



SUPERIOR COURT OF JUSTICE

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-24-00715321-00CL

DATE: **30-AUG-2024**

NO. ON LIST: 3

TITLE OF PROCEEDING: CONSTANTINE ENTERPRISES INC. v. MIZRAHI (128 HAZELTON) INC.
et al.

BEFORE: JUSTICE CAVANAGH

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party, Crown:

| Name of Person Appearing (and how they wish to be addressed, e.g. pronouns and/or prefix; also, if they wish, the phonetic pronunciation of their name) | Name of Party | Phone Number | Email Address |
|---|---|---------------------|--|
| Jennifer Stam | Norton Rose Fulbright Canada LLP, Counsel for KSV Restructuring Inc., in its capacity as Receiver | 416.202.6707 | Jennifer.stam@nortonrosefulbright.com |
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| Constantine Enterprises Inc. | | |
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For Defendant, Respondent, Responding Party, Defence:

| Name of Person Appearing (and how they wish to be addressed, e.g. pronouns and/or prefix; also, if they wish, the phonetic pronunciation of their name) | Name of Party | Phone Number | Email Address |
|---|---|---------------------|--|
| Steve Weisz | Cozen O'Connor LLP, Counsel for the Respondents, Mizrahi (128 Hazelton) Inc. and Mizrahi 128 Hazelton Retail Inc. | 647.417.5334 | SWeisz@cozen.com |
| Jerome Morse | Morse Shannon LLP, Counsel for Sam Mizrahi | 416.941.5856 | jmorse@morseshannon.com |
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For Other:

| Name of Person Appearing (and how they wish to be addressed, e.g. pronouns and/or prefix; also, if they wish, the phonetic pronunciation of their name) | Name of Party / Organization | Phone Number | Email Address |
|---|--|---------------------|--|
| Bobby Kofman | Receiver, KSV Restructuring Inc. | 416.932.6228 | bkofman@ksvadvisory.com |
| Edmond Lamek | DLA Piper LLP, Counsel for the Purchaser of the Level 1 Unit | 416.365.3444 | Edmond.lamek@ca.dlapiper.com |
| Denise Bambrough | Borden Ladner Gervais LLP, Counsel for Aviva Insurance Company of Canada | 416.367.6008 | DBambrough@blg.com |

ENDORSEMENT OF JUSTICE CAVANAGH:

- [1] the Receiver moves for approval of certain proposed transactions including:
- a. a transaction contemplated by an agreement of purchase and sale dated June 14, 2024 (the “Stalking Horse APA”) between the Receiver and Constantine Enterprises Inc. (“CEI”) for the purchase and sale of the Retail APS (as defined in the materials) and vesting all of Retail’s right, title and interest in and to the Retail APS to CEI; and
 - b. a transaction (the “Level 1 Unit Transaction”) for the sale of the Level 1 Unit (as defined in the materials) contemplated by the Retail APS, to be assigned to Hazy Holdings Inc. (“Hazy Holdings”) pursuant to an agreement of purchase and sale dated as of August 20, 2024 between CEI and Hazy Holdings, and a consent to assignment agreement dated as of August 20, 2024 among CEI, Hazy Holdings, and the Receiver, and vesting all of Hazelton’s right, title and interest in and to the Level I Unit to Hazy Holdings.
- [2] The Receiver also things an order sealing the confidential appendix to the second report of the Receiver 20, 2024 pending the closing of the Level one Unit Transaction or further order of the Court.
- [3] This part of the Receiver’s motion is unopposed.
- [4] I am satisfied that the *Soundair* principles are satisfied and that the requested Order should be made. In this respect, I accept the Receiver’s submissions in paragraph 33 of its factum.
- [5] I accept that the requested sealing order should be made. The *Sherman Estate* principles are satisfied.
- [6] Order to issue in form of Order signed by me today.
- [7] The balance of the Receiver’s motion is adjourned to September 20, 2024.