm





DEVRY SMITH FRANK *LLP*  
Lawyers & Mediators

*Oren.Chaimovitch@devrylaw.ca*

June 10, 2020

**VIA REGISTERED AND REGULAR MAIL**

Bayview Creek (CIM) LP  
502-55 Commerce Valley Drive West  
Markham, ON L3T 7V9

CIM Invests Development Inc.  
502-55 Commerce Valley Drive West  
Markham, ON L3T 7V9

CIM Bayview Creek Inc.  
502-55 Commerce Valley Drive West  
Markham, ON L3T 7V9

Dear Sirs:

**Re: DUCA Financial Services Credit Union Ltd. ("DUCA") loan to Bayview Creek (CIM) LP, CIM Invests Development Inc. and CIM Bayview Creek Inc. (collectively, the "Debtors"), secured, inter alia, by a charge over 10747 Bayview Avenue, Richmond Hill**

We act as solicitors for DUCA Financial Services Credit Union Ltd. ("DUCA"). According to our client's records, you are jointly and severally indebted to DUCA as of June 9, 2020 in the principal amount of \$20,720,000.00 with accrued interest thereon in the amount of \$38,374.58, a discharge fee of \$1,000.00, a PPSA registration and discharge fee of \$130.00, an appraisal fee of \$27,585.56, unrecovered legal fees of \$5,133.84 and an interest reserve of \$23,890.25 for a total amount owing as at June 9, 2020 of \$20,768,333.73.

Interest continues to accrue from June 9, 2020 to the date of payment at DUCA's prime rate of interest in effect from time to time plus 5.5% per annum, which as of today's date is equal to \$4,796.82 per day.

Your indebtedness to DUCA is secured, *inter alia*, by a General Security Agreement dated May 13, 2016, as well as a Charge/Mortgage of Land registered in the Land Registry Office for the Land Titles Division of York Region (No. 65) on May 18, 2016, as Instrument No. YR2473036 on the property municipally known as 10747 Bayview Avenue, Richmond Hill, Ontario.



DEVRY SMITH FRANK LLPPage 2

You are in default under your obligations to DUCA. We hereby demand payment of your indebtedness to our client. Unless payment of the total sum owing as aforesaid together with additional interest accrued and legal costs actually incurred to the date of payment or other satisfactory arrangements therefor are made within 15 days from the date thereof, DUCA shall take such steps as it deems necessary or desirable to recover payment of your indebtedness in full without further demand upon or notice to you. Such proceedings may include enforcement of DUCA's security.

Enclosed please find our client's Notice of Intention to Enforce Security which is served upon you pursuant to section 244(1) of the *Bankruptcy and Insolvency Act*, as well as notice being provided to you pursuant to Section 63(4) of the *Personal Property Security Act*, R.S.O. 1990, as amended.

Govern yourself accordingly.

Yours truly,

DEVRY SMITH FRANK LLP



Oren Chaimovitch (Devry)

OHC:tm

Encl.

**NOTICE PURSUANT TO SECTION 63(4) OF THE  
PERSONAL PROPERTY SECURITY ACT**

TO: Those persons set forth in Schedule "A" annexed hereto

TAKE NOTICE that default has been made in the payment of monies secured under the following security agreement (the "Security") granted by Bayview Creek (CIM) LP, CIM Invests Development Inc. and CIM Bayview Creek Inc. (the "Debtors") to DUCA Financial Services Credit Union Ltd. ("DUCA"):

- (a) a General Security Agreement dated May 13, 2016 in respect of which a financing statement was registered under the Personal Property Security Act (Ontario).

The collateral covered by the Security comprises all the undertaking, property and assets of the Debtors. (the "Collateral").

AND TAKE NOTICE that DUCA intends to dispose of the Collateral unless redeemed.

1. The amount required to satisfy the obligations secured by the Security as at June 9, 2020 in the amount of \$20,768,333.73 as more particularly set forth in Schedule "B" hereto plus interest thereon from June 9, 2020 to the date of payment at DUCA's prime rate of interest in effect from time to time plus 5.5% per annum, which as of today's date is equal to \$4,796.82 per day.
2. The estimated expenses of DUCA in taking, holding, preparing for disposition and disposing of the Collateral is \$5,000.00.
3. Upon receipt of payment, the payer will be credited with any rebates or allowances to which the Debtors. may be entitled.
4. DUCA hereby gives you notice that upon payment of the amounts due as above-described together with additional interest accrued and expenses actually incurred to the date of payment you may redeem the Collateral.
5. Unless payment of the amounts due as above-described is received by the earlier of 15 days from the date you actually receive this notice or 25 days after this notice is served upon you by registered mail, DUCA will dispose of the Collateral by private sale, public tender, public auction or otherwise and the Debtors., as well as any other person liable for payment of the obligations secured will be liable for any deficiency.

This notice is given to you because you may have an interest in the Collateral and you may be entitled to redeem the same.

2

DATED at Toronto, Ontario, this 10<sup>th</sup> day of June, 2020

DUCA FINANCIAL SERVICES CREDIT  
UNION LTD.

by its lawyers,

Messrs. Devry Smith Frank LLP  
95 Barber Greene Road, Suite 100  
Toronto, Ontario M3C 3E9

Per:



OREN CHAIMOVITCH

**SCHEDULE "A"**

Bayview Creek (CIM) LP  
502-55 Commerce Valley Drive West  
Markham, Ontario  
L3T 7V9

CIM Invests Development Inc.  
502-55 Commerce Valley Drive West  
Markham, Ontario  
L3T 7V9

CIM Bayview Creek Inc.  
502-55 Commerce Valley Drive West  
Markham, Ontario  
L3T 7V9

Jiubin Feng  
35 Penwood Crescent  
Toronto, Ontario  
M3B 3B1

Dianyuan Zhang  
5 Fairfield Place  
Thornhill, Ontario  
L3T 7M7

Xiaoxin Zhang  
5 Fairfield Place  
Thornhill, Ontario  
L3T 7M7

Romspen Investment Corporation  
162 Cumberland Street, Suite 300  
Toronto, ON M5R 3N5

Bryton Capital Corp. GP Ltd.  
65 Queen Street West, Suite 210  
Toronto ON M5H 2M5

GR (Can) Investment Co. Ltd.  
4342 Queen Street, Suite 203  
Niagara Falls, ON L2E 7J7

– 5 –

This is **Exhibit “E”** referred to in the Affidavit of JIUBIN FENG and SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, in the province of Ontario, Canada this 23<sup>rd</sup> day of November, 2020.

DocuSigned by:  
  
A4011B3271544AF...

---

A Commissioner for Taking Affidavits





DEVRY SMITH FRANK *LLP*  
Lawyers & Mediators

*Oren Chabnovitch@devrylaw.ca*

July 24, 2020 (REVISED)

Bayview Creek (CIM) LP  
502-55 Commerce Valley Drive West  
Markham, ON L3T 7V9

CIM Invests Development Inc.  
502-55 Commerce Valley Drive West  
Markham, ON L3T 7V9

CIM Bayview Creek Inc.  
502-55 Commerce Valley Drive West  
Markham, ON L3T 7V9

Xiaoxin Zhang  
5 Fairfield Place  
Thornhill, Ontario L3T 7M7

Jiubin Feng  
35 Penwood Crescent  
Toronto, Ontario M3B 3B1

Dianyuan Zhang  
5 Fairfield Place  
Thornhill, Ontario L3T 7M7

Dear Sirs:

**Re: DUCA Financial Services Credit Union Ltd. (the "Lender" or "DUCA"), credit facility in favour of Bayview Creek (CIM) LP, CIM Invests Development Inc. and CIM Bayview Creek Inc. (collectively, the "Borrower") secured, *inter alia*, by a Charge/Mortgage of Land registered in the Land Registry Office for the Land Titles Division of York Region (No. 65) on May 18, 2016, as Instrument No. YR2473036 (the "Charge") on the property municipally known as 10747 Bayview Avenue, Richmond Hill, Ontario (the "Property")**

This letter replaces our letters of March 17, 2020 and May 27, 2020, which were not accepted by you and are withdrawn.

As you know, we are solicitors for DUCA Financial Services Credit Union Ltd. We make reference to the commitment letter entered into among DUCA Financial Services Credit Union Ltd., Bayview Creek (CIM) LP by its general partner, CIM Invests Development Inc., and Jiubin Feng, Dianyuan Zheng and Xiaoxin Zhang (collectively, the "**Guarantors**") dated April 15, 2016, as amended by letter agreements dated April 12, 2017, April 26, 2018 and June 14, 2018, and our forbearance letters of March 6, 2019, and April 18, 2019 as replaced by a letter agreement dated May 22, 2019 (collectively referred to as the "**Commitment**"). All capitalized terms used herein shall have the meanings ascribed thereto in the Commitment unless otherwise indicated.

The Lender is prepared to consent to the increase of the existing second mortgage on the Property in favour of Bryton Capital Corp. GP Ltd. from \$20,000,000 to \$22,300,000 (the "**Further Financing**") and to forbear from enforcing the Security and Charge until the earlier of (i) the occurrence of a further event of Default (which includes the events of Default as defined in the Commitment as well as any non-compliance with your obligations hereunder); and (ii) September 30, 2020 (which shall hereinafter be referred to the "**Forbearance Deadline**" (which replaces the definition of Forbearance Deadline in the letter of May 22, 2019), and the period until the Forbearance Deadline is sometimes referred to as the "**Forbearance Period**" (which replaces the definition of Forbearance Period in the letter of May 22, 2019) on the following basis:

1. You shall pay the Lender within one business day of the advance of the Further Financing by Bryton Capital Corp. GP Ltd., but in any event by no later than August 7, 2020:
  - a. a forbearance fee of \$60,000.00 (the "**Forbearance Fee**"). The Forbearance Fee is payable in addition to the regular interest and other amounts payable under the Commitment;
  - b. the amount of \$20,000.00, to be applied towards payment of legal costs incurred by the Lender;
  - c. the amount of \$27,585.56, to be applied towards payment of appraisal costs incurred by the Lender;
  - d. the amount of \$565,000.00 to be added to the Interest Reserve to be applied as payment towards interest payable to the Lender;
2. You are to continue to provide DUCA with written progress reports on the severance process at 2 month intervals;
3. You are to otherwise comply with all of your obligations to the Lender set out in the Commitment and the Security save and except as may be provided herein. Further, you are to ensure that all encumbrances registered against the Property, including those that rank behind DUCA's Charge, are kept in good standing and that no enforcement proceeding are taken by any other chargee of the Property;

4. You are to provide DUCA, contemporaneously with the delivery of this agreement, a written consent (the "Consent") to a court-appointed receiver to be obtained without notice to you in the form of the Model Receivership Order of the Superior Court of Justice's Commercial List, in the form attached hereto as Schedule A. DUCA will hold the Consent in escrow, subject to the terms referred to below;
5. By signing below, you acknowledge and agree that:
  - a. events of Default have occurred and are continuing and we have demanded repayment of your indebtedness to the Lender and issued a Notice of Sale under the Charge;
  - b. you have received the demand letters (the "**Demands**") and the Notice of Intention to Enforce Security (the "**Notice**") issued by Devry Smith Frank LLP dated June 10, 2020 and the Notice of Sale under Mortgage (the "**Notice of Sale**") dated June 23, 2020. You agree that the issuance of Demands, the Notice and the Notice of Sale and their delivery were proper in all respects, the Indebtedness as set out therein is correct and that the Demands and the Notice have not been withdrawn but remain and will continue to remain in full force and effect. Upon acceptance of agreement formed by this letter and the receipt within the time allowed therefor of the funds referred to in paragraph 1 above and the Consent referred to in paragraph 4 above, the Notice of Sale shall be withdrawn. If an additional event of Default occurs under the Commitment or you default in your obligations hereunder, the Lender shall be permitted to use and rely on the Demands and the Notice and shall not be required to issue a fresh demand for payment or Notice of Intention to Enforce Security prior to enforcing its Security.
  - c. Each of you hereby waives any rights to have any of the Indebtedness waived or the costs included therein assessed;
  - d. You continue to have no defences, counterclaims or claims against DUCA, or rights of set off or reduction against the Indebtedness (or to enforcement of the Security) whatsoever and all such defences, counterclaims, claims or set off rights are expressly waived. Without limitation, you hereby release and discharge DUCA and its respective officers, directors, employees and agents from and against all claims and demands in respect of any actual or alleged action or omission of DUCA arising up to and including the date of this agreement;
  - e. None of the rights and remedies under the Commitment and/or the Security and none of the existing events of Default are waived or shall be deemed to be waived by the agreement formed by this letter. However, the Lender will agree to take no further steps in enforcement of its rights and remedies under the Security during the Forbearance Period, provided no further events of Default occur, the terms hereof are complied with, and the conditions to forbearance set out herein are met. If a further Default does occur, or the terms hereof are not complied with, or the condition to forbearance are not met, or if the Lender in its discretion believes its Security is in jeopardy, the full amount of the Indebtedness shall immediately become due and payable and the Lender may immediately and without further notice to you exercise



any or all of its rights, including enforcing the Security, and DUCA may immediately appoint a receiver at its discretion in accordance with the Consent attached hereto.

6. All of the Indebtedness (which when used herein means the Credit Facility and all fees, costs, interest and other amounts which may be owing to the Lender in accordance with the Commitment and Security) will be paid in full by the Forbearance Deadline. At that time, any additional legal costs incurred or amounts not paid in accordance with the terms of this letter shall be paid in full.
7. The agreement formed by this letter be construed in accordance with and governed by the laws of the Province of Ontario and the laws of Canada applicable therein. The Borrower and Guarantors irrevocably submit to the non-exclusive jurisdiction of the courts of such Province and acknowledge the competence of such courts and irrevocably agrees to be bound by a judgment of any such court.
8. The agreement formed by this letter is supplemental to and shall be read with and be deemed to be part of the Commitment and the Security, which shall be deemed to be amended *mutatis mutandis* as herein provided. Any reference to the Commitment or the Security in any agreements or documents entered into in connection with the Commitment or the Security shall mean the Commitment and the Security as amended hereby and all such agreements and documents are also hereby amended *pro tanto* to give effect to the agreement formed by this letter. All the terms and conditions of the Commitment and the Security, except insofar as the same are amended by the express provisions of the agreement formed by this letter, are confirmed and ratified in all respects, shall survive and shall not merge with or be extinguished by the execution and delivery of the agreement formed by this letter and shall hereafter continue in full force and effect, as amended.
9. The agreement formed by this letter may be executed in any number of separate counterparts by any one or more of the parties hereto, and all of said counterparts taken together shall constitute one and the same instrument. Delivery of an executed counterpart of the agreement formed by this letter by telecopier, PDF or by other electronic means shall be as effective as delivery of a manually executed counterparts.

The above offer is open for acceptance until July 31, 2020 at 1 pm unless earlier withdrawn. We require you to acknowledge acceptance by signing this letter in the space indicated below, and returning it to our office by that time along the Consent.

Yours truly,

DEVRY SMITH FRANK LLP




Oren Chaimovitch  
/ohc


DEVRY SMITH FRANK LLPPage 5

We hereby accept the above terms and conditions this \_\_\_\_\_ day of \_\_\_\_\_, 2020


**BAYVIEW CREEK (CIM) LP, by its general partner,  
CIM INVESTS DEVELOPMENT INC.**

Per:   
Jiubin Feng - President  
I have authority to bind the Corporation

**CIM INVESTS DEVELOPMENT INC.**

Per:   
Jiubin Feng - President  
I have authority to bind the Corporation

**CIM BAYVIEW CREEK INC.**

Per:   
Jiubin Feng - President  
I have authority to bind the Corporation

  
Jiubin Feng  
  
Dianyuan Zhang

\_\_\_\_\_  
Xiaoxin Zhang

Schedule A

Court File No.

ONTARIO  
**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

BETWEEN:

DUCA FINANCIAL SERVICES CREDIT UNION LTD.

Applicant

and

BAYVIEW CREEK (CIM) LP, CIM INVESTS DEVELOPMENT INC. and CIM BAYVIEW  
CREEK INC.

Respondents

**CONSENT TO RECEIVERSHIP ORDER**

**THE RESPONDENTS**, Bayview Creek (CIM) LP, CIM Invests Development Inc. and CIM Bayview Creek Inc., and the Applicant, DUCA Financial Services Credit Union Ltd., hereby consent to an Order for the appointment of a Receiver against them and of all of their assets, undertakings and properties of in the form of the Model Receivership Order of the Ontario Superior court of Justice Commercial List as amended from time to time, with such revisions as may be necessary and appropriate.

**THE RESPONDENTS**, Bayview Creek (CIM) LP, CIM Invests Development Inc. and CIM Bayview Creek Inc., and the Applicant, DUCA Financial Services Credit Union Ltd., certify that this Order does not affect the rights of any party under a disability.

Date: July , 2020

BAYVIEW CREEK (CIM) LP

Per: 

Name:

(I have the authority to bind the company)

Date: July , 2020

CIM INVESTS DEVELOPMENT INC.

Per: 

Name:

(I have the authority to bind the company)

Date: July , 2020

CIM BAYVIEW CREEK INC.

Per: 

Name:

(I have the authority to bind the company)

Date: July , 2020

DUCA FINANCIAL SERVICES CREDIT  
UNION LTD.

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

Name:

(I have the authority to bind the company)

## A Commissioner for Taking Affidavits

**STATEMENT OF ADVANCE****July 31, 2020**

**Bryton Capital Corp. GP Ltd. Mortgage Loan Amendment to  
CIM Bayview Creek Inc., Bayview Creek (CIM) LP and 10502715 Canada Inc.  
10747 Bayview Avenue, Richmond Hill, Ontario**

GROSS ADVANCE		\$	1,950,000.00
INTEREST EARNED			
On Advance Amount		\$	138.77
LESS: DUCA Financial Services Credit Union Ltd. Re: First Mortgage Interest Reserve Funds Payment	\$	565,000.00	
LESS: DUCA Financial Services Credit Union Ltd. Re: First Mortgage Forbearance Fee	\$	60,000.00	
LESS: Payment to Devry Smith Frank LLP Re: First Mortgage Legal Fees	\$	20,000.00	
LESS: Payment to Bryton Creek Residences Inc. Re: Western Parcel Termination of Agreement of Purchase and Sale As per Confirmation and Direction	\$	1,000,000.00	
LESS: Payment to Re: Property Appraisal	\$	27,585.00	
LESS: Payment to Treasurer, Town of Richmond Hill Re: Outstanding 2020 Realty Taxes	\$	129,558.75	
LESS: Payment to Stewart Title Guaranty Company Re: Property Title Insurance Amendment Endorsement As per attached Invoice #5786413	\$	3,526.20	
LESS: Holdback Owens Wright LLP Re: Estimated Legal Fees and Disbursements (\$75,000.00 plus H.S.T. and disbursements)	\$	85,950.00	
Net Advance to Borrower's Solicitors Himelfarb Proszanski, in Trust	\$	58,518.82	
TOTAL	\$	1,950,138.77	1,950,138.77

E. &.O.E.

- 7 -

This is **Exhibit “G”** referred to in the Affidavit of JIUBIN FENG and SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, in the province of Ontario, Canada this 23<sup>rd</sup> day of November, 2020.

DocuSigned by:  
  
A4011B3271544AF...

---

A Commissioner for Taking Affidavits





November 5, 2020

**RANDY H. LEBOW**  
Direct: 416.848.4707  
[rlebow@owenswright.com](mailto:rlebow@owenswright.com)

**Law Clerk: Janet Alvarado**  
Direct: 416.848.4702  
[jalvarado@owenswright.com](mailto:jalvarado@owenswright.com)

Our File No.: 10250-011

**DELIVERED BY REGISTERED AND ORDINARY MAIL**

**CIM BAYVIEW CREEK INC.**  
55 Commerce Valley Drive West  
Unit 502  
Markham, Ontario  
L3T 7V9

Attention: Jiubing Feng

**10502715 CANADA INC.**  
55 Commerce Valley Drive West  
Unit 502  
Markham, Ontario  
L3T 7V9

Attention: Jiubin Feng

**JIUBIN FENG (Guarantor)**  
35 Penwood Crescent  
Toronto, Ontario  
M3B 3B1

**DIAN YUAN ZHANG (Guarantor)**  
48 Ballard Crescent  
Newmarket, Ontario  
L3X 1S2

Dear Sirs:

**CIM BAYVIEW CREEK INC.**  
10747 Bayview Avenue  
Richmond Hill, Ontario  
L4C 0K9

Attention: Jiubin Feng

**BAYVIEW CREEK (CIM) LP**  
55 Commerce Valley Drive West  
Unit 502  
Markham, Ontario  
L3T 7V9

Attention: Jiubin Feng

**DIAN YUAN ZHANG (Guarantor)**  
5 Fairfield Place  
Thornhill, Ontario  
L3T 7M7

**Re:** Bryton Capital Corp. GP Ltd. (the “**Lender**”) Loan to CIM Bayview Creek Inc., 10502715 Canada Inc. and Bayview Creek (CM) LP, guaranteed by Jiubin Feng and Dian Yuan Zhang, secured by a second charge registered as number YR2972266, amended by Notice number YR3124735 against the lands and premises municipally known as 10747 Bayview Avenue, Richmond Hill, Ontario (the “**Property**”)

We are the solicitors for the Lender and have been retained in connection with the above-noted matter.

As you are aware, the Loan matured on November 1, 2020, and our client is not prepared to renew this Loan with you.

10250011-00339406.DOC:

300-20 Holly Street, Toronto, Ontario M4S 3B1  
**Tel:** 416.486.9800 | **Fax:** 416.486.3309  
[owenswright.com](http://owenswright.com)

## OWENS WRIGHT LLP

Page 2

Details of the amount of the Loan outstanding as of today are as follows:

Principal Balance as of November 1, 2020	\$22,300,000.00
Accrued Interest from Oct 1, 2019 to Jun 30, 2020	\$ 1,246,502.28
Accrued Interest from Jul 1, 2020 to Oct 31, 2020	\$ 600,645.83
Accrued Interest from Nov 1, 2020 to Nov 5, 2020	\$ 26,877.75
Penalty Fee (3 months' interest not repaid on or before maturity)	\$ 446,000.00
Owens Wright re: outstanding Invoice 128911	\$ 30,798.34
Owens Wright re: outstanding Invoice 129158	\$ 44,316.19
Owens Wright re: outstanding Invoice 129294	\$ 17,572.43
Owens Wright re: additional legal fees incurred to date	
Re: DUCA matters, plus H.S.T. and Disbursements	\$ 12,985.10
Owens Wright Legal Fee re: Demand Letter and BIA Notice	\$ 1,500.00
Owens Wright re: Discharge Legal Fees and Disbursements	\$ 1,750.00
<b>Total amount due as of November 5, 2020</b>	<b>\$24,728,947.92</b>

E. & O. E.

Per diem after 1:00 p.m. November 5, 2020: \$5,375.55

This letter shall serve as our client's demand for full repayment of the Loan. As a courtesy, our client is affording you ten (10) days from the date hereof to repay the Loan. To the extent our client is required to commence enforcement proceedings on the Loan after ten (10) days, no further notice will be delivered to you in respect to the same and you will be responsible for all costs, legal fees, expenses and interest that are incurred in such regard.

We trust further action will not be necessary and that you will govern yourself accordingly.

Yours very truly,

**OWENS WRIGHT LLP**



Randy H. Lebow\*

RHL/ja

*\*on behalf of Randy H. Lebow Professional Corporation*

c.c.: Himelfarb Proszanski, Attn: Brian McCutcheon, via email

## FORM 86

## Bankruptcy and Insolvency Act

Notice of Intention to Enforce a Security  
(Rule 124)

To: **CIM BAYVIEW CREEK INC.**, an insolvent corporation  
55 Commerce Valley Drive West  
Unit 502  
Markham, Ontario  
L3T 7V9

And to: All Parties Set out in Schedule "A" attached hereto

Take notice that:

1. **BRYTON CAPITAL CORP. GP LTD.**, a secured creditor ("**Bryton Capital**"), intends to enforce its security on the insolvent corporation's property described below:

- (a) the real property legally described as Part of Lot 25, Concession 2 (Markham), designated as Parts 1 and 2 on Plan 65R31680, Town of Richmond Hill, [being all of PIN 03186-4757 (LT)], in the Land Titles Division of the York Region Registry Office (No. 65) (the "**Registry Office**") and municipally known as 10747 Bayview Avenue, Richmond Hill, Ontario (the "**Property**");
- (b) all rents due or accruing to and all rights and entitlements of the landlord pursuant to the terms and conditions of all leases relating to the above mentioned real property, between the insolvent corporation as landlord and all tenants thereof;
- (c) all personal property of the insolvent corporation and/or the insolvent person, including without limitation all inventory equipment, machinery, fixtures, book debts, contractual rights, monies, chattel paper, intellectual property and good will of the insolvent corporation, together with all proceeds, additions, accretions and substitution therefore

2. The security that is to be enforced is the following:

- (a) Charge/Mortgage in the original amount of \$20,000,000.00, registered on the Registry Office on the 17<sup>th</sup> day of June, 2019, as Instrument No. YR2972266, against the Property (the "**Charge**");
- (b) Notice amending the principal amount of the Charge to \$22,300,000.00, registered in the Registry Office on the 31<sup>st</sup> day of July, 2020, as Instrument No. YR3124735, against the Property;
- (c) Assignment of Rents, registered in the Registry Office on the 17<sup>th</sup> day of June, 2019, as Instrument No. YR2972267, against the Property (the "**Assignment of Rents**");
- (d) General Security Agreement dated the 3<sup>rd</sup> day of June, 2019 (collectively the "**General Security Agreement**");
- (e) Assignment and Pledge of Security dated the 3<sup>rd</sup> day of June, 2019;
- (f) Assignment of Agreements of Purchase and Sale dated the 3<sup>rd</sup> day of June, 2019;
- (g) Assignment of Insurance Proceeds dated the 3<sup>rd</sup> day of June, 2019;
- (h) Assignment of Material Agreements dated the 3<sup>rd</sup> day of June, 2019;
- (i) Guarantee and Postponement of Claim dated the 3<sup>rd</sup> day of June, 2019, from Jiubin Feng and Dian Yuan Zhang (the "**Guarantee**");
- (j) Financing Statement in respect to the Assignment of Rents and the General Security Agreement registered pursuant to the Personal Property Security Act, Ontario registered as Registration No. 20190607 1418 1590 8501;

(k) Financing Statement in respect to the Guarantee registered pursuant to the Personal Property Security Act, Ontario registered as Registration No. 20190607 1420 1590 8502;

3. The total amount owing on the security to date is \$24,620,025.86 (inclusive of accrued interest and costs incurred thereon), together with legal fees incurred to date of \$108,922.06 plus H.S.T. and disbursements. Per diem interest is \$5,375.55.

4. The secured creditor will not have the right to enforce the security until after the expiry of the ten (10) day period following the sending of this notice, unless the insolvent person consents to an earlier enforcement.

DATED at Toronto, this 5<sup>th</sup> day of November, 2020.

BRYTON CAPITAL CORP. GP LTD.  
by its Solicitors,  
OWENS WRIGHT LLP

Per: 

Randy H. Lebow\*

\*on behalf of RANDY H. LEBOW PROFESSIONAL CORPORATION

OWENS WRIGHT LLP  
Barristers and Solicitors  
20 Holly Street  
Suite 300  
Toronto, Ontario M4S 3B1

**SCHEDULE "A"****CIM BAYVIEW CREEK INC.**

10747 Bayview Avenue  
Richmond Hill, Ontario  
L4C 0K9

Attention: Jiubin Feng

**CIM BAYVIEW CREEK INC.**

c/o Himelfarb Proszanski  
480 University Avenue  
Suite 1401  
Toronto, Ontario  
M5G 1V2

**10502715 CANADA INC.**

55 Commerce Valley Drive West  
Unit 502  
Markham, Ontario  
L3T 7V9

**BAYVIEW CREEK (CIM) LP**

55 Commerce Valley Drive West  
Unit 502  
Markham, Ontario  
L3T 7V9

Attention: Jiubin Feng

**JIUBIN FENG**

35 Penwood Crescent  
Toronto, Ontario  
M3B 3B1

**DIAN YUAN ZHANG**

5 Fairfield Place  
Thornhill, Ontario  
L3T 7M7

**DIAN YUAN ZHANG**

48 Ballard Crescent  
Newmarket, Ontario  
L3X 1S2

– 8 –

This is **Exhibit “H”** referred to in the Affidavit of JIUBIN FENG and SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, in the province of Ontario, Canada this 23<sup>rd</sup> day of November, 2020.

DocuSigned by:  
  
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A Commissioner for Taking Affidavits

RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194600.72

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 1  
( 11329)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE  
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : 10502642 CANADA INC.

FILE CURRENCY : 17NOV 2020

ENQUIRY NUMBER 20201118194600.72 CONTAINS 1 PAGE(S), 0 FAMILY(IES).

NO REGISTRATIONS ARE REPORTED IN THIS ENQUIRY RESPONSE.

MILLER THOMSON LLP  
40 KING STREET WEST, SUITE 5800  
TORONTO ON M5H 3S1



RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194528.68

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 1  
( 11319 )

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE  
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : CIM BAYVIEW CREEK INC.

FILE CURRENCY : 17NOV 2020

ENQUIRY NUMBER 20201118194528.68 CONTAINS 10 PAGE(S), 4 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME  
WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER  
SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

MILLER THOMSON LLP

40 KING STREET WEST, SUITE 5800  
TORONTO ON M5H 3S1



(crfj5 06/2019)

CONTINUED... 2

Ontario

572



RUN NUMBER : 323  
 RUN DATE : 2020/11/18  
 ID : 20201118194528.68

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PPSR060  
 PAGE : 2  
 ( 11320 )

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : CIM BAYVIEW CREEK INC.  
 FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 760145193

01 CHAPTER PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTRATION  
 FILING NO. OF PAGES 001 2 20200214 1727 6083 9050 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME CIM BAYVIEW CREEK INC.  
 04 ADDRESS 55 COMMERCE VALLEY DRIVE WEST MARKHAM  
 ONTARIO CORPORATION NO. 10502642  
 ON L3T 7V9

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME 10502715 CANADA INC.  
 07 ADDRESS 55 COMMERCE VALLEY DRIVE WEST MARKHAM  
 ONTARIO CORPORATION NO. 10502715  
 ON L3T 7V9

08 SECURED PARTY / GR (CAN) INVESTMENT CO. LTD.  
 09 ADDRESS 4342 QUEEN STREET, SUITE 203 NIAGARA FALLS ON L2E 7J7

10 COLLATERAL CLASSIFICATION  
 CUSTOMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED 1200000 MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

13 GENERAL AS PER THE RESTATMENT OF AND AMENDMENT TO THE LOAN AGREEMENTS DATED  
 14 COLLATERAL FEBRUARY 26, 2019 AND MAY 14, 2019, THE SECURITIES PLEDGE AGREEMENT  
 15 DESCRIPTION DATED FEBRUARY 12, 2020 AND THE GENERAL SECURITIES AGREEMENT DATED

16 REGISTERING TAN AND ASSOCIATES  
 17 ADDRESS 505-1315 LAWRENCE AVENUE EAST TORONTO ON M3A 3R3

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED... 3



(07/10/06/11/19)

RUN NUMBER : 323  
 RUN DATE : 2020/11/18  
 ID : 20201118194528.68

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 3  
 ( 11321 )

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : CIM BAYVIEW CREEK INC.  
 FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 760145193

01 CAPTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTRATION REGISTRATION  
 FILING NO. OF PAGES SCHEDULE NUMBER NUMBER NUMBER  
 002 2 20200214 1727 6683 9050

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME BAYVIEW CREEK (CIM) LP  
 04 ADDRESS 10747 BAYVIEW AVENUE RICHMOND HILL ONTARIO CORPORATION NO. L4C 0K9

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME  
 07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY /  
 09 ADDRESS ONTARIO CORPORATION NO.

10 COLLATERAL CLASSIFICATION :  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED DATE OF MATURITY OR NO. FILED  
 V.I.N. MODEL

11 MOTOR YEAR MAKE  
 12 VEHICLE

13 GENERAL FEBRUARY 12, 2020  
 14 COLLATERAL  
 15 DESCRIPTION

16 REGISTERING  
 17 AGENT ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*  
 CONTINUED...

4



(en français 06/2019)

RUN NUMBER : 323  
 RUN DATE : 2020/11/18  
 ID : 20201118194528.68

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 4  
 ( 11322 )

## TYPE OF SEARCH BUSINESS DEBTOR

SEARCH COMPLETED ON : CIM BAYVIEW CREEK INC.  
 FILE CURRENCY : 17NOV 2020

## FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER  
 752098491

CAUTION: TOTAL: MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES: 001 2 SCHEDULE NUMBER ORDER PERIOD  
 20190607 1418 1590 8501 P PPSA 5

00  
 01  
 02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT

02 DEBTOR NAME  
 03 BUSINESS NAME  
 04 ADDRESS  
 05 DATE OF BIRTH  
 06 BUSINESS NAME  
 07 ADDRESS  
 08 SECURED PARTY /  
 09 CLAIM CLAIMANT  
 10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE  
 13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION  
 16 REGISTERING  
 17 AGENT



(c) 11/06/2019

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 Ontario

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RUN NUMBER : 323  
 RUN DATE : 2020/11/18  
 ID : 20201118194528.68

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 5  
 ( 11323 )

TYPE 11 SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : CIM BAYVIEW CREEK INC.  
 FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEU

FILE NUMBER  
 752098491

00 CREDITON PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE MEMBER INDEX PERIOD  
 002 2 20190607 1418 1590 8501

01

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME BAYVIEW CREEK (CIM) LP  
 04 ADDRESS 55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM  
 ON M5B 2M5  
 ONTARIO CORPORATION NO.  
 05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME BAYVIEW CREEK (CIM) LP  
 07 ADDRESS 10747 BAYVIEW AVENUE  
 RICHMOND HILL  
 ONTARIO CORPORATION NO.  
 L4G 0K9

08 SECURED PARTY /  
 09 WHEN CERTIFICATE  
 ADDRESS

10 COLLATERAL CLASSIFICATION  
 CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FILED  
 BOON INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

V.I.N.

MODEL

YEAR MAKE

11 MOTOR  
 12 VEHICLE

13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION

16 REGISTERING  
 17 AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

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(e/f) 11/11/2019

RUN NUMBER : 323  
 RUN DATE : 2020/11/18  
 ID : 20201118194528.69

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSER060  
 PAGE : 6  
 ( 11324 )

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : CIM BAYVIEW CREEK INC.  
 FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00	FILE NUMBER	745934094
01	CAPTION	003
02	DATE OF BIRTH	20181116 1209 1862 5706 P PPSA
03	BUSINESS NAME	CIM BAYVIEW CREEK INC.
04	ADDRESS	55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM
05	DATE OF BIRTH	20181116 1209 1862 5706 P PPSA
06	BUSINESS NAME	10502715 CANADA INC.
07	ADDRESS	55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM
08	REQUIRED PARTY /	ROMSPEN INVESTMENT CORPORATION
09	ADDRESS	162 CUMBERLAND STREET, SUITE 300 TORONTO
10	COLLATERAL CLASSIFICATION	NO. FILED
11	MOTOR	DATE OF
12	VEHICLE	MAJORITY OF
13	GENERAL	NATURALITY DATE
14	COLLATERAL	
15	DESCRIPTION	
16	REGISTERING	
17	AGENT	

BLANEY MCOURTRY LLP (J. FILIPPONE)

ADDRESS 2 QUEEN STREET EAST, SUITE 1500

TORONTO

ON M5C 3G5

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED... 7



(en) 06/2018



RUN NUMBER : 323

RUN DATE : 2020/11/18

ID : 20201118194528.58

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060

PAGE : 7

( 11325 )

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : CIM BAYVIEW CREEK INC.  
FILE CURRENCY : 17NOV 2020

## FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
745934094

01 CHARGES: 002 003  
FILE NO. OF PAGES: 002 003  
MOTOR VEHICLE REGISTRATION NUMBER: 20161116 1209 1862 6706  
REGISTRATION PERIOD: 20161116 1209 1862 6706

02 DEBTOR: DATE OF BIRTH: FIRST GIVEN NAME: INITIAL: SURNAME:  
03 NAME: BUSINESS NAME: BAYVIEW CREEK (CIM) LP  
04 ADDRESS: 55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM  
ONTARIO CORPORATION NO. L3T 7V9  
ON L3T 7V9

05 DEBTOR: DATE OF BIRTH: FIRST GIVEN NAME: INITIAL: SURNAME:  
06 NAME: BUSINESS NAME: XIAOXIN  
07 ADDRESS: 5 FAIRFIELD PLACE THORNHILL  
ONTARIO CORPORATION NO. L3T 7M7  
ON L3T 7M7

08 SECURED PARTY /  
09 TRUST CERTIFICATE: ADDRESS:

10 COLLATERAL CLASSIFICATION: CONSUMERS: MOTOR VEHICLE: AMOUNT: DATE OF: NO. FIXED:  
GOODS: INVENTORY EQUIPMENT ACCOUNTS OTHER: INCLUDED: MATURITY OR: MATURITY DATE:

11 MOTOR: YEAR MAKE: MODEL: V.I.N.

12 VEHICLE:

13 GENERAL: COLLATERAL: DESCRIPTION:

14 REGISTERING: AGENT: ADDRESS:

15

16 \*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*  
17 CONTINUED...



(en français)



RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194528.68

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 9  
( 11327)

TYPE OF SEARCH : BUSINESS DESTOR

SEARCH CONDUCTED ON : CIM BAYVIEW CREEK INC.  
FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR ITEM

00 FILE NUMBER  
740688345

01 CREDITORS PAGE TOTAL : 1 MOTOR VEHICLE REGISTRATION : 5  
FILING NO. OF PAGES : 001 SCHEDULE : 20180619 1525 1590 2752 P PPSA

02 DEBTOR : DATE OF BIRTH : FIRST GIVEN NAME : INITIAL : SURNAME :  
03 NAME : BUSINESS NAME : CIM BAYVIEW CREEK INC.  
04 ADDRESS : 502-55 COMMERCE VALLEY DRIVE WEST MARKHAM  
ON L3T 7V9

05 DEBTOR : DATE OF BIRTH : FIRST GIVEN NAME : INITIAL : SURNAME :  
06 NAME : BUSINESS NAME :  
07 ADDRESS : ONTARIO CORPORATION NO.

08 SECURED PARTY : ADDRESS :  
09 DUCA FINANCIAL SERVICES CREDIT UNION LTD.  
5290 YONGE STREET TORONTO ON M2N 5P9

10 COLLATERAL CLASSIFICATION :  
GOODS : INVENTORY EQUIPMENT ACCOUNTS OTHER : INCLUDED : DATE OF MATURITY OR NO. FIXED :  
Maturity Date

11 MOTOR : YEAR MAKE : MODEL : V.I.N. :  
12 VEHICLE

13 GENERAL :  
14 COLLATERAL :  
15 DESCRIPTION :  
16 REGISTERING : CHALTONS LLP (DB/42372)  
17 AGENT : 5000 YONGE STREET, 10TH FLOOR TORONTO ON M2N 7E9

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED... 10



(e/11u 06/2019)



RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194528.68

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 10  
( 11328 )

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : CIM BAYVIEW CREEK INC.  
FILE CURRENCY : 17/NOV 2020

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
760145193	20200214	1727	6083 9050
752098491	20190607	1418	1590 8501
745934094	20181116	1209	1862 6706
740688345	20180619	1525	1590 2752

4 REGISTRATIONS(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.



RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194452.42

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 1  
( 11308)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE  
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : BAYVIEW CREEK (CIM) LP

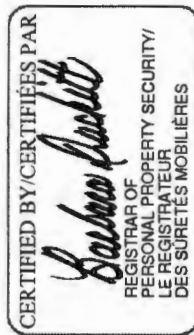
FILE CURRENCY : 17NOV 2020

ENQUIRY NUMBER 20201118194452.42 CONTAINS 11 PAGE(S), 4 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME  
WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER  
SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

MILLER THOMSON LLP

40 KING STREET WEST, SUITE 5800  
TORONTO ON M5H 3S1



CONTINUED... 2

RUN NUMBER : 323  
 RUN DATE : 2020/11/18  
 IP : 20201118194452.42

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPLY : PSSR060  
 PAGE : 2  
 ( 11309 )

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : BAYVIEW CREEK (CIM) LP  
 FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 760145193

01 CLAIMANT PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED PERIOD  
 FILING NO. OF PAGES SCHEDULE NUMBER UNDER P PSA 5  
 001 2 20200214 1727 6083 9050

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME CIM BAYVIEW CREEK INC.

04 ADDRESS 55 COMMERCE VALLEY DRIVE WEST MARKHAM  
 ON L3T 7V9

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME 10502715 CANADA INC.

07 ADDRESS 55 COMMERCE VALLEY DRIVE WEST MARKHAM  
 ON L2E 7J7

08 SECURED PARTY / GR (CAN) INVESTMENT CO. LTD.

09 ADDRESS 4342 QUEEN STREET, SUITE 203 NIAGARA FALLS

COLLATERAL CLASSIFICATION

10 GOOD INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MOTOR VEHICLE AMOUNT NO. FILED  
 X X X X X 12000000 DATE OF MATURITY OR MATURITY DATE

11 YEAR MAKE MODEL V.I.N.

12 MOTOR VEHICLE

13 GENERAL AS PER THE RESTATEMENT OF AND AMENDMENT TO THE LOAN AGREEMENTS DATED  
 14 COLLATERAL FEBRUARY 26, 2019 AND MAY 14, 2019, THE SECURITIES PLEDGE AGREEMENT  
 15 DESCRIPTION DATED FEBRUARY 12, 2020 AND THE GENERAL SECURITIES AGREEMENT DATED

16 REGISTERING TAN AND ASSOCIATES

17 AGENT ADDRESS 506-1315 LAWRENCE AVENUE EAST TORONTO ON M3A 3R3

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED... 3



(e/f) 11/06/2019

RUN NUMBER : 323  
 RUN DATE : 2020/11/18  
 ID : 20201118194452.42

PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : PSSR060  
 PAGE : 3  
 ( 11310)

TYPE OF SEARCH : BUSINESS DEBTOR  
 SEARCH CONDUCTED ON : BAYVIEW CREEK (CIM) LP  
 FILE CURRENCY : 17NOV 2020

FORM 15 FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 750145193

01 CAUTION PAGE 002 OF 2  
 REGISTRATION NUMBER 20200214 1727 6083 9050  
 REGISTRATION PERIOD

02 DEBTOR FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BAYVIEW CREEK (CIM) LP  
 04 ADDRESS 10747 BAYVIEW AVENUE  
 RICHMOND HILL

ONTARIO CORPORATION NO.  
 ON L4C 0K9

05 DEBTOR DATE OF BIRTH  
 06 NAME BUSINESS NAME  
 07 ADDRESS

ONTARIO CORPORATION NO.

08 SECURED PARTY /  
 09 FROM THE DEBTOR ADDRESS

10 COLLATERAL CLASSIFICATION  
 11 MOTOR VEHICLE  
 12 YEAR MAKE MODEL V.I.N.  
 13 GENERAL COLLATERAL DESCRIPTION  
 14 FEBRUARY 12, 2020  
 15  
 16 REGISTERING AGENT ADDRESS  
 17

AMOUNT NO. FIXED  
 Maturity or Maturity Date

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

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(en) 11u 06/2019)



RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194452.42

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 4  
( 11311 )

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : BAYVIEW CREEK (CIN) LP  
FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
752098491

01 CHARTER PAGE 001 OF PAGES 2  
FILE NO. 001 OF PAGES 2  
MOTOR VEHICLE REGISTRATION REGISTRATION REGISTRATION  
SCHEDULE INDEX PERIOD  
20190607 1418 1590 8501 P PPSA 5

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME CIM BAYVIEW CREEK INC.

04 ADDRESS 55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
06 NAME BUSINESS NAME 10502715 CANADA INC.

07 ADDRESS 55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM

08 SECURED PARTY / BRYTON CAPITAL CORP. GP LTD.

09 ADDRESS 65 QUEEN STREET WEST, SUITE 210 TORONTO

10 COLLATERAL CLASSIFICATION  
MOTOR VEHICLE AMOUNT NO FIXED  
DATE OF MATURITY OR

11 MOTOR YEAR MAKE MODEL V.I.N.

12 VEHICLE

13 GENERAL  
14 COLLATERAL  
15 DESCRIPTION

16 REGISTERING OWENS WRIGHT LLP (RL/ZCL)

17 AGENT ADDRESS 20 HOLLY STREET, SUITE 300 TORONTO

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

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RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194452.42

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 5  
( 11312 )

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : BAYVIEW CREEK (CIM) LP  
FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
752098491

01 CAPTION PAGE NO. OF PAGES TOTAL MOTOR VEHICLE REGISTRATION NUMBER REGISTRATION PERIOD  
FILING 002 2 20190607 1418 1590 8501

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME BAYVIEW CREEK (CIM) LP  
04 ADDRESS 55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM

ONTARIO CORPORATION NO.  
ON M5H 2M5

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
06 NAME BUSINESS NAME BAYVIEW CREEK (CIM) LP  
07 ADDRESS 10747 BAYVIEW AVENUE

ONTARIO CORPORATION NO.  
ON L4C 0K9

08 SECURED PARTY /  
THIS COMPANY

RICHMOND HILL

EDUCATIONAL CLASSIFICATION

09 DEBTOR INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED DATE OF MATURITY OR MATURITY DATE

10 YEAR MAKE

MODEL

V.I.N.

11 MOTOR  
12 VEHICLE

13 GENERAL  
14 COLLATERAL  
15 DESCRIPTION

16 REGISTERING  
17 AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

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RUN NUMBER : 323  
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PROVINCE OF ONTARIO  
 MINISTRY OF GOVERNMENT SERVICES  
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
 ENQUIRY RESPONSE  
 CERTIFICATE

REPORT : FSSR060  
 PAGE : 6  
 ( 11313)

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : BAYVIEW CREEK (CIM) LP  
 FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
 745934094

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
 FILING NO. OF PAGES SCHEDULE MEMBER LENDER PERIOD  
 001 003 20181116 1209 1862 6706 P PPSA 3

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 03 NAME BUSINESS NAME CIM BAYVIEW CREEK INC.  
 04 ADDRESS 55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM  
 ONTARIO CORPORATION NO. L3T 7V9

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
 06 NAME BUSINESS NAME 10502715 CANADA INC.  
 07 ADDRESS 55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM  
 ONTARIO CORPORATION NO. L3T 7V9

08 SECURED PARTY / FIRST GIVEN NAME INITIAL SURNAME  
 09 ADDRESS 162 CUMBERLAND STREET, SUITE 300 TORONTO  
 ON M5R 3N5

10 COLLATERAL CLASSIFICATION  
 CHARGES MOTOR VEHICLE AMOUNT DATE OF NO. FILED  
 GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

V.I.N.

MODEL

YEAR MAKE

11 MOTOR  
 12 VEHICLE

13 GENERAL  
 14 COLLATERAL  
 15 DESCRIPTION

BLANEY MCURTRY LLP (J. FILIPPONE)

16 REGISTERING ADDRESS 2 QUEEN STREET EAST, SUITE 1500 TORONTO  
 17 AGENT ON M5C 3G5

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

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(c) 11a 06/2019

RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194452.42

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : FSSR060  
PAGE : 7  
( 11314 )

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : BAYVIEW CREEK (CIM) LP  
FILE CURRENCY : 17NOV 2020

FORM IC FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
745934094

01 CAUTION ENCL TOTAL MOTOR VEHICLE REGISTRATION REGISTRATION  
FILING NO. OF PAGES SCHEDULE MEMBER PERIOD  
20181116 1209 1862 6706

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME BAYVIEW CREEK (CIM) LP  
04 ADDRESS 55 COMMERCE VALLEY DRIVE WEST, UNIT 502 MARKHAM  
ON L3T 7V9

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
06 NAME BUSINESS NAME XIAOTIN ZHANG  
07 ADDRESS 5 FAIRFIELD PLACE THORNHILL  
ON L3T 7M7

08 SECURED PARTY /  
09 MOTOR VEHICLE /  
ADDRESS

10 COLLATERAL CLASSIFICATION  
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED DATE OF MATURITY OR NO FIXED MATURITY DATE

11 MOTOR YEAR MAKE MODEL V.I.N.

12 TRUCK

13 GENERAL

14 COLLATERAL

15 DESCRIPTION

16 REGISTERING

17 AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

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RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194452.42

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 8  
( 11315 )

## TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH COMPLETED ON : BAYVIEW CREEK (CUM) LP  
FILE CURRENCY : 17NOV 2020

## FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
745934094

01 CHARGES PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTRATION REGISTRATION  
FILING NO. OF PAGES 003 20181116 1209 1862 6706

02 DEBTOR DATE OF BIRTH 12AUG1968  
03 NAME BUSINESS NAME

INITIAL Y  
SURNAME ZHANG

FIRST GIVEN NAME DIAN

04 ADDRESS

5 PAIRFIED PLACE

THORNHILL

ONTARIO CORPORATION NO.  
ON L3T 7N7

05 DEBTOR DATE OF BIRTH 07MAY1966  
06 NAME BUSINESS NAME

FIRST GIVEN NAME JUDITH

INITIAL  
SURNAME PENG

07 ADDRESS

35 PENWOOD CRESCENT

TORONTO

ONTARIO CORPORATION NO.  
ON W3B 3B1

08 SECURED PARTY /  
09 LIES CREATION

COLLATERAL CLASSIFICATION  
CONSUMER  
BOOKS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED

DATE OF MATURITY OR MATURITY DATE

NO FILED

11 MOTOR YEAR MAKE

12 VEHICLE

MODEL

V.I.N.

13 GENERAL

14 COLLATERAL

15 DESCRIPTION

16 REGISTERING

17 AGENT

ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED...

9



(c) 11/11/2019

RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194452.42

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 9  
( 11316)

## TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : BAYVIEW CREEK (CIM) LP  
FILE CURRENCY : 17NOV 2020

## FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
716295312

01 CHUPTON PAGE TOTAL MOTOR VEHICLE REGISTRATION ENLIGHTENED REGISTRATION  
FILING NO. OF PAGES 001 2 20160504 0904 1793 3587 P PSA 6

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME BAYVIEW CREEK (CIM) LP  
04 ADDRESS 9140 LESLIE STREET, UNIT 310 RICHMOND HILL ONTARIO CORPORATION NO. L4B0A9

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
06 NAME BUSINESS NAME CIM INVESTS DEVELOPMENT INC.  
07 ADDRESS 9140 LESLIE STREET, UNIT 310 RICHMOND HILL ONTARIO CORPORATION NO. L4B0A9

08 SECURED PARTY / DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
09 NAME BUSINESS NAME DUC FINANCIAL SERVICES CREDIT UNION LTD.  
ADDRESS 5290 YONGE STREET TORONTO ON M2N5P9

10 COLLATERAL CLASSIFICATION  
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED DATE OF MATURITY OR MATURITY DATE  
MODEL V.I.N.

11 MOTOR YEAR MAKE  
12 VEHICLE

13 GENERAL ALL PRESENT AND FUTURE SECURITY INTERESTS WITH RESPECT TO 10747  
14 COLLATERAL BAYVIEW AVENUE, RICHMOND HILL ONTARIO, INCLUDING, BUT NOT LIMITED  
15 DESCRIPTION TO, A GENERAL SECURITY AGREEMENT AND GENERAL ASSIGNMENT OF RENTS

16 REGISTERING ROBINS APPELEY LLP (CINDY APPELEGATH)  
17 AGENT ADDRESS 120 ADELAIDE ST. WEST SUITE 2600 TORONTO ON M5H1T1

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*  
CONTINUED... 10



RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194452.42

PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 10  
( 11317)

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : BAYVIEW CREEK (CIM) LP  
FILE CURRENCY : 17NOV 2020

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER  
716795312

01 CHAPTER PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION  
FILING NO. OF PAGES 002 20160504 0904 1793 3587 UNDER PSEED

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
03 NAME BUSINESS NAME CIM DEVELOPMENTS INC.  
04 ADDRESS 9140 LESLIE STREET, UNIT 310 RICHMOND HILL  
ONTARIO CORPORATION NO. L4B0A9 ON

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME  
06 NAME BUSINESS NAME  
07 ADDRESS  
ONTARIO CORPORATION NO.

08 SECURED PARTY / FIRST GIVEN NAME ADDRESS  
09 ADDRESS

10 COMBUSTION CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FILED  
DOORS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 MOTOR YEAR MAKE MODEL V.I.N.

13 GENERAL RELATED THERETO.

14 COLLATERAL DESCRIPTION

16 REGISTERING AGENT ADDRESS

\*\*\* FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. \*\*\*

CONTINUED...

11



PROVINCE OF ONTARIO  
MINISTRY OF GOVERNMENT SERVICES  
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM  
ENQUIRY RESPONSE  
CERTIFICATE

REPORT : PSSR060  
PAGE : 11  
( 11318 )

RUN NUMBER : 323  
RUN DATE : 2020/11/18  
ID : 20201118194452.42

TYPE OF SEARCH : BUSINESS DEBTOR  
SEARCH CONDUCTED ON : BAYVIEW CREEK (CIN) LP  
FILE CURRENCY : 17NOV 2020

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
760145193	20200214	1727	6083 9050
752098491	20190607	1418	1590 8501
745934094	20181116	1209	1862 6706
716295312	20160504	0904	1793 3587

4 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.



This is **Exhibit “I”** referred to in the Affidavit of JIUBIN FENG and SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, in the province of Ontario, Canada this 23<sup>rd</sup> day of November, 2020.

DocuSigned by:  
  
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A Commissioner for Taking Affidavits

**- Creditor Mailing List -****594**

In the matter of the proposal of  
CIM Bayview Creek Inc.  
of the City of Thornhill, in the Province of Ontario

Creditor Type	Name	Attention	Address	Claim \$
Secured	Bryton Creek Residences Inc.		65 Queen Street West, Ste 210 Toronto ON M5H 2M5	250.00
	DUCA Financial Services	Sergiu Cosmin	5290 Yonge Street Toronto ON M2N 5P9	250.00
	GR Can and Monest Financial Inc.		4342 Queen Street, Suite 203 Niagara Falls ON L2E 7J7	250.00
Unsecured	10176974 Canada Inc.		22 Bellside Drive Markham ON L3P 7B8	268,415.30
	8302871 Canada Ltd.		55 Commerce Valley Drive West, Unit #502 Markham ON L3T 7V9	1.00
	Alectra Utilities Corporation		PO Box 3700 Concord ON L4K 5N2	605.87
	Arton Design Ltd.		20 East Beaver Creek Road Richmond Hill ON L4B 1G1	53,333.10
	Arton Landscaping Ltd.		274 Browndale Crescent Richmond Hill ON L4C 3J2	128,435.56
	Avesdo Inc.		1183 King Street West, Suite 200 Toronto ON M6K 3C5	4,237.50
	Bousfields Inc.		3 Church Street Toronto ON M5E 1M2	5,591.24
	Canada Revenue Agency		CEBA - Government Loan Sudbury Tax Centre, Post office box 20000, Stn A Sudbury ON P3A 5C1	10,048.95
	CEBA-RBC Bank		260 East Beaver Creek Road Richmond Hill ON L4B 3M3	1.00
	CIM International Dev. Inc.		55 Commerce Valley Drive West, Unit#502 Markham ON L3T 7V9	2,300.00
	CIM Investment Inc.		69 Manila Avenue Markham ON L6C 0R7	464,901.00
	Devine Park LLP		250 Yonge Street, Ste 2302 Toronto ON M5B 2L7	4,001.90
	Dickinson Wright LLP		120 Adelaide Street West Toronto ON M5H 1T1	2,661.90
	DJH & Partners LLP		305-350 Highway 7E Richmond Hill ON L4B 3N2	5,650.00
	Evans Planning Inc.		8481 Keele Street Concord ON L4K 1Z7	3,688.40
	EXP Services Inc.		220 Commerce Valley Drive West, Suite 110 Markham ON L3T 0A8	16,711.08
	Fan Yu		4 St. Maritz Way, Unit #5 Markham ON L3R 4E8	547,923.50
	Global King Inc.		340 Ferrier Street, Unit #8 Markham ON L3R 2Z5	287,620.34
	GR (CAN) Investment Co. Ltd.		7516 Lionshead Avenue Niagara Falls ON L2G 7T2	1.00
	Greck and Associates Limited		5770 Hwy 7 #3 Woodbridge ON L4L 1T8	2,774.15
	Heavenly Resources Financial Group Inc.		203-7030 Woodbine Avenue Markham ON L3R 6G2	206,666.61

**- Creditor Mailing List -****595**

In the matter of the proposal of  
CIM Bayview Creek Inc.  
of the City of Thornhill, in the Province of Ontario

Creditor Type	Name	Attention	Address	Claim \$
Unsecured	Himelfarb Proszanski		480 University Avenue #1401 Toronto ON M5G 1V2	18,395.38
	Huixian Wang		136 Denlow Blvd. Toronto ON M3B 3J2	104,972.68
	Jie Liu		904-535 Proudfoot Lane London ON N6H 5X2	1.00
	Kwokin Lo		15 Gadani Drive Markham ON L6E 0R1	277,650.27
	Lili Sheng		45 Sir Tristram Place Markham ON L3P 2Y1	270,874.32
	Liyong Yang		55 Bloor St. E Toronto ON M4W 1A9	550,710.38
	Meng Wang Jie Lin		509-565 Proudfoot Lane London ON N6H 0A1	239,392.41
	Ministry of Finance	Collections Branch	33 King Street West PO Box 627 Oshawa ON L1H 8H5	1.00
	Monest Financial Inc.		250 Consumers Road, Unit # 1008 North York ON M2J 4V6	102,513.66
	Reprodux		130 Willowdale Ave. North York ON M2N 4Y2	130.65
	Royal Victoria Winery Inc.		Unit #310 55 Commerce Valley Drive West, Unit #502 Markham ON L3T 7V9	1.00
	Schaeffer Dzaldov Bennett Ltd.		64 Jardin Drive, #1 Concord ON L4K 3P3	7,237.65
	Shuwei Yuan		23 Glenstroke Drive Scarborough ON M1S 3A1	7,557.28
	SOSCIA Engineering		307 - 10376 Yonge Street Richmond Hill ON L4C 3B8	2,712.00
	Stantec Consulting Ltd.		300W - 675 Cochrane Drive Markham ON L3R 0B8	32,638.14
	T2 Utility Engineers Inc.		6-1075 N. Service Road West Oakville ON L6M 2G2	44,646.30
	The Town of Richmond Hill		225 East Beaver Creek Road, Ground Floor Richmond Hill ON L4B 3P4	35,000.00
	Workplace Safety and Insurance Board		200 Front Street West Toronto ON M5V 3H1	1,653.36
	WSP Canada Group Limited		100 Commerce Valley Drive West Thornhill ON L3T 0A1	2,952.69
	Xiaodong Luo		368 The Bridle Walk Markham ON L6C 2L9	270,874.32
	Yanfeng Chen		90 Cedar Brae Blvd. Scarborough ON M1J 2K5	429,786.81
	Yinghong Hu		32 Ostick Street Aurora ON L4G 7K5	192,024.59
	Yumin Zhu on behalf of Yurong Wang		40 Begonia Street Markham ON L6E 0P9	283,333.33
	Zhaoan Sui		46 Stollery Pond Crescent Markham ON L6C 0V1	277,595.63

**- Creditor Mailing List -****596**

In the matter of the proposal of  
CIM Bayview Creek Inc.  
of the City of Thornhill, in the Province of Ontario

Creditor Type	Name	Attention	Address	Claim \$
Unsecured	Zheng Yan		30 Abbeywood Trail North York ON M3B 3B3	411,038.25
	ZY Investments Inc.		5 Fairfield Pl Thornhill ON L3T 7M7	19,834.19



– 10 –

This is **Exhibit “J”** referred to in the Affidavit of JIUBIN FENG and SWORN BEFORE ME via video-conference with the deponent in the City of Richmond Hill, in the province of Ontario, Canada this 23<sup>rd</sup> day of November, 2020.

DocuSigned by:  
  
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A Commissioner for Taking Affidavits

**November 23, 2020**

**CIM Bayview Creek Inc.**

502-55 Commerce Valley Drive West  
Markham, ON L3T 7V9

**Attention: Jiubin Feng, President and Chief Executive Officer**

**Re: Debtor-in-Possession financing of CIM Bayview Creek Inc.**

**WHEREAS** CIM Bayview Creek Inc. (the “**Borrower**”) filed a Notice of Intention to Make a Proposal (the “**NOI**”) pursuant to s. 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 C.B-3, as amended (the “**BIA**”) on October 29, 2020. Grant Thornton Limited was appointed as proposal trustee (the “**Proposal Trustee**”) in the proceedings initiated by the filing of the NOI (the “**Proposal Proceeding**”).

**AND WHEREAS** the Borrower, in consultation with the Proposal Trustee, intends to undertake a marketing and sales process (the “**Sales Process**”) to facilitate the sale of the property municipally known as 10747 Bayview Avenue, Richmond Hill (the “**Property**”) in order to fund a proposal to the Borrower’s creditors.

**AND WHEREAS** the Borrower requires immediate funding to manage the Proposal Proceeding and the Sales Process.

**AND WHEREAS** for the purposes of financing the Borrower’s short-term liquidity requirements and other general corporate purposes throughout the Proposal Proceeding, Cardinal Advisory Limited (the “**DIP Lender**”) has agreed to advance to the Borrower a DIP loan advance in the amount of CAD \$400,000.

**NOW THEREFORE** in consideration of the foregoing and the mutual covenants and agreements set forth below, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties hereby agree as follows:

**SUMMARY OF TERMS FOR DIP FACILITY**

- 1. Borrower:** CIM Bayview Creek Inc.
- 2. Lender:** Cardinal Advisory Limited
- 3. DIP Facility:** The principal amount of CAD \$400,000 (the “**DIP Facility**”).
- 4. Fees:** The Borrower shall pay a commitment fee in the amount of CAD \$15,000 on the date of execution of this Term Sheet, which shall be fully earned and non-refundable whether or not the financing closes.

**5. Funding Conditions and Release:**

The DIP Facility will be available to the Borrower, subject to all other terms and conditions of this Term Sheet, immediately after the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issues an order (the “**DIP Order**”), in form and substance acceptable to the DIP Lender, approving the terms of this DIP Facility and authorizing the Borrower to enter into this Term Sheet.

Forthwith after execution and Court approval of this Term Sheet, the DIP Facility shall be advanced by the DIP Lender to the Proposal Trustee (in trust), as needed, in installments of not less than \$50,000, as approved by the Proposal Trustee.

**6. Purpose of DIP Facility:**

The Borrower shall use the proceeds of the DIP Facility to fund the costs associated with the Proposal Proceeding and the administration of the Sales Process.

For greater certainty, the Borrower may not use the proceeds of the DIP Facility to pay any pre-filing obligations of the Borrower without the prior written consent of the DIP Lender and the Proposal Trustee.

**7. Term and Repayment:**

The DIP Facility shall terminate and all amounts outstanding under the DIP Facility shall be immediately due and payable on the earliest to occur of (the “**DIP Termination Date**”):

- (a) March 31, 2021, or such other date as may be agreed to by the DIP Lender, the Proposal Trustee and the Borrower, in writing;
- (b) the closing of any transaction for the purchase and sale of the Property; and
- (c) the termination, expiration or conversion of the Proposal Proceeding.

**8. Interest:**

Interest shall be payable on all amounts outstanding under the DIP Facility at a rate of fourteen percent (14%) per annum. Interest shall accrue monthly and shall be paid, in full, on the DIP Termination Date.

**9. DIP Security:**

All present and future obligations of the Loan Parties under or in connection with the DIP Facility and this Term Sheet will be secured by a charge on the Property of the Borrower pursuant to a Court ordered charge in the Proposal Proceeding, ranking in priority to all other security interests, encumbrances and charges save and except for the administration charge against the property in the amount of \$250,000 (the “**DIP Lender’s Charge**”).

**10. The DIP Order:** The DIP Order shall be in form and substance satisfactory to the DIP Lender, acting reasonably, and shall include:

- (a) provisions approving this Term Sheet and the DIP Facility;
- (b) provisions granting the DIP Lender's Charge in favour of the DIP Lender;
- (c) provisions authorizing the DIP Lender to effect registrations, filings and recordings wherever in its discretion it deems appropriate regarding the DIP Lender's Charge;
- (d) provisions providing that the DIP Lender's Charge shall be valid and effective to secure all of the obligations of the Borrower to the DIP Lender hereunder, without the necessity of the making of any registrations or filings and whether or not any other documents have been executed by the Borrower;
- (e) provisions declaring that the granting of the DIP Lender's Charge and all other documents executed and delivered to the DIP Lender as contemplated herein, including, without limitation, all actions taken to perfect, record and register the DIP Lender's Charge, do not constitute conduct meriting an oppression remedy, settlement, fraudulent preference, fraudulent conveyance or other challengeable or reviewable transaction under any applicable federal or provincial legislation; and
- (f) provisions restricting the granting of any additional liens or encumbrances on the assets of the Borrower, including the Property, other than as permitted herein and in the DIP Order.

**11. Covenants:** Until the DIP Termination Date, the Borrower will:

- (a) promptly on the receipt by the Borrower of the same, give the DIP Lender a copy of any Notice of Motion or Application to vary, supplement, revoke, terminate or discharge the DIP Order, including (without limitation) any application to the Court for the granting of new security that will or may have priority over the DIP Lender's Charge, or otherwise for the variation of the priority of the DIP Lender's Charge;
- (b) cause the Proposal Trustee to provide the DIP Lender with any additional financial information reasonably requested by the DIP Lender, to the extent that it is readily available; and

- 4 -

(c) not, without the prior written consent of the DIP Lender, incur any borrowings or other secured indebtedness, obligations or liabilities, other than the DIP Facility, or create or grant any security (other than the DIP Lender's Charge) over any of the Property, whether ranking in priority to or subordinate to the DIP Lender's Charge.

**12. Costs**

The Borrower shall pay, on demand, all reasonable fees, costs and expenses of the DIP Lender incurred in connection with the preparation, due diligence, negotiation, execution, amendment, administration, and enforcement of the DIP Facility, this Term Sheet and with respect to the Proposal Proceeding (including, without limitation, all reasonable legal fees, disbursements and other charges). The DIP Lender shall be entitled to credit such fees incurred from any un-advanced funds, upon written notice to the Borrower and the Proposal Trustee.

**13. Further  
Assurances:**

The Borrower will, at its own expense and promptly on demand by the DIP Lender at any time, do such acts and things and execute and deliver such deeds and documents as the DIP Lender may request to give effect to any other provisions set out hereunder.

**14. Assignment:**

Neither the DIP Lender nor the Borrower shall assign the benefit of any of the provisions set out herein.

**15. Governing Law:**

The DIP Facility and the provisions set out herein shall be governed and construed in all respects in accordance with the laws of Ontario and the laws of Canada applicable therein.

**16. Acceptance:**

The DIP Facility shall not become available to the Borrower until and unless the Borrower returns a copy of this Term Sheet to the DIP Lender (by electronic transmission or personal delivery), countersigned by the Borrower pursuant to the authority granted to the Borrower by the DIP Order.

Dated this 23<sup>rd</sup> day of November, 2020.

**CARDINAL ADVISORY LIMITED**

By: \_\_\_\_\_

Name: Bill Panagiotakopoulos

Title: President

I have authority to bind the corporation

- 5 -

**ACCEPTANCE**

**TO:           CARDINAL ADVISORY LIMITED**

For good and valuable consideration received, CIM Bayview Creek Inc. accepts and agrees to comply with the provisions of the Term Sheet set out above.

Dated this \_\_\_\_ day of November, 2020.

**CIM BAYVIEW CREEK INC.**

By: \_\_\_\_\_

Name: Jiubin Feng

Title: President and CEO

I have authority to bind the corporation.

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
CIM BAYVIEW CREEK INC.

District of Ontario  
Division No. 09-Toronto  
Court File No. 31-2684629  
Estate File No. 31-2684629

<b>ONTARIO</b> <b>SUPERIOR COURT OF JUSTICE</b> <b>(Commercial List)</b>	
Proceeding commenced at Toronto	
<b>AFFIDAVIT</b>	
<b>MILLER THOMSON LLP</b> Scotia Plaza 40 King Street West, Suite 5800 Toronto, ON Canada M5H 3S1	
<b>David Ward LSO #: 33541W</b> Tel: 416.595.8625 / Fax: 416.595.5695 dward@millerthomson.com	
<b>Larry Ellis LSO #: 49313K</b> Tel: 416.595.8639 / Fax: 416.595.5695 lellis@millerthomson.com	
<b>Tamie Dolny LSO #: 77958U</b> Tel: 416.597.6076 / Fax: 416.595.8695 tdolny@millerthomson.com	
Lawyers for CIM Bayview Creek Inc.	

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
CIM BAYVIEW CREEK INC.

District of Ontario  
Division No. 09-Toronto  
Court File No. 31-2684629  
Estate File No. 31-2684629

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(Commercial List)**

Proceeding commenced at Toronto

**MOTION RECORD**

**MILLER THOMSON LLP**  
Scotia Plaza  
40 King Street West, Suite 5800  
Toronto, ON Canada M5H 3S1

**David Ward LSO #: 33541W**  
Tel: 416.595.8625 / Fax: 416.595.5695  
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lellis@millerthomson.com

**Tamie Dolny LSO #: 77958U**  
Tel: 416.597.6076 / Fax: 416.595.8695  
tdolny@millerthomson.com

Lawyers for CIM Bayview Creek Inc.



DUCA FINANCIAL SERVICES CREDIT UNION LTD.  
Applicant

-and-

BAYVIEW CREEK (CIM) LP ET AL  
Respondents

Court File No. CV-21-00665128-00CL

*ONTARIO*

**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding Commenced at  
TORONTO

**APPLICATION RECORD  
Volume 4 of 5  
(returnable August 11, 2021)**

DEVRY SMITH FRANK *LLP*  
Lawyers & Mediators  
95 Barber Greene Road, Suite 100  
Toronto, Ontario M3C 3E9

LAWRENCE HANSEN  
LSO #41098W

Tel.: 416-449-1400/249-888-6626  
lawrence.hansen@devrylaw.ca

Lawyers for the applicant Duca Financial  
Services Credit Union Ltd.