

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

B E T W E E N:

TANDIA FINANCIAL CREDIT UNION LIMITED

Applicant

and

1557113 ONTARIO INC., 1870431 ONTARIO INC., 2500994 ONTARIO LTD.  
AND 2544924 ONTARIO INC.

Respondents

**MOTION RECORD OF THE COURT-APPOINTED RECEIVER,  
BDO CANADA LIMITED**

January 31, 2024

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TO: SERVICE LIST

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# TAB 1

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

B E T W E E N:

**TANDIA FINANCIAL CREDIT UNION LIMITED**

Applicant

- and -

**1557113 ONTARIO INC., 1870431 ONTARIO INC., 2500994 ONTARIO LTD. AND  
2544924 ONTARIO INC.**

Respondents

**IN THE MATTER OF AN APPLICATION UNDER SECTION 243(1) OF THE *BANKRUPTCY  
AND INSOLVENCY ACT, RSC 1985, c. B-3, AS AMENDED; AND SECTION 101 OF THE  
COURTS OF JUSTICE ACT, RSO 1990, c. C.43, AS AMENDED***

**NOTICE OF MOTION**

*(Returnable February 7, 2024 at 10:00 AM by Zoom videoconference)*

BDO Canada Limited, in its capacity as the Court-Appointed receiver and manager (in such capacities, the “**Receiver**”) of all of the assets, undertakings and properties of each of 1557113 Ontario Inc., 1870431 Ontario Inc., 2500994 Ontario Ltd., and 2544924 Ontario Inc. (collectively, the “**Debtors**”) acquired for or used in relation to a business carried on by the Debtors will make a motion to a Judge of the Commercial List on Wednesday, February 7, 2024 at 10:00, or as soon after that time as the Motion can be heard.

**PROPOSED METHOD OF HEARING:** The Motion is to be heard by video conference at the following videoconference coordinates:

Meeting ID: 659 7987 5939 Passcode: 879894

<https://ca01web.zoom.us/j/65979875939?pwd=VVRJZHVVVRWQ1cGdkRERtTGpRajNFUT09#success>

**THE MOTION IS FOR** an Order:

- (a) Abridging the time for service and filing of this Notice of Motion and the Motion Record such that the Motion is properly returnable on February 7, 2024 and dispensing with further service thereof;
- (b) Approving the proposed sale process (the “**Sale Process**”) outlined in the First Report;
- (c) Authorizing the Receiver to enter into listing agreements with Colliers Macaulay Nicolls Inc. for the sale of the Gas Stations (defined below);
- (d) Approving the First Report of the Receiver dated January 31, 2024 (the “**First Report**”) and the activities and conduct of the Receiver described therein;
- (e) Approving the Receiver’s request to increase the amount that the Receiver is authorized and empowered to borrow under paragraph 22 of the order of Justice Osborne dated November 17, 2023 (the “**Appointment Order**”) from \$200,000 to \$500,000, with all further borrowings drawn by the Receiver in connection

therewith being secured under the Receiver's Borrowings Charge as defined in paragraph 22 of the Appointment Order;

- (f) Authorizing and directing the Receiver, *nunc pro tunc*, to redact from the First Report served on the parties named in the service list, the summary of listing proposals attached as **Confidential Appendix 1** to the First Report;
- (g) Sealing the unredacted version of the First Report, including Confidential Appendix 1 to the First Report filed with this Court from the public record, until the earlier of the closing of the transactions for the sale of the Gas Stations or further order of this Court;
- (h) Approving the fees and disbursements of the Receiver for the period of November 17, 2023 to and including December 31, 2023;
- (i) Approving the fees and disbursements of the Receiver's independent counsel, Dickinson Wright LLP, for the period of November 17, 2023 to and including December 28, 2023; and
- (j) Such further and other relief as to this Honourable Court may seem just.

#### **THE GROUNDS FOR THE MOTION ARE**

- (a) The Receiver was appointed by Order of Justice Osborne dated November 17, 2023 (the "**Appointment Order**") on application of the Debtors' first-ranking secured creditor, Tandia Financial Credit Union Limited ("**Tandia**"), to whom, as of

August 22, 2023, the Debtors were collectively indebted in the approximate amount of \$12,027,241;

- (b) In the endorsement, pursuant to which the Appointment Order was granted, Justice Osborne directed that the Appointment Order be held in abeyance and would become effective on December 1, 2023, unless certain refinancing of the Debtors' indebtedness closed by November 30, 2023;
- (c) As the contemplated refinancing did not close by November 30, 2023, the Appointment Order became effective on December 1, 2023;
- (d) The Debtors' business includes operating Shell gas stations in Kaladar ("**Kaladar Shell**") and Cloyne, Ontario ("**Cloyne Shell**") and Esso gas stations in Trenton ("**Trenton Esso**") and Belleville, Ontario ("**Belleville Esso**") from real properties owned by the Debtors (collectively, the "**Gas Station(s)**");
- (e) Although the Gas Stations were open and selling to the public when the Receiver commenced its mandate, the Kaladar Shell and the Trenton Esso had no fuel inventory and were not selling fuel, and the Cloyne Shell had limited fuel supply and its pylon was not functioning;
- (f) The Receiver's activities have included engaging a third party manager to assist with the day-to-day operations and management of the Gas Stations, arranging for the supply of fuel to the Gas Stations, attending to obtaining a new environmental impairment liability policy for the Trenton Esso, attending to liquor licensing applications, and communicating with various stakeholders;

- (g) The Receiver invited four real estate brokers to make listing proposals for the sale of the Gas Stations, including the underlying real properties owned by the Debtors;
- (h) The Receiver considered the various proposals, and recommends that it be authorized to enter into listing agreements with Colliers Macaulay Nicolls Inc. (“**Colliers**”), who had the lowest commission, to list and market the Gas Stations, including the underlying real properties, for sale;
- (i) As the summary of listing proposals attached as Confidential Appendix 1 of the First Report contains proposed listing prices (other than \$1.00), the Receiver recommends that it be sealed until the earlier of the closing of the transactions for the sale of the Gas Stations or further order of the Court;
- (j) The Receiver proposes to list each Gas Station individually for sale on an “as is where is” basis, although nothing will prevent prospective buyers from submitting offers for all four Gas Stations;
- (k) The proposed Sale Process contemplates the preparation of marketing materials to be distributed broadly, listing the Gas Stations on MLS for \$1.00, and evaluating offers in or around March and April, 2024, with a view to selecting the successful bidder by May 2024. The Receiver may extend or vary this timeline, acting reasonably;
- (l) The proposed Sale Process recommended by the Receiver is reasonable in the circumstances given the nature of the Debtors’ business and assets;



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- (m) The Receiver's borrowing powers are currently capped at \$200,000, which amount it borrowed from Tandia on December 19, 2023;
- (n) The working capital required to resurrect the gas stations has consumed much of the Receiver's initial borrowing. While the Receiver has been able to obtain some credit from suppliers, other suppliers such as fuel and convenience store suppliers typically require immediate payment. A load of fuel typically costs approximately \$80,000. Each of the Kaladar Shell, the Cloyne Shell and the Trenton Esso have a buy/sell fuel supply arrangement;
- (o) Although the Receiver has \$98,978.15 in its estate trust accounts, there are trade payables owing of \$64,287.66, excluding the fuel supplier accounts. Amounts owing to fuel suppliers fluctuates daily as credit and debit card settlements are processed for the fuel suppliers' accounts and new fuel purchases are made. As of January 31, 2024, the Receiver owed fuel suppliers approximately \$34,000 in respect of Cloyne Shell and Trenton Esso. Each of these stations will require a load of fuel in the near future, increasing the Receiver's liabilities by approximately \$160,000;
- (p) In addition to operating costs such as payroll and utilities, the Receiver is obligated to pay KRS \$10,000 + HST as a monthly management fee for each Gas Station;
- (q) The Gas Stations have yet to achieve operational profitability as sales volumes are not yet at breakeven levels. As fuel volumes increase and lottery/alcohol/tobacco

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sales are added it is expected that the Gas Stations will return to being profitable and become self-funding;

- (r) As a result of the liquidity challenges posed by the \$200,000 limit, the Receiver hereby requests that this Honourable Court authorize an increase in the Receiver's Borrowings Charge to \$500,000;
- (s) Section 243 of the *Bankruptcy and Insolvency Act*, RSC, 1985, c. B-3, section 101 of the *Courts of Justice Act*, RSO, 1990, c. C. 43 and rules 3.02(1), 16.08 and 37 of the *Rules of Civil Procedure*, RRO, 1990, Reg. 194; and
- (t) Such further and other grounds as the lawyers may advise.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the Motion:

- (a) The First Report of the Receiver dated January 31, 2024; and
- (b) Such further and other evidence as the lawyers may advise and this Honourable Court may permit.

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January 31, 2024

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Lawyers for the Court-appointed Receiver

TO: **SERVICE LIST**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**PROCEEDING COMMENCED AT  
TORONTO**NOTICE OF MOTION****DICKINSON WRIGHT LLP**Barristers & Solicitors  
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Lawyers for the Court-appointed Receiver

# TAB 2

ONTARIO  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]

BETWEEN:

TANDIA FINANCIAL CREDIT UNION LIMITED

Applicant

- and -

1557113 ONTARIO INC., 1870431 ONTARIO INC., 2500994 ONTARIO LTD. AND  
2544924 ONTARIO INC.

Respondents

IN THE MATTER OF AN APPLICATION PURSUANT TO SUBSECTION 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

FIRST REPORT TO THE COURT  
SUBMITTED BY BDO CANADA LIMITED  
IN ITS CAPACITY AS RECEIVER OF  
1557113 ONTARIO INC., 1870431 ONTARIO INC., 2500994 ONTARIO LTD. AND  
2544924 ONTARIO INC.

JANUARY 31, 2024

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Appendix D	-	Redacted Summary of Listing Proposals
Appendix E	-	Fee Affidavit of Peter Crawley dated January 31, 2024
Appendix F	-	Fee Affidavit of John Leslie sworn January 31, 2024
Confidential Appendix 1	-	Summary of Listing Proposals



## 1.0 INTRODUCTION AND PURPOSE OF REPORT

### 1.1 Introduction

- 1.1.1 By way of an order of the Honourable Justice Osborne of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated November 17, 2023 (the "Appointment Order"), BDO Canada Limited was appointed as the receiver (the "Receiver"), without security, of all the Property (as defined in the Appointment Order) of 1557113 Ontario Inc. ("155Co"), 1870431 Ontario Inc. ("187Co"), 2500994 Ontario Ltd. ("250Co") and 2544924 Ontario Inc. ("254Co", and collectively the "Companies"). A copy of the Appointment Order is attached hereto as Appendix "A".
- 1.1.2 The initial Court attendance in this proceeding occurred on November 17, 2023 (the "Initial Hearing Date"). The result of that attendance was the issuance of the Appointment Order, albeit in abeyance as per the Endorsement of Justice Osborne dated November 17, 2023 (the "November 17<sup>th</sup> Endorsement"), pending 155Co and 187Co obtaining refinancing of their applicable portions of the Indebtedness by November 30, 2023. A copy of the November 17<sup>th</sup> Endorsement is attached hereto as Appendix "B".
- 1.1.3 As a result of 155Co and 187Co failing to secure replacement financing by November 30, 2023, the Appointment Order became effective on December 1, 2023 (the "Receivership Date").
- 1.1.4 The application for the appointment of the Receiver was brought by Tandia Financial Credit Union Limited ("Tandia") to whom the Companies were collectively indebted in the approximate amount of \$12,027,241 as of August 22, 2023 (together with accruing interest and costs, the "Indebtedness"). The Indebtedness remains outstanding at the time of writing this report.
- 1.1.5 The Indebtedness is secured by, inter alia, a collateral mortgage registered against each of the Real Properties (as defined below) and general security agreements signed by each of the Companies.

### 1.2 Debtors' Business and Operations

- 1.2.1 155Co owns land municipally known as 10201 Hwy 41, Kaladar, ON, and from which it operates a Shell branded gas station and convenience store ("Kaladar Shell"). This location also had an LCBO Outlet, The Beer Store, Pizza Pizza and a third-party owned Subway franchise (the "Subway").
- 1.2.2 187Co owns land municipally known as 14265 Hwy 41, Cloyne, ON, and from which it operates a Shell branded gas station and convenience store ("Cloyne Shell"). This location also has retail stores including an LCBO Outlet, The Beer Store, Country Style and Mr. Sub.
- 1.2.3 250Co owns land known as 28 Monogram Place, Trenton, ON, and from which it operates an Esso branded gas station and convenience store ("Trenton Esso").

This location also has an Extreme Pita quick-serve food restaurant and a carwash operation.

1.2.4 254Co owns land known municipally as 395 Bell Blvd, Belleville ON, and from which it operates an Esso branded gas station and convenience store (“Belleville Esso”). This location also has a Second Cup and a carwash operation.

1.2.5 Each of the Companies owns the respective real property from which they operate (collectively the “Real Properties”).

1.2.6 Kaladar Shell, Cloyne Shell, Trenton Esso and Belleville Esso are collectively referred to as the “Gas Stations” herein.

### 1.3 Purpose of this Report

1.3.1 This report is the Receiver’s first report to the Court (the “First Report”) in this proceeding and is filed to:

- Report to the Court on the Receiver’s activities since December 1, 2023;
- Provide the Court with details about the proposed sale process (the “Sale Process”) for the sale of the Gas Stations, including the underlying Real Properties;
- Provide support for the Receiver’s motion to obtain an Order:
  - Approving the Sale Process and authorizing the Receiver to proceed with entering into the Colliers Listing Agreements (as defined herein);
  - Approving this First Report and the activities of the Receiver;
  - Approving the fees and disbursements of the Receiver and its legal counsel, Dickinson Wright LLP (the “Receiver’s Counsel”) to December 31, 2023; Approving the Receiver’s request to increase the Receiver’s Borrowings Charge (as defined in the Appointment Order) from \$200,000 to \$500,000;
  - Sealing Confidential Appendix 1 until the earlier of the completion of the transaction(s) for the sale of all of the Gas Stations or further order of the Court; and
  - Providing such further relief as the Court deems appropriate.

### 1.4 Terms of Reference

1.4.1 In preparing this First Report, the Receiver has relied upon the Debtors’ books and records, unaudited and draft financial information available, certain financial information obtained from third parties, and discussions with various individuals (collectively, the “Information”). The Receiver has not audited, or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards (“CAS”) pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly the Receiver expresses no opinion or other form of assurance contemplated under the CAS in respect of the Information.

- 1.4.2 This First Report has been prepared for the use of this Court in respect of the above-noted relief. This First Report should not be relied upon for any other purpose. The Receiver will not assume responsibility or liability for losses incurred as a result of the circulation, publication, reproduction or use of this First Report contrary to the provisions of this paragraph.
- 1.4.3 All references to dollars are in Canadian currency unless otherwise noted.
- 1.4.4 In accordance with the Appointment Order, copies of unsealed materials and prescribed notices delivered and/or filed in the receivership proceedings are available on the Receiver's case website at:

<https://www.bdo.ca/services/financial-advisory-services/business-restructuring-turnaround-services/current-engagements/kaladargasgroup>

## 2.0 RECEIVER'S ACTIVITIES & OPERATIONS

### 2.1 Introduction

2.1.1 The purpose of this Section is to provide the Court with a summary of the Receiver's activities and status of operations since the issuance of the Appointment Order.

### 2.2 Preparations for the Initial Hearing Date

2.2.1 The Receiver had undertaken the necessary planning and preparations in advance of the Initial Hearing Date and arranged for its staff to be in position and ready to take possession of each of the Gas Stations on the Initial Hearing Date.

### 2.3 Taking Possession

2.3.1 Upon being appointed, the Receiver attended at each of the Gas Stations on the Receivership Date to meet staff, discuss ongoing operations, observe assets, and change locks.

2.3.2 At the Receivership Date each of the Gas Stations was open and selling to the public. However, 155Co, and 250Co were not selling fuel as inventory levels were depleted and 187Co had limited fuel quantities however its pylon (posting gas prices) was not functioning. 254Co did have fuel as it has a consignment arrangement with its fuel supplier.

### 2.4 Employees

2.4.1 At the time of the Receiver's appointment the Companies collectively had fourteen (14) employees across the four (4) sites who remained actively employed at the time.

2.4.2 Employees advised the Receiver that they had not been paid their wages by the Companies since early summer of 2023. Upon review of the Companies' payroll records it appears to the Receiver that the pay period ending dates of the last payrolls processed through the online payroll service were as follows:

- Kaladar Shell - July 8, 2023
- Cloyne Shell - June 24, 2023
- Trenton Esso - June 24, 2023
- Belleville Esso - July 29, 2023

2.4.3 The Receiver notified each employee of the existence of the Wage Earner Protection Program ("WEPP") verbally on December 1, 2023 and in writing on December 11, 2023 and requested that employees send details of unpaid wages to the Receiver so that WEPP claims could be prepared.

2.4.4 The Receiver has prepared the calculations of amounts owing based on information provided by employees and has presented these liabilities to the owners of the Companies for comment. The Receiver is awaiting the owners' response at the time of writing this report.

2.4.5 The Receiver is attending to the requisite filings under the Wage Earner Protection Program in respect of employees based on the information submitted.

## 2.5 Insurance Policies

2.5.1 Immediately upon being appointed, the Receiver contacted Co-Operators insurance to serve the Appointment Order on them and request that all active insurance policies remain in force.

2.5.2 Each of the four Companies had active commercial and general liability policies that were in good standing. The Receiver has been added to each of these policies as a named insured and continues to make the monthly premium payments thereon.

2.5.3 155Co, 187Co and 254Co each had active environmental impairment liability ("EIL") policies in place and in good standing at the time of the Receiver's appointment. The Receiver has been added as named insured to these policies as well.

2.5.4 250Co did not have an EIL policy in place as it had lapsed for non-payment prior to the Receiver's appointment.

2.5.5 The Receiver was able to obtain a new EIL policy in respect of 250Co. This policy went into force on December 29, 2023.

## 2.6 Operations Management Agreement

2.6.1 Prior to its appointment, the Receiver communicated with several known gas station managers and selected KRS Group of Companies Inc. ("KRS") to assist the Receiver with the management of the day-to-day operations of the Gas Stations.

2.6.2 The Receiver and KRS entered into an operations management agreement effective December 1, 2023 wherein KRS agreed to assist the Receiver with re-opening and operating the Gas Stations.

2.6.3 Prior to being able to re-open each of the Gas Stations, arrangements were made with each fuel supply company and payment processors to ensure that all proceeds were being redirected for the account of the Receiver and not the prior owners and managers of the Companies.

2.6.4 Various repairs have been undertaken at certain locations to enable them to be reopened. For example:

- There was damage inflicted on the computers and communications systems at Trenton Esso prior to the Receiver's appointment which rendered the point-of-sale system inoperable;

- Significant plumbing repairs were performed at Kaladar Shell to address leaks and flooding problems impacting both Kaladar Shell's store and the Subway.
  - The pylon signs at each of Kaladar Shell, Cloyne Shell and Trenton Esso were not properly displaying fuel prices, which has a negative impact on attracting customers to make purchases.
- 2.6.5 Arrangements were also made with the fuel supply companies of Kaladar Shell, Cloyne Shell and Trenton Esso to replenish fuel inventory levels.
- 2.6.6 Kaladar Shell re-opened on December 18, 2023.
- 2.6.7 Cloyne Shell and Belleville Esso on December 22, 2023.
- 2.6.8 Trenton Esso re-opened on December 30, 2023 upon obtaining EIL insurance.
- 2.6.9 Each of the Gas Stations was granted the necessary license by the Alcohol and Gaming Commission of Ontario on January 26, 2024 to allow each station to sell OLG lottery products.
- 2.6.10 KRS has applications pending with the Liquor Control Board of Ontario to obtain necessary authorizations to continue selling alcohol from Kaladar Shell and Cloyne Shell. KRS has also secured tobacco licenses for each location. Lottery, tobacco and alcohol sales are important for driving foot traffic into the convenience stores where the greatest profit margins are earned.
- 2.7 Receipts & Disbursements
- 2.7.1 Attached hereto as Appendix "C" is the Receiver's Interim Statement of Receipts and Disbursements for the period December 1, 2023 to January 24, 2024 (the "R&D").
- 2.7.2 At this time, the Receiver has \$98,978.15 in the collective estate trust accounts.

## 3.0 SALE PROCESS

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### 3.1 Introduction

- 3.1.1 Pursuant to the Appointment Order, the Receiver was authorized to market any or all of the Property including advertising and soliciting offers in respect of the Property or any part or parts thereof, and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate.
- 3.1.2 Given (i) the nature of the Companies' assets and operations, being primarily operating gas stations and owning real property, and (ii) the extensive number of owner/operators and/or investors in the gas station market and the number of parties that have contacted the Receiver to-date, in order to maximize realizations for the stakeholders, it is imperative to maximize exposure to the market.
- 3.1.3 Additionally, the range of values of the Gas Stations is largely subject to historical results (i.e., pre-covid) versus recent results, when the Gas Stations were operating at less-than-optimal efficiency due to cash and/or other constraints, versus anticipated future results of a new operator that may have other synergies to increase profit margins.
- 3.1.4 Further, the Receiver understands that prior to the receivership one or more of the Gas Stations were being marketed for sale by the Companies, and prior to the Receivership Date an agent had brought forward at least one offer on the Cloyne Shell. However, the proposed transaction did not proceed. It is not clear to the Receiver as to whether the Property, or any parts thereof, were publicly listed for sale.
- 3.1.5 Accordingly, the Receiver is of the view that the best means of exposing the Gas Stations for sale is to enter into a listing agreement with a licensed listing brokerage and have them exposed on the Multiple Listing Service ("MLS").

### 3.2 Listing Proposals

- 3.2.1 The Receiver contacted the following real estate brokerages to request listing proposals for the Gas Stations:
- Premier Group Realty Inc. ("Premier");
  - International Realty Firm Inc Brokerage ("IRF");
  - CBRE Limited ("CBRE"); and
  - Colliers Macaulay Nicolls Inc. ("Colliers")
- (collectively the "Realtors").
- 3.2.2 A summary of the listing proposals (the "Listing Proposals"), redacted for the proposed listing prices, is attached hereto as Appendix "D". The redacted portions of the Listing Proposals contain commercially sensitive information that would negatively affect realizations if disclosed. An unredacted summary of the listing proposals received is attached hereto as Confidential Appendix "1". The Receiver

recommends that the Confidential Appendix be sealed until the transaction(s) for the sale of all of the Gas Stations closes.

- 3.2.3 In their analyses, the Realtors utilized various assumptions in determining the valuation of the Gas Stations and provided various strategies and proposed commission rates.
  - 3.2.4 In the Listing Proposals received, three (3) of the four (4) Realtors (Premier, IRF and Colliers) suggested listing the Gas Stations on MLS without a specific list price (and instead list at \$1.00) and seek offers from interested parties.
  - 3.2.5 In the circumstances, the Receiver agrees with this view as a proposed listing price could have the effect of either understating the potential value of the Gas Stations or set a price that is far too high for the market and thereby eliminate interest from potential purchasers.
  - 3.2.6 The commission rates in the listing proposals range from 2.0% to 2.5% if there is no co-operating broker to 2.75% to 5% when there is a co-operating broker. Of the four (4) Realtors, Colliers had the lowest commission rate (2.0% to Colliers if Colliers is the only agent involved in the transaction or 2.75% if there is a cooperating agent involved, with 1.0% to the cooperating agent).
  - 3.2.7 Based on the Realtors' analyses/valuations, their proposed marketing strategies and their proposed commission structures, the Receiver recommends listing the Gas Stations with Colliers based on their experience, ability to attract national exposure and lower commission rate structure, with a list price of \$1.00 (i.e., in order to have the Properties listed on MLS).
  - 3.2.8 As the Gas Stations are each owned by separate entities, the Receiver proposes to list each of the Gas Stations separately, however, this will not prevent potential purchasers from submitting offers for one or more of the Gas Stations.
  - 3.2.9 Subject to the Court's approval sought herein, the Receiver is negotiating listing agreements with Colliers for each of Kaladar Shell, Cloyne Shell, Trento Esso and Belleville Esso (the "Colliers Listings Agreements").
  - 3.2.10 The Receiver has discussed the terms of the Listing Proposals with the Companies' largest secured creditor and has been advised that they support the Receiver's recommendation with respect to entering into the Colliers Listing Agreements.
  - 3.2.11 Accordingly, the Receiver recommends that this Honourable Court authorize the Receiver to proceed with entering into the Colliers Listing Agreements.
- 3.3 Proposed Sale Process
- 3.3.1 The proposed Sale Process contemplates the following schedule:



January / February 2024	Preparation of Marketing Campaign & Pre-Marketing Due Diligence
February-March 2024	Distribution of e-brochure, Targeted calls, Initial ad placements, launch on MLS for \$1, Distribution of Information Package to interested parties (upon execution of NDA), Property tours, submission of offers
March-April, 2024	Evaluate offers, negotiate offers, and finalize execution of agreements
April - May 2024	Select buyer, obtain Court approval(s) and close transaction(s)

- 3.3.2 The Sale Process may be extended by the Receiver, acting reasonably, with a view to completing a transparent and equitable sales process to generate interest in and offers for the Gas Stations.
- 3.3.3 The Gas Stations shall be transferred free and clear of all liens and claims, subject to any permitted encumbrances, pursuant to an approval and vesting order issued by the Court approving the transaction.
- 3.3.4 The sale of the Gas Stations will be on an “as is, where is” basis, without representations or warranties from the Receiver or any of its respective directors, officers, partners, employees, agents, advisors or estates, except those specified in the asset purchase agreement.
- 3.3.5 Each offer received will be reviewed and evaluated by the Receiver, considering factors such as the proposed purchase price, net value provided by such bid, deposit amount, the counterparties to such transactions, transaction speed and certainty, transaction costs, and the feasibility and timing of transaction completion, and such other matters as the Receiver may consider.
- 3.3.6 The Receiver recommends that the Court issue an Order approving the Sale Process for the following reasons:
- (a) the Sale Process is reasonable and appropriate at this time based on the reasons identified above;
  - (b) the Sale Process is fair, open and transparent and is intended to canvass the market broadly on an efficient basis to obtain the highest and best price; and
  - (c) the Sale Process and the timelines set out herein are flexible and provide sufficient time to obtain bids that maximize value for the Gas Stations.

## 4.0 PROFESSIONAL FEES

- 4.1.1 Pursuant to paragraph 19 of the Appointment Order, any expenditure or liability which shall properly be made or incurred by the Receiver, including the fees and disbursements of the Receiver and the fees and disbursements of the Receiver's Counsel constitute part of the "Receiver's Charge".
- 4.1.2 The fees and disbursements of the Receiver for the period ending December 31, 2023 are detailed in the affidavit of Peter Crawley dated January 31, 2024, a copy of which is attached hereto as Appendix "E".
- 4.1.3 The fees and disbursements of the Receiver's Counsel are detailed in the Affidavit of John Leslie, a copy of which is attached hereto as Appendix "F".
- 4.1.4 The Receiver's fees to December 31, 2023 encompass 290.80 hours at an average hourly rate of approximately \$436.15 for a total of \$126,832.50 before disbursements and applicable taxes. The Receiver is therefore requesting that this Honourable Court approve its total fees inclusive of disbursements and applicable taxes in the amount of \$147,009.90.
- 4.1.5 The Receiver's Counsel's fees to December 28, 2023 encompass 40.7 hours at an average hourly rate of approximately \$575.43 for a total of \$23,420.00 prior to disbursements of \$154.00 and applicable taxes. The Receiver is therefore requesting that this Honourable Court approve the Receiver's Counsel's total fees and disbursements inclusive of applicable taxes in the amount of \$26,638.62.

## 5.0 RECEIVER'S BORROWINGS CHARGE

### 5.1 Introduction

- 5.1.1 As stated at paragraph 22 in the Appointment Order, the Receiver is empowered to borrow funds for the purpose of funding the exercise of powers and duties conferred upon the Receiver, including interim expenditures.
- 5.1.2 The current stated limit of the Receiver's Borrowings Charge is \$200,000 pursuant to the Appointment Order.
- 5.1.3 The Receiver borrowed the sum of \$200,000 (the "Receiver's Initial Borrowing") from Tandia on December 19, 2023 and issued a Receiver's Certificate on that date to evidence the borrowing as being subject to the Receiver's Borrowings Charge.
- 5.1.4 The Receiver's Initial Borrowing is reflected in the R&D net of a \$6,000 interest reserve that Tandia is holding.
- 5.1.5 The working capital required to resurrect the gas stations has consumed much of the Receiver's Initial Borrowing. While the Receiver has been able to obtain some credit from suppliers, other suppliers such as fuel and convenience store suppliers typically require immediate payment. A load of fuel typically costs approximately \$80,000. While 254Co has a consignment arrangement with its fuel supplier, 155Co, 187Co and 250Co each have buy/sell type fuel supply agreements.
- 5.1.6 In addition to operating costs such as payroll and utilities, the Receiver is obligated to pay KRS \$10,000 + HST as a monthly management fee for each Gas Station.
- 5.1.7 As stated above, the Receiver had \$98,978.15 in its estate trust accounts. However, at the time of this report there are trade payables owing of \$64,287.66, excluding the fuel supplier accounts. Amounts owing to fuel suppliers fluctuates daily as credit and debit card settlements are processed for the fuel suppliers' accounts and new fuel purchases are made. At the time of writing this First Report the Receiver owed fuel suppliers approximately \$34,000 in respect of Cloyne Shell and Trenton Esso. Each of these stations will require a load of fuel in the near future, increasing the Receiver's liabilities by approximately \$160,000.
- 5.1.8 The gas stations have yet to achieve operational profitability as sales volumes are not yet at breakeven levels. As fuel volumes increase and lottery/alcohol/tobacco sales are added it is expected that the gas stations will return to being profitable and become self-funding.
- 5.1.9 As a result of the liquidity challenges posed by the \$200,000 limit, the Receiver hereby requests that this Honourable Court authorize an increase in the Receiver's Borrowings Charge to \$500,000.

## 6.0 CONCLUSION

For the reasons set out above, the Receiver respectfully requests that the Court issue an order:

- a) approving this report and the actions of the Receiver described herein;
- b) approving the Sale Process;
- c) authorizing the Receiver to enter into the Colliers Listing Agreements;
- d) approving the fees and disbursements of the Receiver and Receiver's Counsel as outlined herein;
- e) approving the requested increase in the Receiver's Borrowings Charge;
- f) sealing Confidential Appendix 1 until the earlier of the closing of the transaction or transactions for the sale of the Gas Stations or further order of the Court; and
- g) Providing such further relief as the Court deems appropriate.

All of which is respectfully submitted this 31<sup>st</sup> day of January, 2024.

BDO CANADA LIMITED, solely in its capacity as  
 Court-appointed Receiver of 1557113 Ontario Inc.,  
 1870431 Ontario Inc., 2500994 Ontario Ltd. and  
 2544924 Ontario Inc. and not in its corporate or personal capacity.



Per: Peter Crawley, MBA, CPA, CA, CIRP, LIT  
 Vice President

This is Appendix "A"  
to the First Report of the Receiver

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

THE HONOURABLE MR.	)	FRIDAY, THE 17 <sup>TH</sup>
	)	
JUSTICE OSBORNE	)	DAY OF NOVEMBER, 2023

B E T W E E N:

**TANDIA FINANCIAL CREDIT UNION LIMITED**

Applicant

- and -

**1557113 ONTARIO INC., 1870431 ONTARIO INC., 2500994 ONTARIO LTD. AND  
2544924 ONTARIO INC.**

Respondents

**APPLICATION UNDER SUBSECTION 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**

**ORDER  
(appointing Receiver)**

**THIS APPLICATION** made by the Applicant for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "**CJA**") appointing BDO Canada Limited as receiver (in such capacity, the "**Receiver**") without security, of all of the assets, undertakings and properties of each of 1557113 Ontario Inc., 1870431 Ontario Inc., 2500994 Ontario Ltd., and 2544924 Ontario Inc. (collectively, the "**Debtors**") acquired for, or used in

relation to a business carried on by the Debtors, including the real properties municipally known as:

- (i) 10201 Hwy 41, Kaladar, ON K0H 1Z0;
- (ii) 14265 Hwy 41, Cloyne, ON K0H 1K0;
- (iii) 28 Monogram Place, Trenton, ON K8V 5P8; and
- (iv) 395 Bell Blvd, Belleville, ON K8P 5H9 (the “**Real Properties**” and collectively, the “**Property**”),

was heard this day by videoconference.

**ON READING** the affidavit of Dawood Khan sworn October 20, 2023 and the Exhibits thereto and on hearing the submissions of counsel for the Applicant and all other counsel listed on the counsel slip, no one else appearing for any other person on the service list, although duly served as appears from the affidavit of service of Daisy Jin sworn October 20, 2023 and on reading the consent of BDO Canada Limited to act as the Receiver,

### **SERVICE**

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

### **APPOINTMENT**

2. **THIS COURT ORDERS** that pursuant to section 243(1) of the BIA and section 101 of the CJA, BDO Canada Limited is hereby appointed Receiver, without security, of all of the Property of the Debtors, including the Real Property, acquired for, or used in relation to a business carried on by the Debtors, including all proceeds thereof.

### **RECEIVER’S POWERS**

3. **THIS COURT ORDERS** that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality

of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
- (b) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
- (c) to manage, operate, and carry on the business of the Debtors, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtors;
- (d) to engage consultants, appraisers, agents, real estate brokers, 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;
- (e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Debtors or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to the Debtors and to exercise all remedies of the Debtors in collecting such monies, including, without limitation, to enforce any security held by the Debtors;
- (g) to settle, extend or compromise any indebtedness owing to the Debtors;



- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtors, for any purpose pursuant to this Order;
- (i) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtors, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (j) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof, and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
- (k) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
  - (i) without the approval of this Court in respect of any transaction not exceeding \$100,000, provided that the aggregate consideration for all such transactions does not exceed \$500,000; and
  - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;and in each such case notice under subsection 63(4) of the Ontario *Personal Property Security Act*, or section 31 of the Ontario *Mortgages Act*, as the case may be, shall not be required;
- (l) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;

- (m) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (n) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (o) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtors;
- (p) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtors, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtors;
- (q) to exercise any shareholder, partnership, joint venture or other rights which the Debtors may have; and
- (r) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtors, and without interference from any other Person.

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

4. **THIS COURT ORDERS** that (i) the Debtors, (ii) all of their respective current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "**Persons**" and each being a "**Person**") shall forthwith advise the Receiver of

the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request.

5. **THIS COURT ORDERS** that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtors, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "**Records**") in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

6. **THIS COURT ORDERS** that if any 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 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 contained therein whether by way of printing the information onto paper or making copies of computer disks 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 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 in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

7. **THIS COURT ORDERS** that the Receiver shall provide each of the relevant landlords with notice of the Receiver's intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Receiver's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Receiver, or by further Order of this Court upon application by the Receiver on at least two (2) days notice to such landlord and any such secured creditors.

#### NO PROCEEDINGS AGAINST THE RECEIVER

8. **THIS COURT ORDERS** that no proceeding or enforcement process in any court or tribunal (each, a "**Proceeding**"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

#### NO PROCEEDINGS AGAINST THE DEBTORS OR THE PROPERTY

9. **THIS COURT ORDERS** that no Proceeding against or in respect of the Debtors or the Property shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtors or the Property are hereby stayed and suspended pending further Order of this Court.

#### NO EXERCISE OF RIGHTS OR REMEDIES

10. **THIS COURT ORDERS** that all rights and remedies against the Debtors, the Receiver, or affecting the Property, including, without limitation, certification, licenses and permits, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtors to carry on any business which the Debtors are not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtors from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any

registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

#### **NO INTERFERENCE WITH THE RECEIVER**

11. **THIS COURT ORDERS** that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtors, without written consent of the Receiver or leave of this Court.

#### **CONTINUATION OF SERVICES**

12. **THIS COURT ORDERS** that all Persons having oral or written agreements with the Debtors or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, contractors, equipment suppliers, insurance, transportation services, utility or other services to the Debtors are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to the continued use of the Debtors' current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Debtors or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

13. **THIS COURT ORDERS** that in the event that an account for the supply of goods and/or services is transferred from the Debtors to the Receiver, or is otherwise established in the Receiver's name, no Person, including but not limited to a utility service provider, shall assess or otherwise require the Receiver to post a security deposit as a condition to the transfer/establishment of the account.

#### **RECEIVER TO HOLD FUNDS**

14. **THIS COURT ORDERS** that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any

source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "**Post Receivership Accounts**") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

## **EMPLOYEES**

15. **THIS COURT ORDERS** that all employees of the Debtors shall remain the employees of the Debtors until such time as the Receiver, on the Debtors' behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

## **PIPEDA**

16. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, 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 Debtors, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

### LIMITATION ON ENVIRONMENTAL LIABILITIES

17. **THIS COURT ORDERS** that nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, "**Possession**") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the Ontario *Environmental Protection Act*, the *Ontario Water Resources Act*, or the Ontario *Occupational Health and Safety Act* and regulations thereunder (the "**Environmental Legislation**"), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

### LIMITATION ON THE RECEIVER'S LIABILITY

18. **THIS COURT ORDERS** that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, including, but not limited to, any illness or bodily harm resulting from a party or parties contracting COVID-19, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

### RECEIVER'S ACCOUNTS

19. **THIS COURT ORDERS** that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "**Receiver's Charge**") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect

of these proceedings, and that the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

20. **THIS COURT ORDERS** that the Receiver and its legal counsel shall pass its accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

21. **THIS COURT ORDERS** that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the standard rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

#### **FUNDING OF THE RECEIVERSHIP**

22. **THIS COURT ORDERS** that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$200,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "**Receiver's Borrowings Charge**") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

23. **THIS COURT ORDERS** that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.



24. **THIS COURT ORDERS** that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the "**Receiver's Certificates**") for any amount borrowed by it pursuant to this Order.

25. **THIS COURT ORDERS** that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

### **SERVICE AND NOTICE**

26. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the "**Protocol**") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <https://www.ontariocourts.ca/scj/practice/regional-practice-directions/eservice-commercial/>) shall be valid and effective service. Subject to Rule 17.05 of the *Rules of Civil Procedure* (the "**Rules**"), this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules. Subject to Rule 3.01(d) of the Rules and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL <https://www.bdo.ca/services/financial-advisory-services/business-restructuring-turnaround-services/current-engagements>.

27. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Receiver is at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtors' creditors or other interested parties at their respective addresses as last shown on the records of the Debtors and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

28. **THIS COURT ORDERS** that the Applicant, the Receiver and their respective counsel are at liberty to serve or distribute this Order, any other materials and orders as may be reasonably required in these proceedings, including any notices, or other correspondence, by forwarding true copies thereof by electronic message to the Debtors' creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or juridical obligation, and notice requirements within the meaning of clause 3(c) of the Electronic Commerce Protection Regulations, Reg. 81000-2-175 (SOR/DORS).

#### **GENERAL**

29. **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.

30. **THIS COURT ORDERS** that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtors.

31. **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.

32. **THIS COURT ORDERS** that the Receiver be at 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 a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

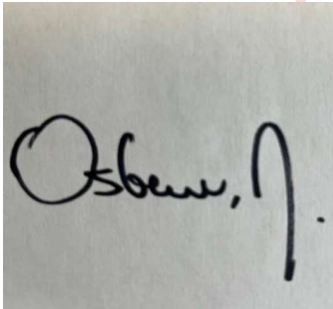
33. **THIS COURT ORDERS** that the Applicant shall have its costs of this application, up to and including entry and service of this Order, provided for by the terms of the Applicant's security or, if not so provided by the Applicant's security, then on a substantial indemnity basis to be paid

by the Receiver from the Debtors' estate with such priority and at such time as this Court may determine.

34. **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 to be affected by the order sought or upon such other notice, if any, as this Court may order.

35. **THIS COURT ORDERS AND DIRECTS** that, as soon as practicable, the Land Registry Offices for the Land Titles Divisions of Frontenac (No. 13), Hastings (No. 21), and Lennox (No. 29) accept this Order for registration on title to the Real Property described in Schedule "B" hereto.

36. **THIS COURT ORDERS** that this Order is effective from the date it is made and is enforceable without any need for entry or filing.



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**SCHEDULE "A"**  
**RECEIVER CERTIFICATE**

CERTIFICATE NO. \_\_\_\_\_

AMOUNT \$ \_\_\_\_\_

1. THIS IS TO CERTIFY that BDO Canada Limited, the receiver (the "**Receiver**") of the assets, undertakings and properties of each of 1557113 Ontario Inc., 1870431 Ontario Inc., 2500994 Ontario Ltd., and 2544924 Ontario Inc. (collectively, the "**Debtors**") acquired for, or used in relation to a business carried on by the Debtors, including all proceeds thereof (collectively, the "**Property**") appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated the 17<sup>th</sup> day of November, 2023 (the "**Order**") made in an action having Court file number CV-23-00707172-00CL, has received as such Receiver from the holder of this certificate (the "**Lender**") the principal sum of \$ \_\_\_\_\_, being part of the total principal sum of \$ \_\_\_\_\_ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily][monthly not in advance on the \_\_\_\_\_ day of each month] after the date hereof at a notional rate per annum equal to the rate of \_\_\_\_\_ per cent above the prime commercial lending rate of Bank of \_\_\_\_\_ from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver

to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

BDO Canada Limited, solely in its capacity  
as Receiver of the Property of each of 1557113  
Ontario Inc., 1870431 Ontario Inc., 2500994  
Ontario Ltd., and 2544924 Ontario Inc., and not  
in its personal capacity

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

Name:

Title:

**SCHEDULE "B"****DESCRIPTION OF REAL PROPERTY**

- (i) 40373-0418 (LT), PCL PLAN-1 SEC 21M117; LT 3 PL 21M117 SIDNEY; S/T LT23728; QUINTE WEST; COUNTY OF HASTINGS; SUBJECT TO AN EASEMENT IN GROSS OVER PART 1, 21R25257 AS IN HT240482
- (ii) 40429-0562 (LT), PT LT 36 CON 2 SIDNEY; PTS 1 & 2 PL 21R24989; S/T EASE IN GROSS OVER PT 2 AS IN HT27841 COUNTY OF HASTINGS; CITY OF BELLEVILLE
- (iii) 36177-0213 (LT), PT LT 16 RANGE B BARRIE AS IN FR774761; NORTH FRONTENAC
- (iv) 45044-0342 (LT), PT LT 11, CON 7 KALADAR AS IN LA192847 EXCEPT FIRSTLY; S/T K3189, EXCEPT PTS 4 & 5, 29R9575; ADDINGTON HIGHLANDS

**TANDIA FINANCIAL CREDIT UNION LIMITED**  
Applicant

- and -

**1557113 ONTARIO INC. ET AL.**  
Respondents

Court File No. CV-23-00707172-00CL

45

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
Proceedings commenced at Toronto

**ORDER**  
(appointing Receiver)

**AIRD & BERLIS LLP**  
Brookfield Place  
181 Bay Street, Suite 1800  
Toronto, ON M5J 2T9

**Kyle B. Plunkett** (LSO # 61044N)  
Tel: (416) 865-3406  
Email: [kplunkett@airdberlis.com](mailto:kplunkett@airdberlis.com)

**Samantha Hans** (LSO #84737H)  
Tel: (437) 880-6105  
Email: [shans@airdberlis.com](mailto:shans@airdberlis.com)

Lawyers for Tandia Financial Credit Union Limited

This is Appendix “B”  
to the First Report of the Receiver





**SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**COUNSEL/ENDORSEMENT SLIP**

**COURT FILE NO.:** CV-23-00707172-00CL

**DATE:** November 17, 2023

**NO. ON LIST:** 4

**TITLE OF PROCEEDING:** TANDIA FINANCIAL CREDIT UNION LIMITED v. 1557113 ONTARIO INC. et al

**BEFORE:** JUSTICE OSBORNE

**PARTICIPANT INFORMATION**

**For Plaintiff, Applicant, Moving Party:**

<b>Name of Person Appearing</b>	<b>Name of Party</b>	<b>Contact Info</b>
SPENCE, MIRANDA and LICHI, MATILDA	TANDIA FINANCIAL CREDIT UNION LIMITED	mlici@airdberlis.com
		mspence@airdberlis.com

**For Defendant, Respondent, Responding Party:**

<b>Name of Person Appearing</b>	<b>Name of Party</b>	<b>Contact Info</b>
KULATHUNGAM, JONATHAN	1557113 ONTARIO INC.	jkulathungam@teplitskyLLP.com
	1870431 ONTARIO INC.	
	2500994 ONTARIO LTD.	
	2544924 ONTARIO INC.	

**For Other:**

<b>Name of Person Appearing</b>	<b>Name of Party</b>	<b>Contact Info</b>
SEIFER, DAVID	PROPOSED RECEIVER, BDO	dseifer@dickinsonwright.com
MAZUR, CHRIS		Cmazur@bdo.ca

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**ENDORSEMENT OF JUSTICE OSBORNE:**

- [1] This receivership application was returnable today. Responding materials on behalf of the debtors were delivered this morning. The hearing was scheduled for 10 AM and the parties requested that it be stood down for one hour to allow for settlement discussions. I agreed.
- [2] Upon resumption, the parties advised that they had reached an agreement which effectively contemplates the appointment of the receiver today but the suspension of its powers, on consent. While in some circumstances the court is reluctant to appoint a receiver but suspend its powers, I am satisfied that such is appropriate in the circumstances. The parties have agreed on the language of this Endorsement and indeed provided it to me on consent.
- [3] Tandia Financial Credit Union Limited (the “Applicant”) commenced this application to appoint BDO Canada Limited as receiver (in such capacity, the “Receiver”), without security, of all of the assets, properties and undertakings of each of 1557113 Ontario Inc., 1870431 Ontario Inc., 2500994 Ontario Ltd., and 2544924 Ontario Inc. (collectively, the “Respondents”) acquired for or used in relation to a business or businesses carried on by the Respondents, including over the property municipally known as:
- (a) 10201 Hwy 41, Kaladar, ON K0H 1Z0;
  - (b) 14265 Hwy 41, Cloyne, ON K0H 1K0;
  - (c) 28 Monogram Place, Trenton, ON K8V 5P8; and
  - (d) 395 Bell Blvd, Belleville, ON K8P 5H9 (the “Real Properties” and collectively, the “Property”).
- [4] The Respondents own and operate gas stations at the Real Properties.
- [5] The parties’ agreement hinges on the Respondents securing re-financing to pay out the Applicant’s indebtedness in full, and meeting certain milestones. Accordingly, the receivership order is unopposed on certain strict terms which I will set out below.
- [6] I am satisfied that it is appropriate to appoint the Receiver in the circumstances and so grant the Receivership Order sought by the Applicant, but order that it shall be held in abeyance on the following terms:
- (a) the re-financing by 1557113 Ontario Inc. and 2500994 Ontario Ltd. in respect of the real properties located at 10201 Hwy 41 and 28 Monogram Place must close on or before November 30, 2023 (the “First Refinancing”). Otherwise, the Receiver shall be authorized to commence its mandate vis-à-vis all Respondents as of December 1, 2023, and the receivership order shall be effective and enforceable without any need for entry or filing;
  - (b) provided that the First Refinancing closes on or before November 30, 2023, the remaining Respondents, being 1870431 Ontario Inc. and 2544924 Ontario Inc., must provide a commitment letter in respect of the properties located at 14265 Hwy 41 and 395 Bell Blvd on or before December 5, 2023, which letters must provide for a closing date of January 5, 2024 at latest (the “Commitment Letters”). Otherwise, the Receiver shall be authorized to commence its mandate vis-à-vis 1870431 Ontario Inc. and 2544924 Ontario Inc. as of December 6, 2023, and the receivership order shall be effective and enforceable without any need for entry or filing;
  - (c) if the Applicant is not repaid in full on or before January 5 2024, the Receiver shall be authorized to commence its mandate vis-à-vis 1870431 Ontario Inc. and 2544924 Ontario Inc. as of January

6, 2024, and the receivership order shall be effective and enforceable without any need for entry or filing.

- [7] I direct the Applicant's counsel to advise me in writing, via email to the Commercial List Office, whether or not each of those three milestones has been met and whether the receivership comes into effect. If a full refinancing is achieved in accordance with the above timelines, such that the Applicant is repaid in full as contemplated, the parties shall notify the Commercial List Office, and a dismissal order in respect of the receivership order may be sought in writing on consent.

Oleary, J.

This is Appendix “C”  
to the First Report of the Receiver

Court File No. CV-23-00707172-00CL

IN THE MATTER OF THE RECEIVERSHIP OF  
 1557113 Ontario Inc., 1870431 Ontario Inc., 2500994 Ontario Ltd. and 2544924 Ontario Inc.  
 Statement of Receipts and Disbursements  
 For the period December 1, 2023 to January 24, 2024

	<u>TOTAL</u>
Receipts	
Cash on hand	\$ 684.05
Cash Sales/Clearing	9,521.91
Receiver's Borrowings	194,000.00
H.S.T. collected	53,033.28
Sales Fuel Note 1	358,777.93
Convenience Note 1	54,481.26
Commission Earned	5,128.03
Total receipts	675,626.46
Disbursements	
Appraisals	10,500.00
Bank charges and credit card fees	5,006.06
Filing fees paid to Official Receiver	301.20
Fuel purchases / Clearing Account Note 2	381,397.96
H.S.T. paid on disbursements	70,589.55
Insurance	28,313.67
Inventory count service	6,400.00
Mail redirection	1,131.00
Management fees	20,000.00
Payroll	37,392.93
Repairs and maintenance	6,000.24
Security systems	4,199.00
Travel	2,790.92
Utilities	2,625.78
Total disbursements	576,648.31
Receipts over Disbursements	\$ 98,978.15
Bank Balance as at January 24, 2024	\$ 98,978.15

Note 1: fuel and convenience sales are to January 20, 2024.

Note 2: Fuel purchases/clearing account is a combination of fuel purchases net of held funds at Shell and McDougall.

This is Appendix “D”  
to the First Report of the Receiver

Kaladar Group  
Summary of Listing Proposals - Redacted

		Proposed Listing Price / Valuations						
Realtor Firm	Proposed Commission		Kaladar	Cloyne	Trenton	Belleville	Total	Notes / Marketing Strategy
	With Co-op Broker	Without Co-op Broker						
Premier Group Option 1 Option 2	5.0%		\$ 1	\$ 1	\$ 1	\$ 1	\$ 4	List on MLS for \$1.00; Set bid submission date
CBRE  Proposed Listing Price	4.0%	2.5%						List each property independently; Discuss redemption fee, credit bid fee, right of first refusal fee
International Realty Firm Proposed Listing Price Estimated Valuation	4.0%	2.5%	\$ 1	\$ 1	\$ 1	\$ 1	\$ 4	List on MLS for \$1; Tender offers for 30 to 45 days
Colliers Proposed Listing Price Estimated Valuation (AVG)	2.75%	2.0%	\$ 1	\$ 1	\$ 1	\$ 1	\$ 4	List on MLS for \$1; Market and seek offers

This is Appendix “E”  
to the First Report of the Receiver



Court File No. CV-23-00707172-00CL

*ONTARIO*  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]

BETWEEN:

TANDIA FINANCIAL CREDIT UNION LIMITED

Applicant

- and -

1557113 ONTARIO INC., 1870431 ONTARIO INC., 2500994 ONTARIO LTD.  
AND  
2544924 ONTARIO INC.

Respondents

## AFFIDAVIT OF PETER K. CRAWLEY

(sworn January 30, 2024)

I, Peter K. Crawley, of the City of Burlington in the Province of Ontario,

MAKE OATH AND SAY:

1. I am a Vice President of BDO Canada Limited (“BDO”), Court appointed receiver of 1557113 Ontario Inc., 1870431 Ontario Inc., 2500994 Ontario Ltd. and 2544924 Ontario Inc. (the “Receiver”), and as such have knowledge of the matters hereinafter deposed.
2. The Receiver was appointed pursuant to an order of the Honourable Mr. Justice Osborne dated November 17, 2023 (the “Appointment Order”).
3. Pursuant to paragraphs 19 to 21 of the Appointment Order, the Receiver and its legal counsel shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court, and are required to pass their accounts from time to time.

4. I confirm the amount of \$130,097.23 accurately reflects the time charges, fees and disbursements (exclusive of H.S.T.) incurred by the Receiver relating to its appointment for the period November 7, 2023 to December 31, 2023. Total hours incurred during the period are 290.9 resulting in an average hourly rate of \$436.00.
5. Attached hereto as **Exhibit "A"** is a summary of the invoices issued in this matter. Attached hereto as **Exhibit "B"** are true copies of the eight (8) invoices rendered by BDO in its capacity as Receiver during the period which total \$147,009.90 inclusive of applicable taxes.
6. The hourly billing rates set out in the Receiver's accounts are the normal hourly rates charged by the Receiver for services rendered in relation to similar proceedings.
7. I consider the amounts disclosed for the Receiver's fees and expenses to be fair and reasonable considering the circumstances connected with this administration.
8. This Affidavit is made in support of a motion to, *inter alia*, approve the attached accounts of BDO, together with the fees and disbursements detailed therein.

SWORN before me in the City of  
Hamilton, Ontario on this 31<sup>st</sup> day of  
January, 2024

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.....  
Christopher J. Mazur  
Commissioner for Taking Affidavits

  
Peter K. Crawley

Christopher John Mazur, a Commissioner, etc.,  
Province of Ontario, for BDO Canada Limited.  
Expires August 21, 2024

Exhibit "A"

This is Exhibit  "A"  to the Affidavit  
of  Peter K. Crawley

Sworn before me this  31<sup>st</sup>  day

of  January , 2024



A Commissioner, etc.

Christopher John Mazur, a Commissioner, etc.,  
Province of Ontario, for BDO Canada Limited.  
Expires August 21, 2024

Court File No. CV-23-00707172-00CL

In the Matter of the Receivership of  
 1557113 Ontario Inc., 1870413 Ontario Inc., 2500994 Ontario Ltd. and 2544924 Ontario Inc.  
 Summary of Professional Fees of the Receiver  
 For the period ending December 31, 2023

Employee	Title	Rate	Kaladar		Cloyne		Treton		Belleville		Total Fees Invoiced	
			Invoice To Nov-21-2023		Invoice To Nov-21-2023		Invoice To Nov-21-2023		Invoice To Nov-21-2023		To Nov-21-2023	
			Hrs	Fees	Hrs	Fees	Hrs	Fees	Hrs	Fees	Hrs	Fees
C.Mazur	Sr Vice President	\$ 510.00	4.40	\$ 2,398.00	0.00	\$ -	0.00	\$ -	0.00	\$ -	4.4	\$ 2,398.00
A. Consoli	Vice President	\$ 475.00	4.20	\$ 1,995.00	2.10	\$ 997.50	6.20	\$ 2,945.00	1.80	\$ 855.00	14.3	\$ 6,792.50
D. Griffiths	Senior Manager	\$ 475.00	0.00	\$ -	0.00	\$ -	0.00	\$ -	6.70	\$ 3,182.50	6.7	\$ 3,182.50
P. Crawley	Vice President	\$ 475.00	10.50	\$ 4,987.50	5.80	\$ 2,755.00	5.80	\$ 2,755.00	5.80	\$ 2,755.00	27.9	\$ 13,252.50
P. Naumis	Vice President	\$ 475.00	0.75	\$ 356.25	4.50	\$ 2,137.50	0.00	\$ -	0.00	\$ -	5.3	\$ 2,493.75
S. Burrowes	Manager	\$ 475.00	5.00	\$ 2,375.00	0.00	\$ -	0.10	\$ 47.50	0.10	\$ 47.50	5.2	\$ 2,470.00
N. Ormond	Sr. Administrator	\$ 350.00	0.80	\$ 280.00	0.00	\$ -	5.50	\$ 1,925.00	0.00	\$ -	6.3	\$ 2,205.00
K. Hickling	Sr. Administrator	\$ 300.00	4.30	\$ 1,290.00	0.30	\$ 90.00	0.30	\$ 90.00	0.30	\$ 90.00	5.2	\$ 1,560.00
H. Yin	Sr. Administrator	\$ 300.00	0.00	\$ -	3.50	\$ 1,050.00	0.00	\$ -	0.00	\$ -	3.5	\$ 1,050.00
G. Harper	Gr. Analyst	\$ 300.00	0.00	\$ -	0.00	\$ -	0.70	\$ 210.00	6.00	\$ 1,800.00	6.7	\$ 2,010.00
C. Casco	Staff	\$ 175.00	0.50	\$ 87.50	0.50	\$ 87.50	0.50	\$ 87.50	0.50	\$ 87.50	2.0	\$ 350.00
Subtotal - fees			30.45	\$ 13,769.25	16.70	\$ 7,117.50	19.10	\$ 8,060.00	21.20	\$ 8,817.50	87.5	\$ 37,764.25
Disbursements				560.85		\$ -		\$ 284.04		\$ 545.20		\$ 1,390.09
H.S.T.				\$ 1,862.91		\$ 925.28		\$ 1,084.73		\$ 1,217.16		\$ 5,090.08
Total				\$ 16,193.01		\$ 8,042.78		\$ 9,428.77		\$ 10,579.86		\$ 44,244.42

Employee	Title	Rate	Invoice Nov-22 to Dec-31-2023		Invoice Nov-22 to Dec-31-2023		Invoice Nov-22 to Dec-31-2023		Invoice Nov-22 to Dec-31-2023		Total Fees to Nov-22 to Dec-31-2023	
			Hrs	Fees	Hrs	Fees	Hrs	Fees	Hrs	Fees	Hrs	Fees
			C.Mazur	Sr Vice President	\$ 545.00	9.40	\$ 5,123.00	4.20	\$ 2,289.00	3.60	\$ 1,962.00	3.90
A. Consoli	Vice President	\$ 475.00	10.00	\$ 4,750.00	19.20	\$ 9,120.00	2.20	\$ 1,045.00	2.50	\$ 1,187.50	33.9	\$ 16,102.50
P. Crawley	Vice President	\$ 475.00	28.50	\$ 13,537.50	15.70	\$ 7,457.50	25.75	\$ 12,231.25	14.80	\$ 7,030.00	84.8	\$ 40,256.25
D. Griffiths	Senior Manager	\$ 475.00	0.00	\$ -	0.00	\$ -	0.00	\$ -	11.00	\$ 5,225.00	11.0	\$ 5,225.00
S. Burrowes	Manager	\$ 475.00	10.40	\$ 4,940.00	0.00	\$ -	0.00	\$ -	0.00	\$ -	10.4	\$ 4,940.00
N. Ormond	Sr. Administrator	\$ 350.00	0.00	\$ -	11.70	\$ 4,095.00	0.00	\$ -	0.00	\$ -	11.7	\$ 4,095.00
G. Harper	Sr. Analyst	\$ 300.00	11.80	\$ 3,540.00	0.40	\$ 120.00	0.40	\$ 120.00	0.30	\$ 90.00	12.9	\$ 3,870.00
S. Rickards	Staff	\$ 175.00	3.10	\$ 542.50	1.20	\$ 210.00	1.00	\$ 175.00	0.40	\$ 70.00	5.7	\$ 997.50
C. Casco	Staff	\$ 175.00	1.60	\$ 280.00	1.80	\$ 315.00	1.00	\$ 175.00	1.20	\$ 210.00	5.6	\$ 980.00
S. Murphy	Staff	\$ 175.00	0.00	\$ -	0.60	\$ 105.00	0.60	\$ 105.00	1.10	\$ 192.50	2.3	\$ 402.50
R. Bartolini	Staff	\$ 175.00	0.00	\$ -	3.50	\$ 612.50	0.50	\$ 87.50	0.00	\$ -	4.0	\$ 700.00
Subtotal - fees			74.80	\$ 32,713.00	58.30	\$ 24,324.00	35.05	\$ 15,900.75	35.20	\$ 16,130.50	203.4	\$ 89,068.25
Disbursements				\$ 968.51		\$ 616.92		\$ 289.21		\$ -		\$ 1,874.64
H.S.T.				\$ 4,378.60		\$ 3,242.32		\$ 2,104.70		\$ 2,096.97		\$ 11,822.59
Total				\$ 38,060.11		\$ 28,183.24		\$ 18,294.66		\$ 18,227.47		\$ 102,765.48

Fees	290.9	\$ 126,832.50
Disbursements		\$ 3,264.73
H.S.T.		\$ 16,912.67
<b>Grand Total</b>		<b>\$ 147,009.90</b>
Average hourly rate	<b>\$ 436.00</b>	

**Exhibit "B"**

This is Exhibit  "B"  to the Affidavit

of  Peter K. Crawley

Sworn before me this  31<sup>st</sup>  day

of  January , 2024



**A Commissioner, etc.**

Christopher John Mazur, a Commissioner, etc.,  
Province of Ontario, for BDO Canada Limited.  
Expires August 21, 2024



Tel: 905-524-1008  
 Fax: 905-570-0249  
 www.bdo.ca

BDO Canada Limited  
 25Main Street West, Suite 805  
 Hamilton ON L8P 1H1 Canada

**INTERIM INVOICE**

Tandia Commercial Credit Union Limited  
 3455 North Service Road, Unit 100  
 Burlington, ON  
 L7N 3G2

<b>Date</b>	<b>Client No.</b>	<b>Invoice No.</b>
November 29, 2023	1557113 Ontario Inc. - Kaladar	<b>CINV2624219</b>

**TO PROFESSIONAL SERVICES RENDERED in connection with the Receivership of Tandia Kaladar Gas Station for the period commencing November 7, 2023 to November 21, 2023 exclusive per the attached detail:**

**Senior Vice-President**

C. Mazur	4.40	\$ 2,398.00
----------	------	-------------

**Senior Manager**

A. Consoli	4.20	\$ 1,995.00
P. Crawley	10.50	\$ 4,987.50
P. Naumis	0.75	\$ 356.25
S. Burrowes	5.00	\$ 2,375.00

**Manager**

N. Ormond	0.80	\$ 280.00
-----------	------	-----------

**Staff**

C. Casco	0.50	\$ 87.50
K. Hickling	4.30	\$ 1,290.00
	<u>30.45</u>	<u>\$ 13,769.25</u>
HST on BDO fees		\$ 1,790.00
Total		<u>\$ 15,559.25</u>

**Disbursements**

Postage and Courier Fees		\$ 560.85
HST on postage and courier fees		\$ 72.91
Total Disbursements		<u>\$ 633.76</u>

**Amount Due**

**\$ 16,193.01**

H.S.T. #R101518124

Terms:

Net 30 day

Interest at 1% per month (12.68% per annum calculated monthly) charged on accounts over 30 days.

Date	Name	Rate	Hours	Amount	Comments
7-Nov-2023	Peter Crawley	\$ 475.00	1.50	\$ 712.50	Kaladar - call with Linda Thompson; email motion record and request to J. Leslie; call with Rory D at Totals Inventorv
7-Nov-2023	Chris Mazur	\$ 545.00	0.40	\$ 218.00	e-mails, attend re NDA, attend re:inventory count quote.
8-Nov-2023	Angelo Consoli	\$ 475.00	0.50	\$ 237.50	compile list and correspondence re: planning considerations
9-Nov-2023	Peter Crawley	\$ 475.00	3.00	\$ 1,425.00	Online site investigation; review and edit NDA; send NDA to prospective consultants; engagement planning meeting with team; queries to Tandia; review responses;
9-Nov-2023	Nicole Ormond	\$ 350.00	0.80	\$ 280.00	prep call
9-Nov-2023	Peter Naumis	\$ 475.00	0.75	\$ 356.25	Update and strategy call
9-Nov-2023	Angelo Consoli	\$ 475.00	1.10	\$ 522.50	planning meeting to discuss considerations re: possession, operations, etc.; review site appraisal info; contact insurance broker re: site quotations;
9-Nov-2023	Kim Hickling	\$ 300.00	0.30	\$ 90.00	Team planning call in connection with pending receivership re related files. review appraisals
9-Nov-2023	Chris Mazur	\$ 545.00	1.10	\$ 599.50	review appraisals, financials, taking possession planning
10-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Engagement planning.
12-Nov-2023	Peter Crawley	\$ 475.00	0.30	\$ 142.50	Engagement planning.
13-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Engagement planning; PPSA review; insurance review
13-Nov-2023	Angelo Consoli	\$ 475.00	0.10	\$ 47.50	review and consideration re: operating manager proposal;
13-Nov-2023	Chris Mazur	\$ 545.00	0.60	\$ 327.00	attend re taking possession planning, insurance. Station Management.
14-Nov-2023	Peter Crawley	\$ 475.00	0.80	\$ 380.00	Prepare consolidated cashflow; planning meeting with CM and AC; review Fuel-P proposal; call to manager; prepare insurance notification letter; calls to LCBO.
14-Nov-2023	Angelo Consoli	\$ 475.00	0.20	\$ 95.00	call to discuss various planning / possession matters; review insurance certificates and forward to broker re: considerations:
14-Nov-2023	Chris Mazur	\$ 545.00	1.00	\$ 545.00	Taking possession planning, resources, station management
15-Nov-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Engagement planning; pursuing mgt proposals; update call with CM and AC.
15-Nov-2023	Chris Mazur	\$ 545.00	1.30	\$ 708.50	engagement planning, insurance, station managers, prep for court attendance
15-Nov-2023	Angelo Consoli	\$ 475.00	0.50	\$ 237.50	correspondence re: receivership planning, banking, possession matters, operator proposals, LCBO considerations. etc.: review draft operating agreement:
16-Nov-2023	Angelo Consoli	\$ 475.00	1.80	\$ 855.00	Calls with the Lenders re: update on receivership proceedings, debtors' efforts to refinance, possession and related operations, etc.; review and updates to draft Operating Agreement, applicable possession lists, etc.; review and updates to bank account documents; review update from Counsel re: debtor's refinancing efforts:
16-Nov-2023	Carla Casco	\$ 175.00	0.50	\$ 87.50	Activate bank account, open file in Ascend, and link bank account

16-Nov-2023	Peter Crawley	\$ 475.00	1.50	\$ 712.50	Engagement planning; update calls with Tandia and EQB; review mgt proposals and make recommendation; confirm acceptance of KSR; draft operating agreement for counsel's review; review counsel's edits to draft order; call with counsel; checklist development.
17-Nov-2023	Kim Hickling	\$ 300.00	4.00	\$ 1,200.00	attend to records/materials for possession, review re IT plan, attend to coordinated site for Court Order and possession process. Arrange local office. to and return
17-Nov-2023	Peter Crawley	\$ 475.00	1.20	\$ 570.00	Attending at Trenton to await appointment; plus 50% of travel time; calls with C.Mazur; updates to team; update EQ Bank; updates to inventory and management service providers
17-Nov-2023	Stephanie Burrowes	\$ 475.00	5.00	\$ 2,375.00	Attend Trenton in order to take possession once order granted.
18-Nov-2023	Peter Crawley	\$ 475.00	0.20	\$ 95.00	Update email to team; respond to query from counsel re: operations agreement and request fee update.
			<u>30.45</u>	<u>\$ 13,769.25</u>	
17-Nov-2023	Mileage/Travel			\$ 292.46	Stephanie Burrowes
20-Nov-2023	Mileage/Travel			\$ 268.39	Peter Crawley
				<u>\$ 560.85</u>	





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 25Main Street West, Suite 805  
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**INTERIM INVOICE**

Tandia Commercial Credit Union Limited  
 3455 North Service Road, Unit 100  
 Burlington, ON  
 L7N 3G2

<b>Date</b>	<b>Client No.</b>	<b>Invoice No.</b>
November 29, 2023	1870431 Ontario Inc. - Cloyne	<b>CINV2624220</b>

**TO PROFESSIONAL SERVICES RENDERED in connection with the Receivership of Tandia Cloyne Gas Station for the period commencing November 7, 2023 to November 21, 2023 exclusive per the attached detail:**

A. Consoli	2.10	\$ 997.50
P. Crawley	5.80	\$ 2,755.00
P. Naumis	4.50	\$ 2,137.50
<b>Staff</b>		
C. Casco	0.50	\$ 87.50
H. Yin	3.50	\$ 1,050.00
K. Hickling	0.30	\$ 90.00
	<u>16.70</u>	<u>\$ 7,117.50</u>
HST on BDO fees		<u>\$ 925.28</u>
Total		<u>\$ 8,042.78</u>

**Amount Due** \$ 8,042.78

H.S.T. #R101518124

Terms:

Net 30 day

Interest at 1% per month (12.68% per annum calculated monthly) charged on accounts over 30 days.

<b>Date</b>	<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>	<b>Comments</b>
9-Nov-2023	Kim Hickling	\$ 300.00	0.30	\$ 90.00	Team planning call in connection with pending receivership re related files, review appraisals
10-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Engagement planning.
12-Nov-2023	Peter Crawley	\$ 475.00	0.30	\$ 142.50	Engagement planning.
13-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Engagement planning; PPSA review; insurance review
14-Nov-2023	Peter Crawley	\$ 475.00	0.80	\$ 380.00	Prepare consolidated cashflow; planning meeting with CM and AC; review Fuel-P proposal; call to manager; prepare insurance notification letter; calls to LCBO.
14-Nov-2023	Angelo Consoli	\$ 475.00	0.20	\$ 95.00	call to discuss various planning / possession matters; review insurance certificates and forward to broker re; considerations;
15-Nov-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Engagement planning; pursuing mgt proposals; update call with CM and AC.
15-Nov-2023	Peter Naumis	\$ 475.00	0.75	\$ 356.25	Review agenda, timing, taking possession. Query dealer transfer, dealing with alcohol, etc. Prepare for appointment.
15-Nov-2023	Angelo Consoli	\$ 475.00	0.40	\$ 190.00	correspondence re: receivership planning, banking, possession matters, operator proposals, LCBO considerations, etc.; review draft operating agreement; review draft operating agreement;
16-Nov-2023	Angelo Consoli	\$ 475.00	1.50	\$ 712.50	Call with Lenders re: update on receivership proceedings, debtors' efforts to refinance, possession and related operations, etc.; review and updates to draft Operating Agreement; review re: Cloyne APS;
16-Nov-2023	Carla Casco	\$ 175.00	0.50	\$ 87.50	Activate bank account, open file in Ascend, and link bank account
16-Nov-2023	Peter Crawley	\$ 475.00	1.50	\$ 712.50	Engagement planning; update calls with Tandia and EQB; review mgt proposals and make recommendation; confirm acceptance of KSR; draft operating agreement for counsel's review; review counsel's edits to draft order; call with counsel; checklist development.
17-Nov-2023	Peter Naumis	\$ 475.00	3.75	\$ 1,781.25	Prepare and meet at location in close proximity to stations for taking possession. Strategize steps as a group. Status updates from court.
17-Nov-2023	Peter Crawley	\$ 475.00	1.20	\$ 570.00	Attending at Trenton to await appointment; plus 50% of travel time; calls with C.Mazur; updates to team; update EQ Bank; updates to inventory and management service providers.
17-Nov-2023	Heron Yin	\$ 300.00	2.00	\$ 600.00	Standby time to wait for court ruling.
17-Nov-2023	Heron Yin	\$ 300.00	1.50	\$ 450.00	Travel to and from location.
			16.70	\$ 7,117.50	



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**INTERIM INVOICE**

Tandia Commercial Credit Union Limited  
 3455 North Service Road, Unit 100  
 Burlington, ON  
 L7N 3G2

<b>Date</b>	<b>Client No.</b>	<b>Invoice No.</b>
November 29, 2023	2500994 Ontario Inc. - Treton	<b>CINV2624223</b>

**TO PROFESSIONAL SERVICES RENDERED in connection with the Receivership of Tandia Treton Gas Station for the period commencing November 7, 2023 to November 21, 2023 exclusive per the attached detail:**

A. Consoli	6.20	\$ 2,945.00
P. Crawley	5.80	\$ 2,755.00
S. Burrowes	0.10	\$ 47.50
<b>Manager</b>		
N. Ormond	5.50	\$ 1,925.00
<b>Staff</b>		
C. Casco	0.50	\$ 87.50
G. Harper	0.70	\$ 210.00
K. Hickling	0.30	\$ 90.00
	<u>19.10</u>	<u>\$ 8,060.00</u>
HST on BDO fees		<u>\$ 1,047.80</u>
Total		<u>\$ 9,107.80</u>
<b>Disbursements</b>		
Postage and Courier Fees		\$ 284.04
HST on postage and courier fees		<u>\$ 36.93</u>
Total Disbursements		<u>\$ 320.97</u>
<b>Amount Due</b>		<b><u>\$ 9,428.77</u></b>

H.S.T. #R101518124

Terms:

Net 30 day

Interest at 1% per month (12.68% per annum calculated monthly) charged on accounts over 30 days.

Date	Name	Rate	Hours	Amount	Comments
9-Nov-2023	Glenn Harper	\$ 300.00	0.70	\$ 210.00	Team call re: preparation strategy.
9-Nov-2023	Kim Hickling	\$ 300.00	0.30	\$ 90.00	Team planning call in connection with pending receivership re related files, review appraisals
10-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Engagement planning.
12-Nov-2023	Peter Crawley	\$ 475.00	0.30	\$ 142.50	Engagement planning.
13-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Engagement planning; PPSA review; insurance review
14-Nov-2023	Stephanie Burrowes	\$ 475.00	0.10	\$ 47.50	Call with Rocco regarding locksmiths for Friday.
14-Nov-2023	Peter Crawley	\$ 475.00	0.80	\$ 380.00	Prepare consolidated cashflow; planning meeting with CM and AC; review Fuel-P proposal; call to manager; prepare insurance notification letter.
14-Nov-2023	Angelo Consoli	\$ 475.00	0.20	\$ 95.00	call to discuss various planning / possession matters; review insurance certificates and forward to broker re: considerations;
15-Nov-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Engagement planning; pursuing mgt proposals; update call with CM and AC.
15-Nov-2023	Angelo Consoli	\$ 475.00	0.30	\$ 142.50	correspondence re: receivership planning, banking, possession matters, operator proposals, etc.; review operating agreement;
16-Nov-2023	Angelo Consoli	\$ 475.00	1.20	\$ 570.00	Call with Lenders re: update on receivership proceedings, debtors' efforts to refinance, possession and related operations, etc.; review and updates to draft Operating Agreement; review and discussion possession plan, staffing, related checklists, etc.; review update from Counsel re: debtor's refinancing efforts;
16-Nov-2023	Carla Casco	\$ 175.00	0.50	\$ 87.50	Activate bank account, open file in Ascend, and link bank account
16-Nov-2023	Nicole Ormond	\$ 350.00	0.50	\$ 175.00	attendance prep
16-Nov-2023	Peter Crawley	\$ 475.00	1.50	\$ 712.50	Engagement planning; update calls with Tandia and EQB; review mgt proposals and make recommendation; confirm acceptance of KSR; draft operating agreement for counsel's review; review counsel's edits to draft order; call with counsel; checklist development.
17-Nov-2023	Nicole Ormond	\$ 350.00	5.00	\$ 1,750.00	Travel time
17-Nov-2023	Angelo Consoli	\$ 475.00	4.50	\$ 2,137.50	attend Trenton meeting site in preparation of possession; review and discuss updates
17-Nov-2023	Peter Crawley	\$ 475.00	1.20	\$ 570.00	Attending at Trenton to await appointment; plus 50% of travel time; calls with C.Mazur; updates to team; update EQ Bank; updates to inventory and management service providers.
			19.10	\$ 8,060.00	
17-Nov-2023	Travel/Mileage fees			\$ 284.04	Angelo Consoli



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**INTERIM INVOICE**

Tandia Commercial Credit Union Limited  
 3455 North Service Road, Unit 100  
 Burlington, ON  
 L7N 3G2

<b>Date</b>	<b>Client No.</b>	<b>Invoice No.</b>
November 29, 2023	2544924 Ontario Inc. - Belleville	<b>CINV2624226</b>

**TO PROFESSIONAL SERVICES RENDERED in connection with the Receivership of Tandia Belleville Gas Station for the period commencing November 7, 2023 to November 21, 2023 exclusive per the attached detail:**

A. Consoli	1.80	\$ 855.00
D. Griffiths	6.70	\$ 3,182.50
P. Crawley	5.80	\$ 2,755.00
S. Burrowes	0.10	\$ 47.50
<b>Staff</b>		
C. Casco	0.50	\$ 87.50
G. Harper	6.00	\$ 1,800.00
K. Hickling	0.30	\$ 90.00
	21.20	\$ 8,817.50
HST on BDO fees		\$ 1,146.28
Total		\$ 9,963.78
<b>Disbursements</b>		
Postage and Courier Fees		\$ 545.20
HST on postage and courier fees		\$ 70.88
Total Disbursements		\$ 616.08
<b>Amount Due</b>		<b><u>\$ 10,579.86</u></b>

H.S.T. #R101518124

Terms:

Net 30 day

Interest at 1% per month (12.68% per annum calculated monthly) charged on accounts over 30 days.

Date	Name	Rate	Hours	Amount	Comments
9-Nov-2023	Darren Griffiths	\$ 475.00	0.80	\$ 380.00	Team planning call in connection with pending receivership.
9-Nov-2023	Kim Hickling	\$ 300.00	0.30	\$ 90.00	Team planning call in connection with pending receivership re related files, review appraisals
10-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Engagement planning.
12-Nov-2023	Peter Crawley	\$ 475.00	0.30	\$ 142.50	Engagement planning.
13-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Engagement planning; PPSA review; insurance review
13-Nov-2023	Glenn Harper	\$ 300.00	0.50	\$ 150.00	Prepare docs for possession on Nov 17.
14-Nov-2023	Stephanie Burrowes	\$ 475.00	0.10	\$ 47.50	Follow up with Rocco regarding lock change.
14-Nov-2023	Peter Crawley	\$ 475.00	0.80	\$ 380.00	Prepare consolidated cashflow; planning meeting with CM and AC; review Fuel-P proposal; call to manager; prepare insurance notification letter.
14-Nov-2023	Angelo Consoli	\$ 475.00	0.20	\$ 95.00	call to discuss various planning / possession matters; review insurance certificates and forward to broker re; considerations;
15-Nov-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Engagement planning; pursuing mgt proposals; update call with CM and AC.
15-Nov-2023	Angelo Consoli	\$ 475.00	0.40	\$ 190.00	correspondence re: receivership planning, banking, possession matters, operator proposals, etc.; review operating agreement;
15-Nov-2023	Darren Griffiths	\$ 475.00	0.50	\$ 237.50	Review file materials including financial statements and prior appraisal report in connection with pending receivership Application.
16-Nov-2023	Angelo Consoli	\$ 475.00	1.20	\$ 570.00	Call with Lenders re: update on receivership proceedings, debtors' efforts to refinance, possession and related operations, etc.; review and updates to draft Operating Agreement;
16-Nov-2023	Carla Casco	\$ 175.00	0.50	\$ 87.50	Activate bank account, open file in Ascend, and link bank account
16-Nov-2023	Glenn Harper	\$ 300.00	0.50	\$ 150.00	Attend Staples re: purchase memory stick for taking possession, prep for taking possession following day;
16-Nov-2023	Peter Crawley	\$ 475.00	1.50	\$ 712.50	Engagement planning; update calls with Tandia and EQB; review mgt proposals and make recommendation; confirm acceptance of KSR; draft operating agreement for counsel's review; review counsel's edits to draft order; call with counsel; checklist development.
16-Nov-2023	Darren Griffiths	\$ 475.00	0.40	\$ 190.00	Receive updates in connection with pending receivership Application and review related materials.
17-Nov-2023	Peter Crawley	\$ 475.00	1.20	\$ 570.00	Attending at Trenton to await appointment; plus 50% of travel time; calls with C.Mazur; updates to team; update EQ Bank; updates to inventory and management service providers.
17-Nov-2023	Glenn Harper	\$ 300.00	5.00	\$ 1,500.00	Attend location re: taking possession.
17-Nov-2023	Darren Griffiths	\$ 475.00	5.00	\$ 2,375.00	Meet with BDO team in Trenton in connection with receivership Application. Billed 1/2 travel time (3 hours).
				21.20	\$ 8,817.50

17-Nov-2023 Travel Mileage fees	\$ 272.60	Travel KM's to location re: taking possession. Glenn Harper.
17-Nov-2023 Travel Mileage fees	\$ 272.60	Meet with BDO team in Trenton in connection with receivership Application. Darren Griffiths
	<u>\$ 545.20</u>	



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**INTERIM INVOICE**

Tandia Commercial Credit Union Limited  
 3455 North Service Road, Unit 100  
 Burlington, ON  
 L7N 3G2

<b>Date</b>	<b>Client No.</b>	<b>Invoice No.</b>
January 30, 2024	1557113 Ontario Inc. - Kaladar	<b>CINV2705368</b>

**TO PROFESSIONAL SERVICES RENDERED in connection with the Receivership of Kaladar Station for the period commencing November 22, 2023 to December 31, 2023 exclusive per the attached detail:**

**Senior Vice-President**

C. Mazur	9.40	\$ 5,123.00
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**Senior Manager**

A. Consoli	10.00	\$ 4,750.00
P. Crawley	28.50	\$ 13,537.50
S. Burrowes	10.40	\$ 4,940.00

**Staff**

C. Casco	1.60	\$ 280.00
G. Harper	11.80	\$ 3,540.00
S. Rickards	3.10	\$ 542.50
	<u>74.80</u>	<u>\$ 32,713.00</u>
HST on BDO fees		<u>\$ 4,252.69</u>
Total		<u>\$ 36,965.69</u>

**Disbursements**

Travel/Mileage Fees		\$ 968.51
HST on travel/mileage fees		<u>\$ 125.91</u>
Total Disbursements		\$ 1,094.42

**Amount Due**

**\$ 38,060.11**

H.S.T. #R101518124

Terms:

Net 30 day

Interest at 1% per month (12.68% per annum calculated monthly) charged on accounts over 30 days.



<b>Date</b>	<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>	<b>Comments</b>
16-Nov-2023	Chris Mazur	\$ 545.00	1.20	\$ 654.00	Call with Tandia, e-mail from Counsel, attend re: status of insurance. attend re taking possession
20-Nov-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Review endorsement and orders received; discuss with CM; call to Rory at Totals; call from Wisam; discuss with AC; instructions to staff; preliminary review of costs-to-date.
21-Nov-2023	Sherri Murphy	\$ 175.00	0.50	\$ 87.50	WIP review prepared for manager's review.
21-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Review and edit interim invoice for costs to-date.
17-Nov-2023	Chris Mazur	\$ 545.00	0.90	\$ 490.50	Prepare for and attend court, e-mails to /fr Counsel.
22-Nov-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Email from LCBO legal R. Young; call from LCBO B James; review legal invoice; call from G.Singh re: status; finalize draft invoice details; send to Tandia with overview;
27-Nov-2023	Peter Crawley	\$ 475.00	0.70	\$ 332.50	Revise staffing plan and send team update; update inventory count team and management team.
27-Nov-2023	Stephanie Burrowes	\$ 475.00	0.10	\$ 47.50	Email to Rocco to arrange lock change for Friday December 1.
28-Nov-2023	Stephanie Burrowes	\$ 475.00	0.10	\$ 47.50	Email response to Rocco re: lock change.
29-Nov-2023	Sherri Murphy	\$ 175.00	0.60	\$ 105.00	invoice processed.
29-Nov-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Review, amend and send phase 1 invoices to Tandia for inclusion in payout statements.
30-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Prepare for 2nd attendance; update team and subcontractors; modify insurance letter;
30-Nov-2023	Angelo Consoli	\$ 475.00	0.30	\$ 142.50	correspondence re: debtor re-financing efforts, proceeding with appointment; Prepare revised receiver's Bank Direction letter; prep draft notice to Bank's
30-Nov-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	Attend re: taking possession preparation;
1-Dec-2023	Susan Rickards	\$ 175.00	0.30	\$ 52.50	Tax and e-mail insurance Letter
1-Dec-2023	Susan Rickards	\$ 175.00	0.40	\$ 70.00	Fax letter and receivership to bank
1-Dec-2023	Peter Crawley	\$ 475.00	7.50	\$ 3,562.50	Attend at gas station to take possession; meet with staff; meet with inventory count valuation team; calls with Narinder Gill; secure LCBO inventory; call with LCBO in-house Counsel; discussions with G.Singh re: ongoing management,
1-Dec-2023	Stephanie Burrowes	\$ 475.00	10.00	\$ 4,750.00	Take possession of gas station. Complete inventory count, pictures, count tills etc.
1-Dec-2023	Chris Mazur	\$ 545.00	0.50	\$ 272.50	Take possession, various e-mails, calls, operations issues.
1-Dec-2023	Glenn Harper	\$ 300.00	10.00	\$ 3,000.00	Take possession of Kaladar location, secure assets, review cash onsite, take inventory of beer/liquor, review of files onsite.
4-Dec-2023	Stephanie Burrowes	\$ 475.00	0.20	\$ 95.00	Look for and provide Peter and Glenn with BDO Payroll information to process same.
4-Dec-2023	Susan Rickards	\$ 175.00	0.10	\$ 17.50	Forward bank letter to Angelo

4-Dec-2023	Angelo Consoli	\$ 475.00	1.80	\$	855.00	Review and discussion re: franchise agreement; discussions re: information requests to principals, employee matters, etc.; e-mail correspondence and notice to RBC for request to freeze bank accounts; various correspondence and call with KRS re: possession matters, leased / financed vehicles; operating issues, vendors, etc.; coordinate request for station e-mail account;
4-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Prepare fuel and inventory summary; prepare update to Tandia; call with K. Plunkett re: update; review Counsel's edits to management agreement; coordinate fuel company calls; update call with G.Singh.
4-Dec-2023	Chris Mazur	\$ 545.00	0.40	\$	218.00	Various e-mails, attend re: Gas supply, credit applications, draft report to Tandia.
4-Dec-2023	Glenn Harper	\$ 300.00	0.10	\$	30.00	Discussion re: gas reading data on day of possession.
5-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$	237.50	Discuss LCBO and TBS inventory count requirements and repurchase with Bev James; update G.Singh; finalize management services agreement and send to KRS for review;
5-Dec-2023	Carla Casco	\$ 175.00	0.30	\$	52.50	set up bank account print void cheque e-mail as per instructions.
5-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Call with McDougall.
5-Dec-2023	Glenn Harper	\$ 300.00	0.70	\$	210.00	Assemble inventory liquor and beer reports from day of possession.
6-Dec-2023	Carla Casco	\$ 175.00	0.60	\$	105.00	Receipt cash, count coins and prepared deposit slip.
6-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Search for listings of properties; receipt and review of termination letters from LCBO; call with Beer Store; send info to Counsel with comments to review; call with G.Singh; review comments from Counsel on LCBO termination.
6-Dec-2023	Angelo Consoli	\$ 475.00	1.20	\$	570.00	Correspondence re: vendor transitions, supplier licenses, etc.; correspondence with IT re: e-mail account set-up; call with KRS; draft template letter and forward to KRS to set up vendor accounts;
6-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	Various e-mails, attend re: gas suppliers, Beer / LCBO issue, call with gas supplier.
7-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Sale process planning meeting with CM and AC; call with Tandia to review progress and next steps; prepare Receiver's borrowing documents; call with Shell legal;
7-Dec-2023	Angelo Consoli	\$ 475.00	0.80	\$	380.00	Correspondence re: Cooperators insurance premiums / payments; update to Scotiabank re: follow up on requests to freeze account; calls and e-mail correspondence to Mercedes and Ford re: PPSA registrations; correspondence re: various estate matters;
7-Dec-2023	Chris Mazur	\$ 545.00	0.40	\$	218.00	Attend re: borrowers certificates, call with Esso, call with Tandia, listing proposals, operating issues.
8-Dec-2023	Glenn Harper	\$ 300.00	0.10	\$	30.00	Vendor discussion w P Crawley.

8-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Discussions with Beer Store and LCBO; correspond with Counsel re: right to return of product; instructions to Counsel re: notice to principals; correspond with insurer re: premium payments; supplier account setup; detailed info request to KRS.
8-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: borrowers certificate rates, info requests.
9-Dec-2023	Peter Crawley	\$ 475.00	0.30	\$	142.50	Update KRS to request info from employees to assist with establishing WEPPA claims; follow-up email to fuel supplier; notify CRA of receivership and request 0002 accounts;
11-Dec-2023	Carla Casco	\$ 175.00	0.20	\$	35.00	November bank statement Reconciliation
11-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Update call with G.Singh re: issues delaying reopening of gas stations; contact PowerPay; instructions to GH re hours tracking software; review correspondence from Shell; contact appraisers; finalize and send update to employees; finalize 245/246 and list of creditors.
11-Dec-2023	Glenn Harper	\$ 300.00	0.20	\$	60.00	Discuss Core-Mark vendor matters w P Crawley and A Consoli;
11-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	attend re bank accounts, station readiness
11-Dec-2023	Angelo Consoli	\$ 475.00	0.50	\$	237.50	Correspondence re: fuel supplier considerations, terms, etc.; correspondence to MBFS; Correspondence with RBC re: company account information; correspondence with realtor; Correspondence with BNS; correspondence with KRS;
12-Dec-2023	Peter Crawley	\$ 475.00	1.30	\$	617.50	Opening updates with KRS; review draft letter to N. Gill; follow-up with Tandia re: borrowing; call with N. Parker of Shell and emails with local rep re: funding process for fuel purchases.
12-Dec-2023	Chris Mazur	\$ 545.00	3.00	\$	1,635.00	attend re: appraisals, shell supply arrangements, funding and operations.
13-Dec-2023	Rose Bartolini	\$ 175.00	1.00	\$	175.00	Enter amounts for unsecured claims;
13-Dec-2023	Angelo Consoli	\$ 475.00	0.70	\$	332.50	Review and correspondence re: fuel supplier terms; call with realtor re: consideration of sale process, request for listing proposal; Correspondence re: company data;
13-Dec-2023	Peter Crawley	\$ 475.00	0.10	\$	47.50	Attend to communications with LCBO and suppliers.
13-Dec-2023	Chris Mazur	\$ 545.00	0.50	\$	272.50	Review 245 BIA notices, operational and gas supply issues, credit balances, various e-mails.
14-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Review hours worked; discussions with G.Singh about restart; obtain vehicle CBB values; review credit applications; review KRS edits to management agreement and further amend, send to Counsel for review; correspond with Shell on order status; review QBO financial statements and payables.
14-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend to shell gas supply;

14-Dec-2023	Angelo Consoli	\$ 475.00	0.60	\$	285.00	Correspondence re: Sale Process considerations, operating matters, staffing, etc.; prepare draft confidentiality agreement; correspondence with site manager re: sale process, contacts, site visits, etc.; correspondence with various realtors re: request for listing proposals; review PPSA registrant's claim; comparison to BBV re: assessment of equity; correspondence with vehicle Finance company.
15-Dec-2023	Peter Crawley	\$ 475.00	0.80	\$	380.00	Finalize creditor list and send s245/246 to RB for transmission to O.R.; update call with J. Singh; obtain corporate documents for Tandia loan approval;
15-Dec-2023	Rose Bartolini	\$ 175.00	0.20	\$	35.00	fax - document to OR re: 1557113 Ontario Inc., 1874031 Ontario Inc., 2500994 Ontario Ltd., 2544924 Ontario Inc. with court order and endorsement.
15-Dec-2023	Glenn Harper	\$ 300.00	0.30	\$	90.00	Core-Mark matters; Ford truck matters with A. Consoli.
15-Dec-2023	Angelo Consoli	\$ 475.00	1.20	\$	570.00	Correspondence with the OPP re: license plate ID; discuss sale process, timelines on listing proposals, data room considerations, access to company info; review e-mail submissions from BNS and call/correspondence re: same; summary and correspondence to Counsel re: review of Ford's security registration; follow up call with Mercedez and re-send notice;
15-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	Prepare and have call with station manager, attend re: gas supply.
18-Dec-2023	Angelo Consoli	\$ 475.00	1.80	\$	855.00	Correspondence with Realtor re: information request, site visit, etc.; review proposal submission; review company information and compile general property overview; submit information to realtors re: financials, property overview, etc.; correspondence with Mercedez re: financed vehicles and related information request; correspondence with BNS, RBC re: company accounts;
18-Dec-2023	Peter Crawley	\$ 475.00	2.00	\$	950.00	Attend at premises with KRS and staff to assess readiness and issues for re-opening; correspond with fuel supplier; travel time; review term sheet from Tandia; prepare Receiver's Borrowing Certificate;
18-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	Attend re: budget and funding, stations operations.
18-Dec-2023	Glenn Harper	\$ 300.00	0.10	\$	30.00	Core-Mark credit application matters.
19-Dec-2023	Angelo Consoli	\$ 475.00	0.30	\$	142.50	Review and response to request from Realtor re: Supply Agreement, fuel data, etc.; Correspondence from party interested in property;
20-Dec-2023	Carla Casco	\$ 175.00	0.50	\$	87.50	Set up payables.

20-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Finalize operators management agreement; prepare payroll amounts and list of required cheques to C. Casco; review Counsel's edits to Parkland assignment agreement and raise issues;
20-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	Attend re: management company, operational issues.
20-Dec-2023	Angelo Consoli	\$ 475.00	0.20	\$ 95.00	Correspondence with realtor re fuel supply agreements, compile documents and submit for review re: listing proposals;
21-Dec-2023	Glenn Harper	\$ 300.00	0.30	\$ 90.00	Communications to payroll provider on access matters.
21-Dec-2023	Peter Crawley	\$ 475.00	0.80	\$ 380.00	Review and sign payroll cheques; prepare employee package; deliver cheques to KRS; verify receipt of Receiver's borrowings; review and sign insurance cheques; correspond with insurer about pending premium payments and to not allow policies to lapse.
22-Dec-2023	Angelo Consoli	\$ 475.00	0.60	\$ 285.00	Correspondence with relator re: site visit, site information; correspondence to Principal re: vehicles; review correspondence re: vendor services;
22-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$ 54.50	Attend re: payables and vehicles.
27-Dec-2023	Peter Crawley	\$ 475.00	0.10	\$ 47.50	Update discussion with G.Singh;
27-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	Attend re: offer, review.
28-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$ 712.50	Review and sign appraisal retainer cheques; discuss operations with GS; receipt of signed management agreement; funds transfer and Shell wire preparation; discuss accounting with GS; discussions with JB at Shell re: credit approval; finalize and send wire transfer.
28-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	Attend re: funds transfer and fuel purchase.
29-Dec-2023	Peter Crawley	\$ 475.00	0.10	\$ 47.50	Correspond with Coremark re: method of payment.
29-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$ 163.50	Attend re: Shell gas supply, sales.
30-Dec-2023	Peter Crawley	\$ 475.00	0.30	\$ 142.50	Correspond with KRS re plumbing emergency at Subway; review Subway lease and determine path forward.
				74.80	\$ 32,713.00
17-Nov-2023	Glenn Harper			\$ 83.37	407 tolls
21-Nov-2023	Kim Hickling			\$ 131.79	re taking possession matters, courts decision etc.
27-Nov-2023	Stephanie Burrowes			\$ 105.59	407 tolls
1-Dec-2023	Peter Crawley			\$ 355.65	Travel to Kaladar Shell to take possession
1-Dec-2023	Peter Crawley			\$ 163.28	Tandia gas stations - 2 trips
1-Dec-2023	Peter Naumis			\$ 128.83	407 ETR on Nov 17 and Dec 1
				\$ 968.51	Travel/Mileage fees



Tel: 905-524-1008  
 Fax: 905-570-0249  
 www.bdo.ca

BDO Canada Limited  
 25Main Street West, Suite 805  
 Hamilton ON L8P 1H1 Canada

**INTERIM INVOICE**

Tandia Commercial Credit Union Limited  
 3455 North Service Road, Unit 100  
 Burlington, ON  
 L7N 3G2

<b>Date</b>	<b>Client No.</b>	<b>Invoice No.</b>
January 30, 2024	1870431 Ontario Inc. - Cloyne Shell	CINV2705508

**TO PROFESSIONAL SERVICES RENDERED in connection with the Receivership of Cloyne Shell for the period commencing November 22, 2023 to December 31, 2023 exclusive per the attached detail:**

**Senior Vice-President**

C. Mazur	4.20	\$ 2,289.00
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**Senior Manager**

A. Consoli	19.20	\$ 9,120.00
P. Crawley	15.70	\$ 7,457.50

**Manager**

N. Ormond	11.70	\$ 4,095.00
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**Staff**

C. Casco	1.80	\$ 315.00
G. Harper	0.40	\$ 120.00
R. Bartolini	3.50	\$ 612.50
S. Murphy	0.60	\$ 105.00
S. Rickards	1.20	\$ 210.00
	<u>58.30</u>	<u>\$ 24,324.00</u>

HST on BDO fees		\$ 3,162.12
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Total		\$ 27,486.12
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**Disbursements**

Travel/Mileage Fees		\$ 616.92
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HST on travel/mileage fees		\$ 80.20
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Total Disbursements		\$ 697.12
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**Amount Due**

**\$ 28,183.24**

H.S.T. #R101518124

Terms:

Net 30 day

Interest at 1% per month (12.68% per annum calculated monthly) charged on accounts over 30 days.

<b>Date</b>	<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>	<b>Comments</b>
29-Nov-2023	Sherri Murphy	\$ 175.00	0.60	\$ 105.00	Prepare schedule for court report.
30-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Prepare for 2nd attendance; update team and subcontractors; modify insurance letter;
30-Nov-2023	Nicole Ormond	\$ 350.00	0.30	\$ 105.00	Attendance preparation.
30-Nov-2023	Angelo Consoli	\$ 475.00	0.30	\$ 142.50	Correspondence and planning re: receivership proceedings, attendance for possession; Prepare revised receiver's Bank Direction letter;
30-Nov-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	Attend re: taking possession preparation.
1-Dec-2023	Susan Rickards	\$ 175.00	1.00	\$ 175.00	Fax Letter and receivership notices to banks
1-Dec-2023	Angelo Consoli	\$ 475.00	10.00	\$ 4,750.00	Attend Shell Cloyne site; meeting with on site staff to advise of the Court Order, planned continued operations, closure of quick service restaurants; Meeting with KSR rep and discuss status of station and ongoing operations; discussions with staff re: WEPPA, payroll matters, etc.; meeting with locksmith; Meeting with Total Inventory staff and review results; attend to safeguarding LCBO, Beer Store inventory; review and discussions re: condition of cottage building and sheds on the Site; review office area for records; forward banking details to submit notices; attend to petty cash; compile summary of initial possession matters;
1-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Discussions with team about taking possession and operational issues encountered.
1-Dec-2023	Nicole Ormond	\$ 350.00	3.50	\$ 1,225.00	Travel to site for possession
1-Dec-2023	Nicole Ormond	\$ 350.00	6.50	\$ 2,275.00	Attend Shell Cloyne site; meeting with on site staff to advise of the Court Order, planned continued operations, closure of quick service restaurants; photograph exterior and interior of the premises; Meeting with KSR rep and discuss status of station and ongoing operations; attend to LCBO and Beer Store inventory count and inventory listing; discussions with staff and Total Inventory; attend to safeguarding LCBO, Beer Store inventory; review office area for records;
1-Dec-2023	Chris Mazur	\$ 545.00	0.50	\$ 272.50	Take possession, various e-mails, calls, operations issues.
3-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	various-mails from station manager, attend re gas supply credit agreement, e-mails from gas suppliers, draft report to Tandia.
4-Dec-2023	Nicole Ormond	\$ 350.00	0.70	\$ 245.00	Upload possession pictures, expenses.
4-Dec-2023	Susan Rickards	\$ 175.00	0.20	\$ 35.00	Review bank letters and forward to Angelo
4-Dec-2023	Angelo Consoli	\$ 475.00	1.60	\$ 760.00	Call to locksmith; various correspondence and call with KRS re: possession matters, leased / financed vehicles; operating issues, vendors, etc.; coordinate request for station e-mail account; calls to bank branch; e-mail correspondence re: notices to BMO and RBC for requests to freeze bank accounts;

4-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Prepare fuel and inventory summary; prepare update to Tandia; call with K. Plunkett re: update; review counsel's edits to management agreement; coordinate fuel company calls; update call with G.Singh.
4-Dec-2023	Chris Mazur	\$ 545.00	0.40	\$	218.00	Various e-mails, attend re Gas supply, credit applications, draft report to Tandia.
5-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$	237.50	Discuss LCBO and TBS inventory count requirements and repurchase with Bev James; update G.Singh; finalize management services agreement and send to KRS for review;
5-Dec-2023	Carla Casco	\$ 175.00	0.30	\$	52.50	Link bank account, printed void cheque & e-mail as per instructions
5-Dec-2023	Angelo Consoli	\$ 475.00	0.80	\$	380.00	Compile and forward notice to CIBC re: Cloyne bank account; correspondence with CIBC legal department re: same; correspondence with Lender; correspondence with BMO re: notice/request to freeze any accounts;
5-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Call with McDougall, status.
6-Dec-2023	Carla Casco	\$ 175.00	0.60	\$	105.00	Receipt cash, count coins & prepared deposit slip.
6-Dec-2023	Rose Bartolini	\$ 175.00	3.00	\$	525.00	Enter information on tracking spreadsheet.
6-Dec-2023	Nicole Ormond	\$ 350.00	0.70	\$	245.00	Complete possession listing.
6-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Search for listings of properties; receipt and review of termination letters from LCBO; call with Beer Store; send info to counsel with comments to review; call with G.Singh; review comments from counsel on LCBO termination.
6-Dec-2023	Angelo Consoli	\$ 475.00	1.70	\$	807.50	Call with Martins Bus Line re: request for details of site arrangement; calls and e-mail correspondence with Realtor re: request for terms of listing agreement, APS, etc.; review and discussions re: vendor listing, possession matters, etc.; call with KRS; draft template letter and forward to KRS to set up vendor accounts;
6-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	Various e-mails, attend re gas suppliers, Beer LCBO issue, call with gas supplier.
7-Dec-2023	Peter Crawley	\$ 475.00	0.90	\$	427.50	Sale process planning meeting with CM and AC; call with Tandia to review progress and next steps; prepare Receiver's borrowing documents; call with Shell legal;
7-Dec-2023	Angelo Consoli	\$ 475.00	1.20	\$	570.00	Correspondence re: various estate matters; review update from realtor; correspondence re: Cooperators insurance premiums / payments; update to Scotiabank re: follow up on requests to freeze account; calls and e-mail correspondence to Mercedes and BMW;
7-Dec-2023	Chris Mazur	\$ 545.00	0.40	\$	218.00	Attend re: borrowers certificates, call with Esso, call with Tandia, listing proposals, operating issues.



8-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Discussions with Beer Store and LCBO; correspond with counsel re: right to return of product; instructions to counsel re: notice to principals; correspond with insurer re: premium payments; supplier account setup; detailed info request to KRS.
8-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: borrowers certificate rates, info requests.
9-Dec-2023	Peter Crawley	\$ 475.00	0.30	\$	142.50	Update KRS to request info from employees to assist with establishing WEPPA claims; follow-up email to fuel supplier; notify CRA of receivership and request 0002 accounts;
11-Dec-2023	Carla Casco	\$ 175.00	0.20	\$	35.00	November's Bank Reconciliation
11-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Update call with G.Singh re: issues delaying reopening of gas stations; contact PowerPay; instructions to GH re hours tracking software; review correspondence from Shell; contact appraisers; finalize and send update to employees; finalize 245/246 and list of creditors.
11-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	attend re bank accounts, station readiness.
11-Dec-2023	Angelo Consoli	\$ 475.00	0.40	\$	190.00	Correspondence re: fuel supplier considerations, terms, etc.; correspondence with RBC re: company account information; correspondence with realtor; correspondence with BNS; correspondence with KRS;
12-Dec-2023	Peter Crawley	\$ 475.00	1.20	\$	570.00	Discuss WEPPA and experience confirmation requirements with former employee; opening updates with KRS; review draft letter to N. Gill; follow-up with Tandia re: borrowing; call with N. Parker of Shell and emails with local rep re: funding process for fuel purchases.
12-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	attend re: appraisals, shell supply arrangements, funding and operations.
13-Dec-2023	Carla Casco	\$ 175.00	0.20	\$	35.00	e-mail void cheque
13-Dec-2023	Glenn Harper	\$ 300.00	0.10	\$	30.00	Don Woods Fuels credit application matters.
13-Dec-2023	Rose Bartolini	\$ 175.00	0.50	\$	87.50	Enter amounts for unsecured claims.
13-Dec-2023	Peter Crawley	\$ 475.00	0.10	\$	47.50	Attend to communications with LCBO and suppliers.
13-Dec-2023	Chris Mazur	\$ 545.00	0.50	\$	272.50	Review 245 BIA notices, operational and gas supply issues, credit balances, various e-mails
13-Dec-2023	Angelo Consoli	\$ 475.00	0.40	\$	190.00	Call with realtor re: consideration of sale process, request for listing proposal; correspondence re: company data;
14-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Review hours worked; Discussions with G.Singh about restart; obtain vehicle CBB values; review credit applications; review KRS edits to management agreement and further amend, send to counsel for review; correspond with Shell on order status; review QBO financial statements and payables.
14-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend to Shell gas supply.

14-Dec-2023	Angelo Consoli	\$ 475.00	0.60	\$	285.00	Correspondence re: Sale Process considerations, operating matters, staffing, etc.; correspondence with various realtors re: request for listing proposals; prepare draft confidentiality agreement; correspondence with vehicle Finance company;
15-Dec-2023	Peter Crawley	\$ 475.00	0.80	\$	380.00	Finalize creditor list and send s245/246 to RB for transmission to O.R.; update call with J. Singh; obtain corporate documents for Tandia loan approval;
15-Dec-2023	Glenn Harper	\$ 300.00	0.20	\$	60.00	Core-Mark credit application matters.
15-Dec-2023	Angelo Consoli	\$ 475.00	0.80	\$	380.00	Discuss sale process, timelines on listing proposals, data room considerations, access to company info; call and e-mail correspondence with MBFS representative; review e-mail submissions from BNS and call/correspondence re: same; follow up call with Mercedes and re-send notice;
15-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	Prepare and have call with station manager, attend re: gas supply.
18-Dec-2023	Angelo Consoli	\$ 475.00	1.20	\$	570.00	Correspondence with Realtor re: information request, site visit, etc.; review proposal submission; review company information and compile general property overview; submit information to realtors re: financials, property overview, etc.; correspondence with BNS, RBC re: company accounts;
18-Dec-2023	Peter Crawley	\$ 475.00	2.00	\$	950.00	Attend at premises with KRS and staff to assess readiness and issues for re-opening; correspond with fuel supplier; travel time; review term sheet from Tandia; prepare Receiver's Borrowing Certificate;
18-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	Attend re budget and funding, stations operations.
18-Dec-2023	Glenn Harper	\$ 300.00	0.10	\$	30.00	Core-Mark credit application matters.
19-Dec-2023	Angelo Consoli	\$ 475.00	0.20	\$	95.00	Review and response to request from Realtor re: Supply Agreement, fuel data, etc.;
20-Dec-2023	Carla Casco	\$ 175.00	0.50	\$	87.50	Set up payables
20-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Finalize operators management agreement; prepare payroll amounts and list of required cheques to C. Casco; review counsel's edits to Parkland assignment agreement and raise issues.
20-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	Attend re: management company, operational issues.
21-Dec-2023	Peter Crawley	\$ 475.00	0.80	\$	380.00	Review and sign payroll cheques; prepare employee package; deliver cheques to KRS; verify receipt of Receiver's borrowings; review and sign insurance cheques; correspond with insurer about pending premium payments and to not allow policies to lapse.
22-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: payables and vehicles.
27-Dec-2023	Peter Crawley	\$ 475.00	0.10	\$	47.50	Update discussion with G.Singh;
27-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: reporting.

28-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Review and sign appraisal retainer cheques; discuss operations with G. Singh.
				<u>58.30</u>	<u>\$ 24,324.00</u>
17-Nov-2023	Peter Naumis			\$ 247.33	Travel to and from Kaladar stations
17-Nov-2023	Angelo Consoli			\$ 64.81	re: initial planned possession
1-Dec-2023	Angelo Consoli			\$ 19.86	travel to/from carpool
1-Dec-2023	Angelo Consoli			\$ 26.49	meal - AC / NO
4-Dec-2023	Nicole Ormond			\$ 58.34	
4-Dec-2023	Nicole Ormond			<u>\$ 200.09</u>	
				\$ 616.92	Travel/Mileage fees



Tel: 905-524-1008  
 Fax: 905-570-0249  
 www.bdo.ca

BDO Canada Limited  
 25 Main Street West, Suite 805  
 Hamilton ON L8P 1H1 Canada

**INTERIM INVOICE**

Tandia Commercial Credit Union Limited  
 3455 North Service Road, Unit 100  
 Burlington, ON  
 L7N 3G2

<b>Date</b>	<b>Client No.</b>	<b>Invoice No.</b>
January 30, 2024	2500994 Ontario Ltd. – Trenton Esso	CINV2705511

**TO PROFESSIONAL SERVICES RENDERED in connection with the Receivership of Trenton Esso for the period commencing November 22, 2023 to December 31, 2023 exclusive per the attached detail:**

**Senior Vice-President**

C. Mazur	3.60	\$ 1,962.00
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**Senior Manager**

A. Consoli	2.20	\$ 1,045.00
P. Crawley	25.75	\$ 12,231.25

**Staff**

C. Casco	1.00	\$ 175.00
G. Harper	0.40	\$ 120.00
R. Bartolini	0.50	\$ 87.50
S. Murphy	0.60	\$ 105.00
S. Rickards	1.00	\$ 175.00
	<u>35.05</u>	<u>\$ 15,900.75</u>

HST on BDO fees		<u>\$ 2,067.10</u>
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Total		<u>\$ 17,967.85</u>
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**Disbursements**

Travel/Mileage Fees		\$ 289.21
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HST on travel/mileage fees		<u>\$ 37.60</u>
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Total Disbursements		\$ 326.81
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**Amount Due**

**\$ 18,294.66**

H.S.T. #R101518124

Terms:

Net 30 day

Interest at 1% per month (12.68% per annum calculated monthly) charged on accounts over 30 days.

<b>Date</b>	<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>	<b>Comments</b>
29-Nov-2023	Sherri Murphy	\$ 175.00	0.60	\$ 105.00	Prepared schedule for court report.
30-Nov-2023	Peter Naumis	\$ 475.00	0.75	\$ 356.25	Update on appointment and taking possession. Prepare for taking possession.
30-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Prepare for 2nd attendance; update team and subcontractors; modify insurance letter;
30-Nov-2023	Angelo Consoli	\$ 475.00	0.10	\$ 47.50	Prepare revised receiver's Bank Direction letter;
30-Nov-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	Attend re: taking possession preparation.
1-Dec-2023	Susan Rickards	\$ 175.00	1.00	\$ 175.00	Fax letter and receivership to banks
1-Dec-2023	Peter Naumis	\$ 475.00	8.00	\$ 3,800.00	Travel to and attend to taking possession. Meet with Manpreet and Sonpreet. Serve order upon them and make them aware of receivership and go forward. General discussion. Lock change and securing of premise. Meet with inventory group and instructions. Take pictures of interior and exterior. Review for books and records. Call to Narinder in attempt to correct down POS issue. Call to Esso to assist with getting POS up and running again. Inventory Extreme Pita equipment. Review for mail. Meet with KRS and discuss mandate, employees, alarm system and security camera. Forward banking information to Susan for correspondence to debtor banks.
1-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Discussions with team about taking possession and operational issues encountered.
1-Dec-2023	Chris Mazur	\$ 545.00	0.50	\$ 272.50	Take possession, various-mails, calls operations issues.
2-Dec-2023	Peter Crawley	\$ 475.00	0.20	\$ 95.00	Call with S. Mokbel re: access to HODL ATM's onsite; review agreement and authorize access to G.Singh.
4-Dec-2023	Peter Naumis	\$ 475.00	1.50	\$ 712.50	Debrief taking possession, download files, scan documents, report to Peter Crawley.
4-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$ 712.50	Prepare fuel and inventory summary; prepare update to Tandia; call with K. Plunkett re: update; review counsel's edits to management agreement; coordinate fuel company calls; update call with G.Singh.
4-Dec-2023	Chris Mazur	\$ 545.00	0.40	\$ 218.00	Various e-mails, attend re: Gas supply, credit applications, draft report to Tandia.
5-Dec-2023	Peter Crawley	\$ 475.00	0.70	\$ 332.50	Finalize management services agreement and send to KRS for review; call with P. Nivens of McDougall Energy;
5-Dec-2023	Carla Casco	\$ 175.00	0.30	\$ 52.50	Link bank account, printed void cheque & e-mail as per instructions.
5-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$ 54.50	Call with McDougall, status.
6-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	Various e-mails, attend re: gas suppliers, Beer LCBo issue, call with gas supplier.
7-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Sale process planning meeting with CM and AC; call with Tandia to review progress and next steps; prepare Receiver's borrowing documents.
7-Dec-2023	Chris Mazur	\$ 545.00	0.40	\$ 218.00	Attend re: borrowers certificates, call with Esso, call with Tandia, listing proposals, operating issues.
8-Dec-2023	Peter Crawley	\$ 475.00	0.80	\$ 380.00	Instructions to counsel re: notice to principals; correspond with insurer re: premium payments; supplier account setup; detailed info request to KRS.
8-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$ 54.50	various-mails from station manager, attend re gas supply credit agreement, e-mails from gas suppliers, draft report to Tandia.

9-Dec-2023	Peter Crawley	\$ 475.00	0.20	\$	95.00	Update KRS to request info from employees to assist with establishing WEPPA claims; notify CRA of receivership and request 0002 accounts;
11-Dec-2023	Carla Casco	\$ 175.00	0.20	\$	35.00	November's Bank Reconciliation
11-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Update call with G.Singh re: issues delaying reopening of gas stations; contact PowerPay; instructions to GH re hours tracking software; review correspondence from McDougall; contact appraisers; finalize and send update to employees; finalize 245/246 and list of creditors.
11-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	attend re bank accounts, station readiness
11-Dec-2023	Angelo Consoli	\$ 475.00	0.20	\$	95.00	Correspondence with RBC re: company account information; correspondence with realtor; correspondence with BNS;
12-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Attending to EIL insurance renewal issues; opening updates with KRS; review draft letter to N. Gill; follow-up with Tandia re: borrowing.
12-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	attend re: appraisals, shell supply arrangements, funding and operations.
13-Dec-2023	Rose Bartolini	\$ 175.00	0.50	\$	87.50	Enter amounts for unsecured claims.
13-Dec-2023	Peter Crawley	\$ 475.00	0.10	\$	47.50	Attend to communications with LCBO and suppliers
13-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	Review 245 BIA notices, operational and gas supply issues, credit balances, various e-mails.
14-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Review hours worked; discussions with G.Singh about restart; obtain vehicle CBB values; review credit applications; review KRS edits to management agreement and further amend, send to counsel for review; review QBO financial statements and payables.
14-Dec-2023	Angelo Consoli	\$ 475.00	0.40	\$	190.00	Correspondence re: Sale Process considerations, operating matters, staffing, etc.; correspondence with various realtors re: request for listing proposals; prepare draft confidentiality agreement; review PPSA registrant's claim; comparison to BBV re: assessment of equity;
15-Dec-2023	Peter Crawley	\$ 475.00	0.80	\$	380.00	Finalize creditor list and send s245/246 to RB for transmission to O.R.; update call with J. Singh; obtain corporate documents for Tandia loan approval;
15-Dec-2023	Glenn Harper	\$ 300.00	0.20	\$	60.00	Core-Mark credit application matters.
15-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	Prepare and have call with station manager, attend re gas supply.
18-Dec-2023	Angelo Consoli	\$ 475.00	1.20	\$	570.00	Correspondence with Realtor re: information request, site visit, etc.; review proposal submission; review company information and compile general property overview; submit information to realtors re: financials, property overview, etc.; correspondence with BNS, RBC re: company accounts;
18-Dec-2023	Peter Crawley	\$ 475.00	2.00	\$	950.00	Attend at premises with KRS and staff to assess readiness and issues for re-opening; correspond with fuel supplier; travel time; review term sheet from Tandia; prepare Receiver's Borrowing Certificate; call with insurer to discuss EIL application and rejection.
18-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	Attend re: budget and funding, stations operations.
18-Dec-2023	Glenn Harper	\$ 300.00	0.20	\$	60.00	Core-Mark credit application matters.
19-Dec-2023	Peter Crawley	\$ 475.00	0.20	\$	95.00	Review and accept EIL quote;
20-Dec-2023	Carla Casco	\$ 175.00	0.50	\$	87.50	Set up payables.

20-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Finalize operators management agreement; prepare payroll amounts and list of required cheques to C. Casco; attend to EIL insurance application requirements;
20-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	Attend re: management co, operational issues.
20-Dec-2023	Angelo Consoli	\$ 475.00	0.30	\$	142.50	Correspondence with insurance broker re: quote submission for environmental policy; Correspondence with realtor re fuel supply agreements, compile documents and submit for review re: listing proposals;
21-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Review and sign payroll cheques; prepare employee package; deliver cheques to KRS; verify receipt of Receiver's borrowings; review and sign insurance cheques; correspond with insurer about pending premium payments and to not allow policies to lapse; review and sign EIL policy application and correspond with N. Joliffe.
22-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: payables and vehicles.
27-Dec-2023	Peter Crawley	\$ 475.00	0.30	\$	142.50	Update discussion with G.Singh; correspond with P. Nivens re accounting for fuel purchase;
27-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: reporting.
28-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$	237.50	Review and sign appraisal retainer cheques; discuss operations with GS; correspond with insurer re: status of EIL policy and cancellation notices received.
29-Dec-2023	Peter Crawley	\$ 475.00	0.20	\$	95.00	Receipt of EIL coverage confirmation; instruct KRS to open for business.
			<u>35.05</u>	\$	<u>15,900.75</u>	
1-Dec-2023	Peter Naumis			\$	19.62	Lunch
1-Dec-2023	Peter Naumis			\$	269.59	Travel to and from
				\$	<u>289.21</u>	Travel/Mileage fees



Tel: 905-524-1008  
 Fax: 905-570-0249  
 www.bdo.ca

BDO Canada Limited  
 25 Main Street West, Suite 805  
 Hamilton ON L8P 1H1 Canada

**INTERIM INVOICE**

Tandia Commercial Credit Union Limited  
 3455 North Service Road, Unit 100  
 Burlington, ON  
 L7N 3G2

<b>Date</b>	<b>Client No.</b>	<b>Invoice No.</b>
January 30, 2024	2544924 Ontario Inc. - Belleville Esso	CINV2705515

**TO PROFESSIONAL SERVICES RENDERED in connection with the Receivership of Belleville Esso for the period commencing November 22, 2023 to December 31, 2023 exclusive per the attached detail:**

**Senior Vice-President**

C. Mazur	3.90	\$ 2,125.50
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**Senior Manager**

A. Consoli	2.50	\$ 1,187.50
D. Griffiths	11.00	\$ 5,225.00
P. Crawley	14.80	\$ 7,030.00

**Staff**

C. Casco	1.20	\$ 210.00
G. Harper	0.30	\$ 90.00
S. Murphy	1.10	\$ 192.50
S. Rickards	0.40	\$ 70.00
	<u>35.20</u>	<u>\$ 16,130.50</u>
HST on BDO fees		\$ 2,096.97
Total		<u>\$ 18,227.47</u>

**Amount Due**

**\$ 18,227.47**

H.S.T. #R101518124

Terms:

Net 30 day

Interest at 1% per month (12.68% per annum calculated monthly) charged on accounts over 30 days.



<b>Date</b>	<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>	<b>Comments</b>
20-Nov-2023	Darren Griffiths	\$ 475.00	0.40	\$ 190.00	Review endorsement and signed orders of J. Osborne. Attend to billing and expenses.
21-Nov-2023	Sherri Murphy	\$ 175.00	0.50	\$ 87.50	WIP review prepared for manager's review.
27-Nov-2023	Darren Griffiths	\$ 475.00	0.20	\$ 95.00	Attend re: planning, possession.
29-Nov-2023	Sherri Murphy	\$ 175.00	0.60	\$ 105.00	invoice processed.
30-Nov-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Prepare for 2nd attendance; update team and subcontractors; modify insurance letter;
30-Nov-2023	Angelo Consoli	\$ 475.00	0.10	\$ 47.50	Prepare revised receiver's Bank Direction letter;
30-Nov-2023	Darren Griffiths	\$ 475.00	0.50	\$ 237.50	Team meeting re: planning, possession.
30-Nov-2023	Chris Mazur	\$ 545.00	0.20	\$ 109.00	attend re: taking possession prep
1-Dec-2023	Susan Rickards	\$ 175.00	0.40	\$ 70.00	Fax letter and receivership to banks
1-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$ 237.50	Discussions with team about taking possession and operational issues encountered.
1-Dec-2023	Chris Mazur	\$ 545.00	0.50	\$ 272.50	Take possession, various e-mails, calls operations issues.
1-Dec-2023	Darren Griffiths	\$ 475.00	9.00	\$ 4,275.00	Attend Belleville gas station and effect possession. Meet with KRS representative and employee on site. Call with principal. Meet with locksmith and oversee third party inventory count. Obtain fuel reserves and address Scotiabank account. Cash count and review books and records located on site. Related team updates. Billed 1/2 travel time (3 hours).
2-Dec-2023	Peter Crawley	\$ 475.00	0.20	\$ 95.00	Call with S. Mokbel re: access to HODL ATM's onsite; review agreement and authorize access to G.Singh.
4-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$ 712.50	Prepare fuel and inventory summary; prepare update to Tandia; call with K. Plunkett re: update; review counsel's edits to management agreement; coordinate fuel company calls; update call with G.Singh.
4-Dec-2023	Chris Mazur	\$ 545.00	0.40	\$ 218.00	various e-mails, attend re Gas supply, credit applications, draft report to Tandia,
4-Dec-2023	Darren Griffiths	\$ 475.00	0.50	\$ 237.50	Communications with KSR in connection with employees, locksmith/safe, and point of sale system banking. Address corporate Minute Book and Scotiabank account.
5-Dec-2023	Peter Crawley	\$ 475.00	0.70	\$ 332.50	Call with Parkland counsel re: receiver's intentions with fuel supply agreement; update counsel re: same;
5-Dec-2023	Carla Casco	\$ 175.00	0.30	\$ 52.50	link bank account, printed void cheque & e-mail as per instructions
5-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$ 54.50	call with McDougall, status
5-Dec-2023	Darren Griffiths	\$ 475.00	0.40	\$ 190.00	Follow up with KSR representative regarding Belleville employees, safe access, and point of sale system. Taking possession memo.
6-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$ 475.00	Call with Parkland team; review fuel supply agreement; request full copy from Parkland.
6-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$ 163.50	Various e-mails, attend re gas suppliers, Beer LCBo issue, call with gas supplier,

7-Dec-2023	Peter Crawley	\$ 475.00	0.70	\$	332.50	Sale process planning meeting with CM and AC; call with Tandia to review progress and next steps; prepare Receiver's borrowing documents
7-Dec-2023	Angelo Consoli	\$ 475.00	0.20	\$	95.00	Call and correspondence with Ford re: PPSA registration;
7-Dec-2023	Chris Mazur	\$ 545.00	0.40	\$	218.00	Attend re: borrowers certificates, call with Esso, call with Tandia, listing proposals, operating issues.
8-Dec-2023	Peter Crawley	\$ 475.00	0.80	\$	380.00	Instructions to counsel re: notice to principals; correspond with insurer re: premium payments; supplier account setup; detailed info request to KRS.
8-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: borrowers certificate rates, info requests.
9-Dec-2023	Peter Crawley	\$ 475.00	0.20	\$	95.00	Update KRS to request info from employees to assist with establishing WEPPA claims; notify CRA of receivership and request 0002 accounts;
11-Dec-2023	Carla Casco	\$ 175.00	0.20	\$	35.00	November's Bank Reconciliation
11-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Update call with G.Singh re: issues delaying reopening of gas stations; contact PowerPay; instructions to GH re hours tracking software; send follow-up to Parkland; contact appraisers; finalize and send update to employees; finalize 245/246 and list of creditors.
11-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	attend re bank accounts, station readiness
11-Dec-2023	Angelo Consoli	\$ 475.00	0.20	\$	95.00	Correspondence with RBC re: company account information; correspondence with realtor; correspondence with BNS;
12-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$	237.50	Opening updates with KRS; review draft letter to N. Gill; follow-up with Tandia re: borrowing;
12-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	attend re: appraisals, shell supply arrangements, funding and operations.
13-Dec-2023	Carla Casco	\$ 175.00	0.20	\$	35.00	Email void cheque.
13-Dec-2023	Peter Crawley	\$ 475.00	0.10	\$	47.50	Attend to communications with LCBO and suppliers.
13-Dec-2023	Chris Mazur	\$ 545.00	0.50	\$	272.50	Review 245 BIA notices, operational and gas supply issues, credit balances, various e-mails
14-Dec-2023	Peter Crawley	\$ 475.00	1.20	\$	570.00	Review hours worked; discussions with G.Singh about restart; obtain vehicle CBB values; review credit applications; review KRS edits to management agreement and further amend, send to counsel for review; review QBO financial statements and payables.
14-Dec-2023	Angelo Consoli	\$ 475.00	0.40	\$	190.00	Correspondence re: Sale Process considerations, operating matters, staffing, etc.; correspondence with various realtors re: request for listing proposals; prepare draft confidentiality agreement;
15-Dec-2023	Peter Crawley	\$ 475.00	0.80	\$	380.00	Finalize creditor list and send s245/246 to RB for transmission to O.R.; update call with J. Singh; obtain corporate documents for Tandia loan approval;
15-Dec-2023	Glenn Harper	\$ 300.00	0.20	\$	60.00	Core-Mark credit application matters.

15-Dec-2023	Chris Mazur	\$ 545.00	0.30	\$	163.50	Prepare and have call with station manager, attend re: gas supply.
18-Dec-2023	Angelo Consoli	\$ 475.00	1.30	\$	617.50	Correspondence re: EIL policy; compile information and submit to Dan Lawrie insurance for quotation; Correspondence with Realtor re: information request, site visit, etc.; review proposal submission; review company information and compile general property overview; submit information to realtors re: financials, property overview, etc.; correspondence with BNS, RBC re: company accounts;
18-Dec-2023	Peter Crawley	\$ 475.00	2.00	\$	950.00	Attend at premises with KRS and staff to assess readiness and issues for re-opening; correspond with fuel supplier; travel time; review term sheet from Tandia; prepare Receiver's Borrowing Certificate;
18-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	Attend re: budget and funding, stations operations.
18-Dec-2023	Glenn Harper	\$ 300.00	0.10	\$	30.00	Core-Mark credit application matters.
20-Dec-2023	Carla Casco	\$ 175.00	0.50	\$	87.50	Set up payables
20-Dec-2023	Peter Crawley	\$ 475.00	1.50	\$	712.50	Finalize operators management agreement; prepare payroll amounts and list of required cheques to C. Casco; review counsel's edits to Parkland assignment agreement and raise issues;
20-Dec-2023	Chris Mazur	\$ 545.00	0.20	\$	109.00	Attend re: management co, operational issues.
20-Dec-2023	Angelo Consoli	\$ 475.00	0.20	\$	95.00	Correspondence with realtor re fuel supply agreements, compile documents and submit for review re: listing proposals;
21-Dec-2023	Angelo Consoli	\$ 475.00	0.10	\$	47.50	Review and summary chart of historical parkland fuel volumes;
21-Dec-2023	Peter Crawley	\$ 475.00	1.00	\$	475.00	Review and sign payroll cheques; prepare employee package; deliver cheques to KRS; verify receipt of Receiver's borrowings; review and sign insurance cheques; correspond with insurer about pending premium payments and to not allow policies to lapse; correspond with counsel re: Parkland requirements.
22-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: payables and vehicles.
27-Dec-2023	Peter Crawley	\$ 475.00	0.10	\$	47.50	Update discussion with G.Singh;
27-Dec-2023	Chris Mazur	\$ 545.00	0.10	\$	54.50	Attend re: reporting.
28-Dec-2023	Peter Crawley	\$ 475.00	0.50	\$	237.50	Review and sign appraisal retainer cheques; discuss operations with G. Singh.
					35.20	\$ 16,130.50

This is Appendix “F”  
to the First Report of the Receiver

*ONTARIO*  
SUPERIOR COURT OF JUSTICE  
[COMMERCIAL LIST]

**BETWEEN:**

**TANDIA FINANCIAL CREDIT UNION LIMITED**

Applicant

- and -

**1557113 ONTARIO INC., 1870431 ONTARIO INC., 2500994 ONTARIO LTD. AND  
2544924 ONTARIO INC.**

Respondents

**IN THE MATTER OF AN APPLICATION PURSUANT TO SUBSECTION 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**

**FEE AFFIDAVIT**  
(Sworn January 31, 2024)

I, **John Leslie**, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am a partner with the law firm of Dickinson Wright LLP (“**DW**”). I have personal knowledge of the matters to which I hereinafter depose.
2. DW has acted as counsel to BDO Canada Limited Inc., in its capacity as Court-appointed receiver (the “**Receiver**”) in these proceedings.
3. DW’s fees and disbursements in connection with this matter for the period from November 8, 2023 to December 28, 2023 total \$26,638.62, including HST and disbursements. Attached hereto and marked as **Exhibit “A”** is a true copy of DW’s account for the period indicated.

4. Attached as **Exhibit "B"** is a chart which summarizes the expertise and area of practice of the lawyers involved in rendering services to the Receiver, their hourly rates charged to the Receiver, as well as the average hourly rate charged.

**SWORN BEFORE ME** at the City of Toronto, in the Province of Ontario this 3<sup>rd</sup> day of January, 2024.

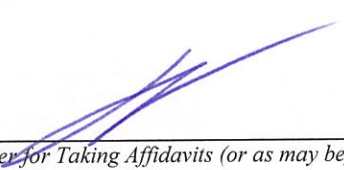
\_\_\_\_\_  
Commissioner for Taking Affidavits  
(or as may be)

DAVID SEIFER  
(77474F)

\_\_\_\_\_  
JOHN LESLIE

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This is Exhibit "A" referred to in the Affidavit of John Leslie sworn before me at the City of Toronto, in the Province of Ontario, on January 31, 2004. 2024



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*Commissioner for Taking Affidavits (or as may be)*

**DAVID SEIFER**



199 BAY STREET, SUITE 2200  
P.O. BOX 447, COMMERCE COURT WEST  
TORONTO, ON CANADA M5L 1G4  
TELEPHONE: (416) 777-0101  
http://www.dickinsonwright.com  
GST/HST NUMBER: 831204003 RT0001

INVOICE DATE: JANUARY 19, 2024  
INVOICE NO.: 1880088

25 MAIN STREET WEST, SUITE 805  
HAMILTON, ON L8P 1H1  
CANADA

ATTN: Peter Crawley

CLIENT/MATTER NO.: 053270-00003

RE: RECEIVERSHIP RE 1557113 ONTARIO INC., ET AL.

*PRIVILEGED AND CONFIDENTIAL*

FOR PROFESSIONAL SERVICES THROUGH DECEMBER 28, 2023

CAD

TOTAL FEES CURRENT INVOICE .....	\$	23,420.00
TOTAL DISBURSEMENTS CURRENT INVOICE .....	\$	154.00
HST - ONTARIO .....	\$	3,064.62
<b>TOTAL CURRENT INVOICE .....</b>	<b>\$</b>	<b>26,638.62</b>

*This statement may reflect time and professional services rendered by attorneys or other legal personnel associated with the Firm's international or other affiliate(s). Such attorneys, who are licensed in other jurisdictions, are consulted and serve as legal advisors to the Firm based on their licensed status in such jurisdictions and expertise in particular legal specialties.*

<b>Remittance Instructions</b>		
<b>***Terms: Due and Payable Upon Receipt***</b>		
<b>Mail To:</b>	<b>Wire Instructions:</b>	<b>ACH Instructions:</b>
Dickinson Wright LLP 199 Bay Street Suite 2200 Commerce Court West Toronto, ON, M5L 1G4	Royal Bank of Canada 200 Bay Street Toronto, ON Canada M5J 2J5 Bank Number: 003 Branch Number: 00002 Account#: 1056399 SWIFT CODE: ROYCCAT2 Sort Code://CC000300002 (Sort Code used only for Non-US Foreign Wires)	Royal Bank of Canada 200 Bay Street Toronto, ON Canada M5J 2J5 Bank Number: 003 Branch Number: 00002 Account#: 1056399
<b>(Please reference your client/invoice numbers when paying electronically)</b>		



RECEIVERSHIP RE 1557113 ONTARIO INC., ET AL.  
CLIENT/MATTER NO.:053270-00003INVOICE DATE: JANUARY 19, 2024  
INVOICE NO.: 1880088  
PAGE 2**CURRENT INVOICE DETAIL**

<u>DATE</u>	<u>INITIALS</u>	<u>SERVICES</u>	<u>HOURS</u>	<u>VALUE</u>
11/08/23	LSC	Review application to appoint receiver and prepare confidentiality agreement to be obtained from proposed service providers	1.0	870.00
11/08/23	JXL	Review Application Record; Emails with Peter Crawley	1.5	1,462.50
11/09/23	LSC	Emails with P. Crawley regarding draft confidentiality agreement and revisions proposed	1.0	870.00
11/11/23	JXL	Review Factum	0.8	780.00
11/15/23	LSC	Review email from P. Crawley regarding liquor licences and telephone call re same	0.5	435.00
11/16/23	DZS	Receive and review from the Receiver a draft agreement in relation to engagement of operator to manage gas stations;	0.5	200.00
11/16/23	DZS	Receive and review form of appointment order and application record; telephone call with John Leslie and Peter Crawley re same; revise and review same; draft and send email to counsel for Tandia re same	2.8	1,120.00
11/17/23	JXL	Review proposed changes to Order	0.8	780.00
11/17/23	DZS	Review draft agreement in relation to engagement of operator to manage gas stations; attend application to appoint a receiver before Osborne J.; telephone call with John Leslie re same; email to Peter Crawley re same	1.3	520.00
11/20/23	JXL	Review Orders and Endorsements of Justice Osborne	1.0	975.00
12/01/23	JXL	Email Peter Crawley regarding Receivership starting; meet with David Seifer regarding next steps	2.5	2,437.50
12/03/23	DZS	Email from Peter Crawley; review and revise interim operator agreement relating to operation of gas and convenience business; draft and send internal email outlining comments on same	2.4	960.00
12/04/23	JXL	Review Parkland and Shell emails and follow up	0.8	780.00
12/04/23	DZS	Inter-office meeting with John Leslie re comments on draft operator agreement; draft and send email to Peter Crawley re same	0.5	200.00
12/04/23	DZS	Attend to email correspondence from Morgan Crilly of Shell Corporation and Nashira Parker of Parkland	0.2	80.00
12/05/23	DZS	Attend to revising operator's agreement per Peter Crawley's comments; emails with Peter Crawley re same; attend to call with Peter Crawley; attend to review of fuel agreements entered into by Debtors	2.8	1,120.00
12/06/23	JXL	Review Beer Store and LCBO issue	1.0	975.00

RECEIVERSHIP RE 1557113 ONTARIO INC., ET AL.  
CLIENT/MATTER NO.:053270-00003

INVOICE DATE: JANUARY 19, 2024  
INVOICE NO.: 1880088  
PAGE 3

<u>DATE</u>	<u>INITIALS</u>	<u>SERVICES</u>	<u>HOURS</u>	<u>VALUE</u>
12/06/23	DZS	Attend to reviewing Parkland Fuel Agreement in advance of call with Parkland representatives; attend to email from Peter Crawley re notices of terminations from LCBO and Beer Store; consider same; prepare draft response re same; telephone call with John Leslie re same; attend to teleconference with Parkland representatives and Peter Crawley and Chris Mazur	2.1	840.00
12/07/23	DZS	Attend to emails with Peter Crawley re LCBO / Beer Store issues	0.1	40.00
12/07/23	DZS	Attend to review of Shell dealer agreements; attend to emails with Peter Crawley; teleconference with Shell representatives and Peter Crawley and Chris Mazur	1.1	440.00
12/08/23	JXL	Review and revise response to Beer Store and truck	0.8	780.00
12/08/23	DZS	Attend to emails with Peter Crawley; attend to review of letters from the Beer Store and related agreement; telephone call with John Leslie re Beer Store letter	0.9	360.00
12/10/23	DZS	Draft and send letter to Brewers Retail Inc.	0.5	200.00
12/11/23	DZS	Attend to reviewing email and attachments from Peter Crawley; attend to drafting letter to Debtors' principals re outstanding records	0.9	360.00
12/12/23	MW	Determine legal description; Retrieve parcel register;	0.5	155.00
12/12/23	DZS	Attend to continue drafting of letter to Debtors' principals re outstanding records and compliance with receivership order; attend to investigating real property registry to determine whether 6 Oliver Road is subject to the receivership order; attend to email to Peter Crawley re same	1.7	680.00
12/13/23	DZS	Attend to email from Peter Crawley and revising letter to Debtors re return of assets and records; attend to voicemail from interested buyer of gas stations; emails with Peter Crawley re same	0.6	240.00
12/14/23	DZS	Attend to email from Peter Crawley and reviewing proposed comments and revisions to interim management agreement	0.9	360.00
12/15/23	DZS	Attend to email from Peter Crawley and reviewing proposed comments and revisions to interim management agreement; revise agreement	2.9	1,160.00
12/18/23	JXL	Emails regarding security opinion and Parkland	0.5	487.50
12/18/23	DZS	Attend to emails with Peter Crawley re assignment agreement with Parkland Fuels; review draft assignment agreement from Parkland Fuels	1.1	440.00
12/19/23	DZS	Attend to emails with Peter Crawley; review consignment agreement; email to Jessica Crawley re assignment agreement	2.4	960.00



199 BAY STREET, SUITE 2200  
P.O. BOX 447, COMMERCE COURT WEST  
TORONTO, ON CANADA M5L 1G4  
TELEPHONE: (416) 777-0101  
<http://www.dickinsonwright.com>  
GST/HST NUMBER: 831204003 RT0001

RECEIVERSHIP RE 1557113 ONTARIO INC., ET AL.  
CLIENT/MATTER NO.:053270-00003

INVOICE DATE: JANUARY 19, 2024  
INVOICE NO.: 1880088  
PAGE 4

<u>DATE</u>	<u>INITIALS</u>	<u>SERVICES</u>	<u>HOURS</u>	<u>VALUE</u>
12/19/23	RJS	Internal call with D. Seifer re: Assignment and Assumption Agreement; review of agreement and revisions re: same.	0.5	172.50
12/20/23	DZS	Attend to emails and telephone call with Peter Crawley re proposed assignment agreement with Parkland; attend to emails with Peter Crawley re interim operator agreement	0.5	200.00
12/21/23	DZS	Telephone call with Jessica Van Acker of Parkland re assignment agreement; emails with Peter Crawley re same; emails with Jessica Van Acker re same	0.5	200.00
12/22/23	JXL	Emails and discussions with David Seifer regarding Parkland	0.8	780.00
TOTAL FEES			40.7	\$ 23,420.00

<u>DATE</u>	<u>DISBURSEMENTS</u>	<u>VALUE</u>
12/19/23	Dickinson Wright LLP - TERAVIEW DAPP ACTIVITY	154.00
TOTAL DISBURSEMENTS		\$ 154.00
HST - ONTARIO		\$ 3,064.62
TOTAL CURRENT INVOICE		\$ <u>26,638.62</u>

<b>TIMEKEEPER SUMMARY</b>				
<u>TIMEKEEPER</u>	<u>TITLE</u>	<u>RATE</u>	<u>HOURS</u>	<u>VALUE</u>
JOHN D. LESLIE	PARTNER	975.00	10.50	10,237.50
LISA S. CORNE	PARTNER	870.00	2.50	2,175.00
DAVID Z. SEIFER	ASSOCIATE	400.00	26.70	10,680.00
RICHARD J. SCHUETT	ASSOCIATE	345.00	0.50	172.50
MARLENE WHITE	LEGAL CLERK	310.00	0.50	155.00
TOTAL FEES CURRENT INVOICE			40.70	\$ <u>23,420.00</u>

98  
IN ACCOUNT WITH

**DICKINSON WRIGHT** LLP

199 BAY STREET, SUITE 2200  
P.O. Box 447, COMMERCE COURT WEST  
TORONTO, ON CANADA M5L 1G4  
TELEPHONE: (416) 777-0101  
<http://www.dickinsonwright.com>  
GST/HST NUMBER: 831204003 RT0001

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RECEIVERSHIP RE 1557113 ONTARIO INC., ET AL.  
CLIENT/MATTER NO.:053270-00003

INVOICE DATE: JANUARY 19, 2024  
INVOICE NO.: 1880088  
PAGE 5

*PLEASE NOTE THAT THIS ACCOUNT IS DUE UPON RECEIPT*

**DICKINSON WRIGHT LLP**



**JOHN D. LESLIE**

In accordance with the Solicitors Act interest at 1.3% will be charged on all accounts outstanding over 30 days. E.&O.E.

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This is Exhibit "B" referred to in the Affidavit of John Leslie sworn before me at the City of Toronto, in the Province of Ontario, on January 31, 2024.

*Commissioner for Taking Affidavits (or as may be)*

**DAVID SEIFER**

**Billing Rates of Dickinson Wright LLP****For the period November 8, 2023 to December 28, 2023**

	<b>Rate</b>	<b>Hours</b>	<b>Year of Call</b>	<b>Area of Practice</b>
John Leslie	975.00 (2023)	10.50	1989	Bankruptcy and Insolvency
Lisa Corne	870.00 (2023)	2.50	1988	Bankruptcy and Insolvency
David Seifer	400.00 (2023)	26.70	2018	Bankruptcy and Insolvency
Richard J. Schuett	345.00 (2023)	0.50	2020	Real Estate
Marlene White (Legal Clerk)	310.00	0.50		Real Estate

**TANDIA FINANCIAL CREDIT UNION LIMITED**  
Applicant

-and- **1557113 ONTARIO INC. et al**  
Respondents

Court File No. CV-23-00707172-00CL

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

PROCEEDING COMMENCED AT  
TORONTO

**FEE AFFIDAVIT OF JOHN LESLIE**

**DICKINSON WRIGHT LLP**  
Barristers & Solicitors  
199 Bay Street  
Suite 2200, Box 447  
Commerce Court Postal Station  
Toronto, Ontario M5L 1G4

**John Leslie (29956P)**

Tel: 416-646-3801

Email: [jleslie@dickinson-wright.com](mailto:jleslie@dickinson-wright.com)

Lawyers for BDO Canada Limited Inc.,  
in its capacity as Court-appointed Receiver

Confidential Appendix 1 Subject  
to Sealing Order



# TAB 3

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

THE HONOURABLE	)	WEDNESDAY, THE 7 <sup>TH</sup>
	)	
JUSTICE OSBORNE	)	DAY OF FEBRUARY, 2024

**TANDIA FINANCIAL CREDIT UNION LIMITED**

Applicant

- and -

**1557113 ONTARIO INC., 1870431 ONTARIO INC., 2500994 ONTARIO LTD. AND  
2544924 ONTARIO INC.**

Respondents

**IN THE MATTER OF AN APPLICATION UNDER SECTION 243(1) OF THE *BANKRUPTCY  
AND INSOLVENCY ACT, RSC 1985, c. B-3, AS AMENDED; AND SECTION 101 OF THE  
COURTS OF JUSTICE ACT, RSO 1990, c. C.43, AS AMENDED***

**ORDER**

**THIS MOTION**, made by BDO Canada Limited, in its capacity as the Court-Appointed receiver and manager (in such capacities, the “**Receiver**”) of all of the assets, undertakings and properties of each of 1557113 Ontario Inc., 1870431 Ontario Inc., 2500994 Ontario Ltd., and 2544924 Ontario Inc. (collectively, the “**Debtors**”) acquired for or used in relation to a business carried on by the Debtors, for an order, among other things, approving the sale process described in the First Report of the Receiver dated January 31, 2024 (the “**First Report**”) was heard this day by judicial video conference, at the courthouse at 330 University Avenue, Toronto, Ontario.

ON READING the First Report and on hearing the submissions of counsel for the Receiver, no one appearing for any other person on the service list, although served as appears from the affidavit of Janet Nairne sworn 31, 2024, filed:

1. THIS COURT ORDERS that that the time for service of the Receiver's 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 the Sale Process outlined in the First Report be and is hereby approved.
3. THIS COURT ORDERS that the Receiver be and is hereby authorized to enter into listing agreements with Colliers Macaulay Nicolls Inc. for the sale of the Gas Stations (as defined in the First Report).
4. THIS COURT ORDERS that First Report and the activities and conduct of the Receiver set out in the First Report be and are hereby 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 approval.
5. THIS COURT ORDERS that the amount that the Receiver is authorized and empowered to borrow under paragraph 22 of the order of Justice Osborne dated November 17, 2023 (the "**Appointment Order**") is hereby increased from \$200,000 to \$500,000, and all further borrowings drawn by the Receiver in connection therewith be secured under the Receiver's Borrowings Charge as defined in paragraph 22 of the Appointment Order.

6. THIS COURT ORDERS that the Receiver is authorized and directed, *nunc pro tunc*, to redact from the First Report served on the parties named in the service list the summary of listing proposals attached as Confidential Appendix 1 to the First Report.

7. THIS COURT ORDERS that the unredacted version of the First Report, including Confidential Appendix 1, shall be sealed, kept confidential, and shall not form part of the public record until the earlier of the closing of the transaction or transactions for the sale of the Gas Stations (as defined in the First Report) or further order of the Court.

8. THIS COURT ORDERS that the fees and disbursements of the Receiver for the period of November 17, 2023 to and including December 31, 2023, as set out in the fee affidavit of Peter Crawley appended to the First Report, are hereby approved.

9. THIS COURT ORDERS that the fees and disbursements of the Receiver's independent counsel, Dickinson Wright LLP, for the period of November 17, 2023 to and including December 28, 2023, as set out in fee affidavit of John Leslie appended to the First Report, are hereby approved.

10. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order without the need for entry or filing.

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**PROCEEDING COMMENCED AT  
TORONTO**ORDER****DICKINSON WRIGHT LLP**Barristers & Solicitors  
199 Bay Street  
Suite 2200, Box 447  
Commerce Court Postal Station  
Toronto, ON M5L 1G4**JOHN D. LESLIE (29956P)**Email: [jleslie@dickinsonwright.com](mailto:jleslie@dickinsonwright.com)  
Tel: 416-646-6867**DAVID Z. SEIFER (77474F)**Email: [dseifer@dickinsonwright.com](mailto:dseifer@dickinsonwright.com)  
Tel: 416-646-6867

Lawyers for the Court-appointed Receiver

TANDIA FINANCIAL CREDIT UNION LIMITED  
Applicant

-and- 1557113 ONTARIO INC. et al  
Respondents

Court File No. CV-23-00707172-00CL

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

PROCEEDING COMMENCED AT  
TORONTO

**MOTION RECORD OF THE COURT-APPOINTED  
RECEIVER, BDO CANADA LIMITED**

**DICKINSON WRIGHT LLP**

Barristers & Solicitors  
199 Bay Street  
Suite 2200, Box 447  
Commerce Court Postal Station  
Toronto, ON M5L 1G4

**JOHN D. LESLIE (29956P)**

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**DAVID Z. SEIFER (77474F)**

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Lawyers for the Court-appointed Receiver