

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

THE HONOURABLE MR.) MONDAY, THE 11TH
)
JUSTICE CAVANAGH) DAY OF JANUARY, 2021

B E T W E E N :

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and -

**NOBLE HOUSE DEVELOPMENT CORPORATION,
2307400 ONTARIO INC. and 2209326 ONTARIO LTD.**

Respondents

ANCILLARY ORDER

THIS MOTION, msi Spergel inc. (“**Spergel**”), in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of all the assets, undertakings and properties (collectively, the “**Property**”) of Noble House Development Corporation (“**Noble House**”), 2307400 Ontario Inc. (“**230**”) and 2209326 Ontario Ltd. (“**220**” and, together with Noble House and 230, the “**Debtor**”), acquired for, or used in relation to a business carried on by the Debtor, for an order, *inter alia*: (i) approving the First Report of the Receiver dated December 21, 2020 and the supplement thereto dated January 7, 2021 (collectively, the “**First Report**”) and the actions of the Receiver described therein, including, without limitation, the

statement of receipts and disbursements appended thereto; (ii) sealing the Confidential Appendices to the First Report (the “**Confidential Appendices**”) until closing of the Transaction (as defined in the First Report) or further Order of the Court; (iii) approving certain relief in respect of the Abandoned Records (as defined below); (iv) approving certain relief in respect of the Additional Muskoka Properties (as defined in the First Report); and (v) approving the fees and disbursements of the Receiver and its counsel, was heard this day via teleconference due to the Covid-19 crisis.

ON READING the First Report and appendices thereto (including, without limitation, the fee affidavits appended thereto (the “**Fee Affidavits**”), the Factum of the Receiver dated January 5, 2021, the Affidavit of Giuseppe Luongo sworn January 6, 2021 and the Affidavit of John Jarvis sworn January 6, 2021, and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavits of Christine Doyle, filed,

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the First Report and the activities of the Receiver described therein be and are hereby approved, including, without limitation, the statement of receipts and disbursements appended thereto.
3. **THIS COURT ORDERS** that the Confidential Appendices be and are hereby sealed until closing of the Transaction or further Order of the Court.

4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to turn over the books and records located in the spaces denoted as “Abandoned Records” in Schedule “C” hereto (collectively, the “**Abandoned Records**”) to Lloyds Underwriters and 3303128 Canada Inc. T/A Alternative Risk Services (collectively, “**Lloyds**”).
5. **THIS COURT ORDERS** that Lloyds shall remove the Abandoned Records at its own expense prior to January 25, 2021, and the Receiver is directed to provide reasonable access for up eight hours to Lloyds to allow the removal of the Abandoned Records.
6. **THIS COURT ORDERS** that Lloyds shall be responsible for all damage, if any, occasioned to the Crescent Road Property (as defined in the First Report) caused by Lloyds from the removal of the Abandoned Records and shall compensate the Receiver for same.
7. **THIS COURT ORDERS AND DIRECTS** the Land Registrar of the Muskoka Land Registry Office (No. 35) to amend the parcel register for the lands described in Schedule “A” hereto by deleting the instrument registered as Instrument No. MT227144.
8. **THIS COURT ORDERS AND DIRECTS** the Land Registrar of the Parry Sound Land Registry Office (No. 42) to amend the parcel registers for the lands described in Schedule “B” hereto by deleting the instrument registered as Instrument No. GB129757.
9. **THIS COURT ORDERS** that, for the purpose only of paragraphs 9 and 10 of the Order (Appointing Receiver) made in this proceeding by The Honourable Mr. Justice Hainey on February 20, 2020, the term “Property” shall be deemed from the date hereof to exclude the lands described in Schedule “A” and Schedule “B” hereto.

10. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Fee Affidavits, be and are hereby approved.

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

12. **THIS COURT ORDERS** that, notwithstanding Rule 59.05 of the *Rules of Civil Procedure* (Ontario), this Order is effective from the date on which it is made, and is enforceable without any need for entry and filing; provided, however, that any party may nonetheless submit a formal order for original, signing, entry and filing, as the case may be.

SCHEDULE "A"

1. PIN 48114-0337 (LT)

PT LT 14 N OF RIVER WMR, 15 N OF RIVER WMR,, 16 N OF RIVER WMR PL 6
BRACEBRIDGE AS IN DM322903 (SECONDLY) & PT 1 & 3, 35R17718;
BRACEBRIDGE ; THE DISTRICT MUNICIPALITY OF MUSKOKA

SCHEDULE "B"

1. PIN 52139-0177 (LT)

PT LT 6 W/S ONTARIO ST, 7 W/S ONTARIO ST PL 26 AS IN RO150252; S/T
RO92804; BURK'S FALLS

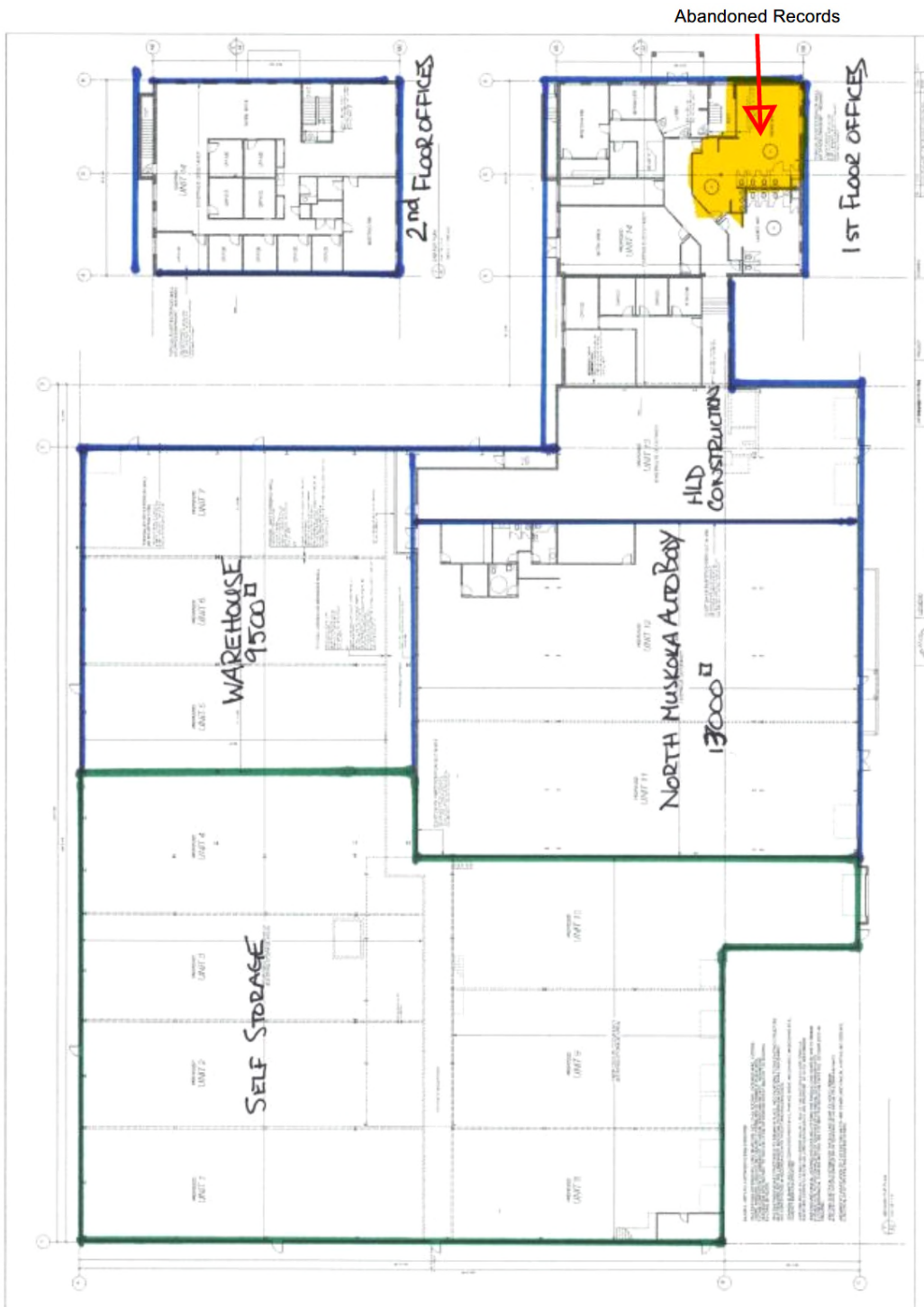
2. PIN 52142-0217 (LT)

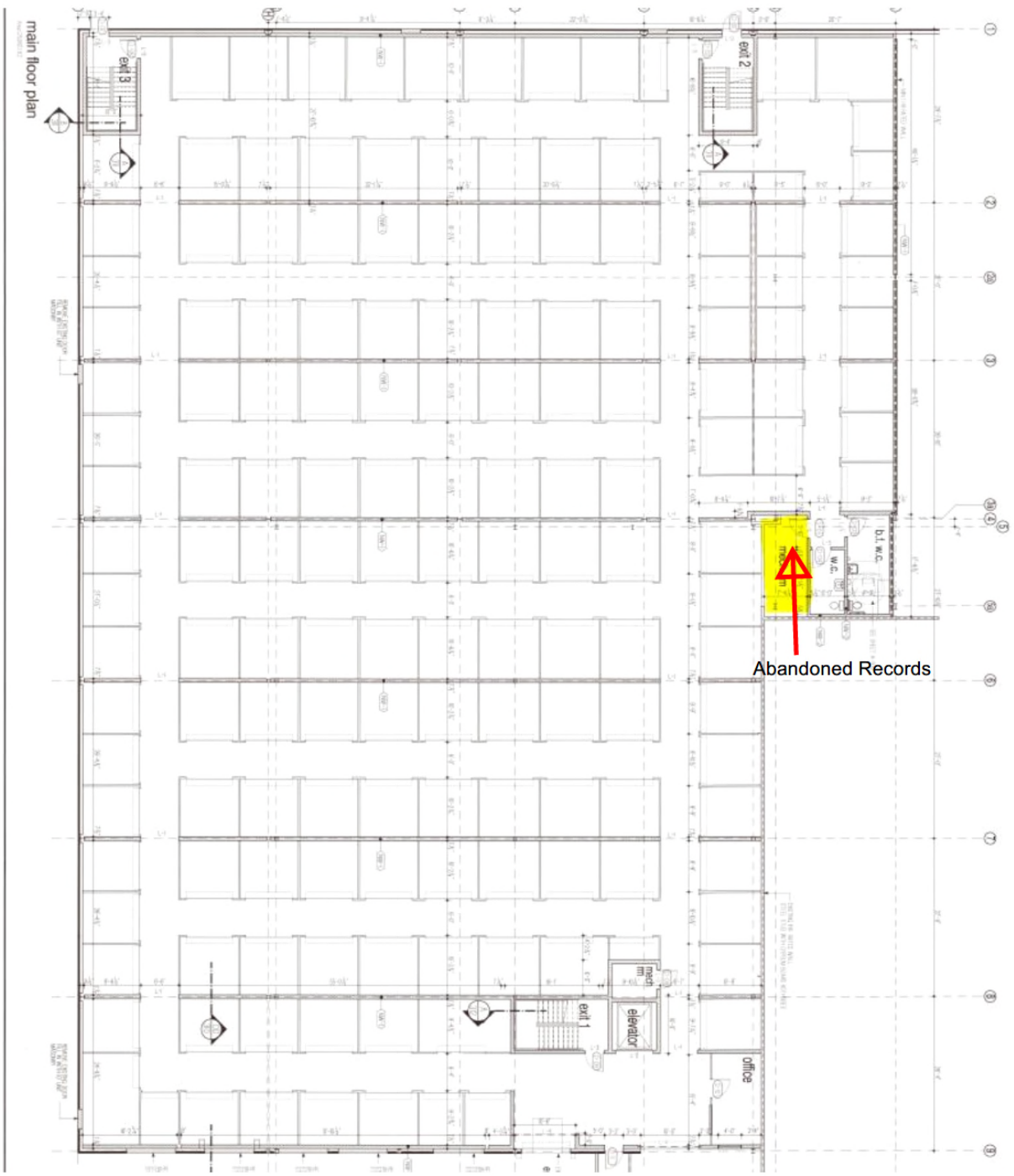
LT 48 RCP 315; ARMOUR

3. PIN 52139-0183 (LT)

PT LT 10 W/S ONTARIO ST PL 26 AS IN RO182431; BURK'S FALLS

SCHEDULE "C"





PACE SAVINGS & CREDIT UNION LIMITED

-and-

**NOBLE HOUSE DEVELOPMENT
CORPORATION, 2307400 ONTARIO INC. and
2209326 ONTARIO LTD.**

Applicant

Respondents

Court File No. CV-20-00635946-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ANCILLARY ORDER

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