



Court File No. CV-23-00699908-00CL

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

IN THE MATTER OF SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990 C. C.43, AS AMENDED

THE) MONDAY, THE 3rd
)
HONOURABLE) DAY OF JUNE, 2024

JUSTICE KIMMEL

BETWEEN : **NHE CAPITAL CORP.** Applicant

- and -

111 SHERWOOD INVESTMENTS INC. Respondent

SALE PROCESS APPROVAL ORDER

THIS MOTION, made by KSV Restructuring Inc., in its capacity as the Court-appointed receiver and manager (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and properties of 111 Sherwood Investments Inc. (the "**Debtor**"), including, without limitation, the real property owned by the Debtor municipally known as 111 Sherwood Drive, Brantford, Ontario and all proceeds thereof (the "**Property**"), for an order, among other things, approving (i) the proposed Sale Process (as defined and described in the First Report of the Receiver dated May 28, 2024 (the "**First Report**")), and (ii) the First Report and the Receiver's activities and conduct therein, was heard this day by judicial videoconference.

ON READING the First Report (including the appendices thereto), and on hearing the submissions of counsel for the Receiver, and such other counsel as was present, no one else appearing although properly served, as appears from the affidavit of Jamie Ernst sworn and filed.

SERVICE AND DEFINITIONS

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

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

SALE PROCESS

3. **THIS COURT ORDERS** that the proposed Sale Process be and is hereby approved. The Receiver is hereby authorized to carry out the Sale Process and to take such steps as it considers necessary or desirable in carrying out its obligation thereunder, subject to prior approval of this Court being obtained before completion of any transaction under the Sale Process. The listing agreement dated May 28, 2024 between the Receiver and Colliers Macaulay Nicolls Inc. is also hereby approved.

4. **THIS COURT ORDERS** that without limiting paragraph 3 of this Order, the Receiver is authorized to take any and all steps necessary to commission environmental studies and/or reports as may be required, in the sole discretion of the Receiver, to facilitate the Sale Process. All tenants located on the Property are required to cooperate with the Receiver and provide reasonable access

of their leased spaces to the Receiver and any professional retained to assist with the Sale Process, including any such studies or reports.

5. **THIS COURT ORDERS** that the Receiver and its affiliates, partners, directors, employees, advisors, agents and controlling persons shall have no liability with respect to any and all losses, claims, damages or liability of any nature or kind to any person in connection with or as a result of performing its duties under the Sale Process, except to the extent such losses, claims, damages or liabilities arise or result from the gross negligence or wilful misconduct of the Receiver, as determined by this Court.

PIPEDA

6. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, S.C. 2000, c. 5, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a "**Sale**"). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by the Debtor, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.


APPROVAL OF THE RECEIVER'S ACTIVITIES AND REPORT

7. **THIS COURT ORDERS** that the First Report is hereby approved and the activities and conduct of the Receiver as described therein is hereby ratified and approved; provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approvals.

GENERAL

8. **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.

9. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. on the date of this Order.

 Digitally signed by
Jessica Kimmel
Date: 2024.06.03
13:36:25 -04'00'

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- and -

111 SHERWOOD INVESTMENTS INC.

Applicant

Respondent

**ONTARIO
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Proceeding commenced at Toronto

SALE PROCESS APPROVAL ORDER

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Counsel to KSV Restructuring Inc., solely in its
capacity as Court-appointed Receiver and not in its
personal capacity