

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

B E T W E E N:

ROYAL BANK OF CANADA

Applicant

- and -

**MAIN INFRASTRUCTURE LTD., KSTONE INVESTMENT CORPORATION,
and 2666492 ONTARIO LTD.**

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. c.43, as amended

RESPONDING APPLICATION RECORD

Date: July 8, 2022

RAR LITIGATION LAWYERS
Professional Corporation
1 West Pearce Street, Suite 505
Richmond Hill, Ontario
L4B 3K3

Sara Mosadeq
LSO No.: 67864K
Tel: 905-731-8100 ext. 213
sara@rarlitigation.com

Lawyers for the Respondents,
Main Infrastructure Ltd., Kstone Investment
Corporation, and 2666492 Ontario Ltd.

TO: FLETT BECCARIO

190 Division Street
P.O. Box 340
Welland Ontario
L3B 5P9

J. Ross Macfarlane
LSO No. 36417N
Tel : (905) 732-4481
jrmacfar@flettbeccario.com

Lawyers for the Applicant,
Royal Bank of Canada

AND TO: SERVICE LIST

E-Service List:

jrmacfar@flettbeccario.com; Paula@maininfrastructure.com; rocco@rarlitigation.com;
sara@rarlitigation.com; Jake.Wiebe@ca.gt.com; lzangrilli@midwestservices.ca;
rakhee.bhandari@justice.gc.ca; insolvency.unit@ontario.ca; david.t.gray@efleets.com;
cscanada@cnhind.com; shane.roney@trisura.com; catherine@arundelcapital.com;
stalbert@cwbank.com; rbrowne@addcapital.ca contracts@ecapital.com;
business@coastcapitalsavings.com; rcortese@tfgfinancial.com;
mwinfrey@currentfinancial.com;

Court File No.: CV-22-00683684-00CL

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

B E T W E E N:

ROYAL BANK OF CANADA

Applicant

- and -

**MAIN INFRASTRUCTURE LTD., KSTONE INVESTMENT CORPORATION,
and 2666492 ONTARIO LTD.**

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. c.43, as amended

INDEX

Tab	Description
1	Affidavit of Paula Alexandra Esteves Soares, sworn July 8, 2022
A.	Email correspondence dated July 6, 2022
B.	Email correspondence dated July 6, 2022
C.	Email correspondence dated July 6, 2022
D.	Main Infrastructure Ltd.'s Application
E.	Email correspondence chain dated July 8, 2022

TAB 1

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

B E T W E E N:

ROYAL BANK OF CANADA

Applicant

- and -

**MAIN INFRASTRUCTURE LTD., KSTONE INVESTMENT CORPORATION,
and 2666492 ONTARIO LTD.**

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. c.43, as amended

**AFFIDAVIT OF PAULA ALEXANDRA ESTEVES SOARES
SWORN JULY 8, 2022**

I, PAULA ALEXANDRA ESTEVES SOARES, of the City of Richmond Hill, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am the sole officer and director of the Respondent, Main Infrastructure Ltd. ("Main"), KStone Investment Corporation ("KStone"), and 2666492 Ontario Ltd. ("266") (collectively referred to as the "Respondents"), and as such, have knowledge of the matters contained in this affidavit. Where I have been advised by others, I state the source of such information and that I do verily believe it to be true.
2. I make this affidavit in support of my request for an adjournment of the Application hearing scheduled to be heard on July 11, 2022.

THE PARTIES

3. Main and Kstone operate conjunctively in the performance and fulfillment of road maintenance contracts, where Main exclusively performs and fulfills the road maintenance contracts awarded by the Regional Municipality of York and Kstone supplies rental equipment.
4. 266 does not carry on any business.

BACKGROUND

The Actions and Judgment

5. The Respondents are borrower/guarantors under several credit facilities advanced by RBC.
6. On or about September 3, 2021, RBC issued two statements of claim, bearing court file numbers CV-21-00013668-0000 and CV-21-00013669-0000, seeking to enforce the securities against myself and the Respondents.
7. On or about May 26, 2022, RBC moved for summary judgment in both actions. The Honourable Madam Justice Gambacorta granted summary judgment in favour of RBC in both actions.
8. Now, RBC is seeking to appoint a receiver over the Respondents based on the summary judgment obtained. RBC's application is scheduled to be heard on Monday, July 11, 2022.

AN ADJOURNMENT IS NECESSARY

9. I require an adjournment of the application hearing and believe a reasonable adjournment ought to be granted based on the circumstances.

Short Service

10. Despite that the Application is scheduled to be heard on Monday, Jul 11, 2022, the Application Record was served via email on my lawyers and I for the first time at 4:27pm

on Wednesday, July 6, 2022. Attached hereto and marked as **Exhibit “A”** to my affidavit is a true copy of the email dated July 6, 2022.

11. I am advised by my lawyer and verily believe that the *Rules of Civil Procedure* deem any service after 4:00pm to be effective the following day. Therefore, the Respondents were effectively served with the Application Record on Thursday, July 7, 2022 for a hearing scheduled to take place the following Monday, July 11, 2022.
12. This is extremely short service and does not afford the Respondents adequate time to prepare for the hearing and serve and file responding materials.
13. Allowing this hearing to proceed on Monday, July 11, 2022, only two business days after service, effectively disentitles the Respondents to respond to the relief sought in the Application Record and denies the Respondents procedural fairness.

No Urgency

14. After receiving service of the Application Record, my lawyer, Ms. Sara Mosadeq, wrote to RBC’s lawyer, Mr. J. Ross Macfarlane, setting out the reasons why the service of the Application Record was improper, and listing the reasons why we would be seeking an adjournment. Attached hereto and marked as **Exhibit “B”** to my affidavit is a true copy of Ms. Mosadeq’s email dated July 6, 2022.
15. In response to Ms. Mosadeq’s email, Mr. Macfarlane stated that short service is “quite normal” in these types of proceedings. Attached hereto and marked as **Exhibit “C”** to my affidavit is a true copy of Mr. Macfarlane’s email dated July 6, 2022.
16. Mr. Macfarlane’s email also states that this matter is urgent because the Respondents have been financing their operations by “stealing HST”.
17. Mr. Macfarlane’s statement is incorrect. While it is true that Main and Kstone are indebted to the Canada Revenue Agency (“CRA”), RBC has known about the debts to CRA since March 10, 2022 when CRA delivered a Requirement to Pay to RBC in respect of Main’s debt. A copy of the Requirement to Pay is attached at Exhibit Z of the Affidavit of Philip O’Gorman attached at Tab 2 of the Application Record.

18. Therefore, the urgency that RBC purports to rely on to support its short service of the Application Record has been known to RBC since March 10, 2022.
19. Further, the Respondents have been in discussions and negotiations with CRA for several months and are currently paying the debts owed to the CRA pursuant to a monthly payment plan.
20. The Respondents are not “stealing” anything, as RBC asserts, but instead are working with the CRA to bring their accounts into good standing. The contact information for the CRA agent handling the Respondents’ accounts is:
- Mr. Antoine Mezher
905-517-1725
21. Main has also filed an Application with CRA in respect of the release of the Requirement to Pay. Attached hereto and marked as **Exhibit “D”** to my affidavit is a true copy of Main’s Application.
22. Thus, it is clear that the “urgency” that has purportedly given rise to the short service is meritless. There is no urgency with respect to the CRA, and RBC’s conduct over the past four months since receiving the Third-Party Demand confirms that there is no urgency.
23. Moreover, the Respondents expect to receive financing very shortly that would allow the Respondents to pay the amounts owing to the creditors of the Respondents without the need to appoint a receiver. I have received email correspondence from Mr. Brad Kerkhof, who is assisting the Respondents with locating alternate financing. Mr. Kerkhof confirms in his email dated July 8, 2022 that Firm Capital is interested in providing financing to the Respondents. Attached hereto and marked as **Exhibit “E”** to my affidavit is a true copy of the email chain.
24. Clearly, it is in the best interest of all parties if the creditors of the Respondents can be repaid without appointing a Receiver and liquidating the Respondents’ assets.
25. An adjournment is very reasonable in these circumstances:

- i. The Application Record was grossly short served (only two business days before the hearing);
- ii. There is no urgency whatsoever;
- iii. The issues with the CRA are already being handled; and
- iv. A solution which may avoid the need for a Receiver is imminent.

26. Given the clear lack of urgency and the inappropriate short service, I believe the request for a brief adjournment is reasonable.

27. I swear this Affidavit in support of the Respondents' request for an adjournment and for no other purpose.

SWORN REMOTELY BY Paula Soares of the)
 City of Richmond Hill, in the Province of)
ONTARIO, before me in the Town of **Oakville**)
 in the Province of **ONTARIO** on this 8th day of)
 July, 2022, in accordance with O. Reg. 431/20,)
 Administering Oath or Declaration)
 Remotely



Commissioner for taking Affidavits, etc.

Ryan Petrovski
 LSO# 78835T



**PAULA ALEXANDRA ESTEVES
 SOARES**

This is **Exhibit “A”** referred to
in the Affidavit of Paula Alexandra Esteves Soares
sworn before me, the 8th day of July, 2022.



A Commissioner etc.

Ryan Petrovski
LSO No.: 80081E

From: Charlotte Walton <cwalton@flettbeccario.com>

Sent: Wednesday, July 6, 2022 4:27 PM

To: Ross Macfarlane <jrmacfar@flettbeccario.com>; 'Paula@maininfrastructure.com' <Paula@maininfrastructure.com>; Rocco Ruso <Rocco@rarlitigation.com>; Sara Mosadeq <Sara@rarlitigation.com>; 'Jake.Wiebe@ca.gt.com' <Jake.Wiebe@ca.gt.com>; 'Izangrilli@midwestservices.ca' <Izangrilli@midwestservices.ca>; 'rakhee.bhandari@justice.gc.ca' <rakhee.bhandari@justice.gc.ca>; 'insolvency.unit@ontario.ca' <insolvency.unit@ontario.ca>; 'david.t.gray@efleets.com' <david.t.gray@efleets.com>; 'cscanada@cnhind.com' <cscanada@cnhind.com>; 'shane.roney@trisura.com' <shane.roney@trisura.com>; 'catherine@arundelcapital.com' <catherine@arundelcapital.com>; 'stalbert@cwbank.com' <stalbert@cwbank.com>; 'rbrowne@addcapital.ca' <rbrowne@addcapital.ca>; 'contracts@ecapital.com' <contracts@ecapital.com>; 'business@coastcapitalsavings.com' <business@coastcapitalsavings.com>; 'rcortese@tfgfinancial.com' <rcortese@tfgfinancial.com>; 'mwinfrey@currentfinancial.com' <mwinfrey@currentfinancial.com>

Cc: Colleen Balint <CBalint@FlettBeccario.com>

Subject: RE: CV-22-00683684-00CL - RBC v Main Infrastructure Ltd., et al

Good afternoon,

Please find attached an Application Record, returnable July 11, 2022, which is served upon you.

We are also serving a copy of an updated draft Order, which has a revised para. 3(k) from the version appended to the Notice of Application.

Thank you,

Charlotte K. Walton

Assistant to J. Ross Macfarlane

Flett Beccario

Barristers & Solicitors

190 Division Street

P.O. Box 340

Welland, ON L3B 5P9

Tel: 905.732.4481 x 286

Fax: 905.732.2020

Email: cwalton@flettbeccario.com

CONFIDENTIALITY: This communication (including attachments, if any) is privileged and confidential. It is intended only for the addressee and should not be read or delivered to any other person. Any unauthorized use or disclosure is strictly prohibited. Disclosure of this communication to anyone other than the intended addressee does not constitute waiver of privilege. If you have received this communication in error, please delete it and notify us immediately. We take no responsibility for changes which may be made to this communication (including attachments) by the recipient or any other party. Thank you for your co-operation.

This is **Exhibit “B”** referred to
in the Affidavit of Paula Alexandra Esteves Soares
sworn before me, the 8th day of July, 2022.



A Commissioner etc.

Ryan Petrovski
LSO No.: 80081E

From: Sara Mosadeq <Sara@rarlitigation.com>

Sent: Wednesday, July 6, 2022 5:39 PM

To: Ross Macfarlane <jrmacfar@flettbeccario.com>

Cc: Colleen Balint <CBalint@FlettBeccario.com>; Rocco Ruso <Rocco@rarlitigation.com>; Charlotte Walton <cwalton@flettbeccario.com>; Danielle Stravato <danielle@rarlitigation.com>; Ryan Petrovski <rpetrovski@rarlitigation.com>

Subject: RE: CV-22-00683684-00CL - RBC v Main Infrastructure Ltd., et al

Ross:

1. Your materials are grossly short served. 4:30 p.m. on July 6 for a hearing on July 11 is well below the 7 business day service requirement under the *Rules*.
2. You have indicated Mr. Ruso and I are counsel to the Respondents in this Application. You have not inquired whether we will be lawyers of record for the Respondents in this Application.
3. You did not have the courtesy to provide us with advance notice or even the notice in accordance with the *Rules* when serving your Application Record despite the fact that we have been representing those Respondents in the actions commenced by RBC in Welland.

For these reasons, we ask that you obtain dates when the Application can be heard such that we can confirm our availability. In the event you are not agreeable to having this Application heard at a mutually agreeable date or at least serving your materials in accordance with the minimum standards set out in the *Rules*, I will attend on July 11 and seek an adjournment.

Regards,
Sara

Sara Mosadeq

Lawyer

T: 905 731 8100 x213

D: 647 951 9487

F: 866 751 5134

	Richmond Hill 1 West Pearce St., Suite 505 Richmond Hill, ON L4B 3K3	Oakville 277 Lakeshore Rd. E., Suite 300 Oakville, ON L6J 6J3
 Website	 LinkedIn	 Twitter

This email message (including attachments, if any) is confidential and is intended only for the addressee. Any unauthorized use or disclosure is strictly prohibited. Disclosure of this email to anyone other than the intended addressee does not constitute waiver of privilege. If you have received this communication in error, please notify us immediately and delete this. Thank you for your cooperation.

From: Charlotte Walton <cwalton@flettbeccario.com>

Sent: July 6, 2022 4:27 PM

To: Ross Macfarlane <jrmacfar@flettbeccario.com>; 'Paula@maininfrastructure.com' <Paula@maininfrastructure.com>; Rocco Ruso <Rocco@rarlitigation.com>; Sara Mosadeq <Sara@rarlitigation.com>; 'Jake.Wiebe@ca.gt.com' <Jake.Wiebe@ca.gt.com>; 'Izangrilli@midwestservices.ca' <Izangrilli@midwestservices.ca>; 'rakhee.bhandari@justice.gc.ca' <rakhee.bhandari@justice.gc.ca>; 'insolvency.unit@ontario.ca' <insolvency.unit@ontario.ca>; 'david.t.gray@efleets.com' <david.t.gray@efleets.com>; 'cscanada@cnhind.com' <cscanada@cnhind.com>; 'shane.roney@trisura.com' <shane.roney@trisura.com>; 'catherine@arundelcapital.com' <catherine@arundelcapital.com>; 'stalbert@cwbank.com' <stalbert@cwbank.com>; 'rbrowne@addcapital.ca' <rbrowne@addcapital.ca>; 'contracts@ecapital.com' <contracts@ecapital.com>; 'business@coastcapitalsavings.com' <business@coastcapitalsavings.com>; 'rcortese@tfgfinancial.com' <rcortese@tfgfinancial.com>; 'mwinfrey@currentfinancial.com' <mwinfrey@currentfinancial.com>

Cc: Colleen Balint <CBalint@FlettBeccario.com>

Subject: RE: CV-22-00683684-00CL - RBC v Main Infrastructure Ltd., et al

Good afternoon,

Please find attached an Application Record, returnable July 11, 2022, which is served upon you.

We are also serving a copy of an updated draft Order, which has a revised para. 3(k) from the version appended to the Notice of Application.

Thank you,

Charlotte K. Walton

Assistant to J. Ross Macfarlane

Flett Beccario

Barristers & Solicitors

190 Division Street

P.O. Box 340

Welland, ON L3B 5P9

Tel: 905.732.4481 x 286

Fax: 905.732.2020

Email: cwalton@flettbeccario.com

CONFIDENTIALITY: This communication (including attachments, if any) is privileged and confidential. It is intended only for the addressee and should not be read or delivered to any other person. Any unauthorized use or disclosure is strictly prohibited. Disclosure of this communication to anyone other than the intended addressee does not constitute waiver of privilege. If you have received this communication in error, please delete it and notify us immediately. We take no responsibility for changes which may be made to this communication (including attachments) by the recipient or any other party. Thank you for your co-operation.

This is **Exhibit “C”** referred to
in the Affidavit of Paula Alexandra Esteves Soares
sworn before me, the 8th day of July, 2022.



A Commissioner etc.

Ryan Petrovski
LSO No.: 80081E

From: Ross Macfarlane <jrmacfar@flettbeccario.com>

Sent: Wednesday, July 6, 2022 6:35 PM

To: Sara Mosadeq <Sara@rarlitigation.com>

Cc: Colleen Balint <CBalint@FlettBeccario.com>; Rocco Ruso <Rocco@rarlitigation.com>; Charlotte Walton <cwalton@flettbeccario.com>; Danielle Stravato <danielle@rarlitigation.com>; Ryan Petrovski <rpetrovski@rarlitigation.com>; Philip O'Gorman <philip.ogorman@rbc.com>; Jake Wiebe <jwiebe@grantthornton.ca>

Subject: Re: CV-22-00683684-00CL - RBC v Main Infrastructure Ltd., et al

Good evening, Sara.

In response to your numbered points:

1. It is quite normal in insolvencies for there to be short service, which is why the standard form order itself contemplates abridged service. This matter is urgent because your clients have been financing their operations by stealing HST collected from their customers, and failing to pay my client. Often, these applications are done ex parte, but since your firm has already been dealing with this matter, I thought it better to give you a few days' notice than none at all.

2. You will not be lawyers of record until you serve a Notice of Appearance or speak in court, but as is the usual practice on the Commercial List, I have endeavoured to serve everyone who MIGHT have an interest or standing in the proceeding, including all of the known creditors of your clients.

3. I served you as soon as the Application Record was ready. Any earlier notice to you or your clients might have caused prejudice to my client in the event that your client decided in response to fraudulently dissipate assets, for example, which is the main reason that these matters are often done ex parte. We trust that that will not occur.

We intend to proceed on Monday, and I would encourage your clients to deliver materials if so advised and have counsel ready to proceed as well, whether that is someone from your firm or someone else. Adjournments are rarely granted on the Commercial List because of the intrinsically urgent nature of insolvency proceedings.

Thank you,
Ross

J. Ross Macfarlane

tel: +1-905-732-4481 x. 274
cell: +1-289-821-0679
www.FlettBeccario.com

Sent via iPhone

On Jul 6, 2022, at 17:38, Sara Mosadeq <Sara@rarlitigation.com> wrote:

Ross:

1. Your materials are grossly short served. 4:30 p.m. on July 6 for a hearing on July 11 is well below the 7 business day service requirement under the *Rules*.
2. You have indicated Mr. Ruso and I are counsel to the Respondents in this Application. You have not inquired whether we will be lawyers of record for the Respondents in this Application.
3. You did not have the courtesy to provide us with advance notice or even the notice in accordance with the *Rules* when serving your Application Record despite the fact that we have been representing those Respondents in the actions commenced by RBC in Welland.

For these reasons, we ask that you obtain dates when the Application can be heard such that we can confirm our availability. In the event you are not agreeable to having this Application heard at a mutually agreeable date or at least serving your materials in accordance with the minimum standards set out in the *Rules*, I will attend on July 11 and seek an adjournment.

Regards,
Sara

Sara Mosadeq
Lawyer

T: 905 731 8100 x213
D: 647 951 9487
F: 866 751 5134

	Richmond Hill 1 West Pearce St., Suite 505 Richmond Hill, ON L4B 3K3	Oakville 277 Lakeshore Rd. E., Suite 300 Oakville, ON L6J 6J3
 Website  LinkedIn  Twitter		

This email message (including attachments, if any) is confidential and is intended only for the addressee. Any unauthorized use or disclosure is strictly prohibited. Disclosure of this email to anyone other than the intended addressee does not constitute waiver of privilege. If you have received this communication in error, please notify us immediately and delete this. Thank you for your cooperation.

From: Charlotte Walton <cwalton@flettbeccario.com>

Sent: July 6, 2022 4:27 PM

To: Ross Macfarlane <jrmacfar@flettbeccario.com>; 'Paula@maininfrastructure.com' <Paula@maininfrastructure.com>; Rocco Ruso <Rocco@rarlitigation.com>; Sara Mosadeq <Sara@rarlitigation.com>; 'Jake.Wiebe@ca.gt.com' <Jake.Wiebe@ca.gt.com>; 'lzanigrilli@midwestservices.ca' <lzanigrilli@midwestservices.ca>; 'rakhee.bhandari@justice.gc.ca' <rakhee.bhandari@justice.gc.ca>; 'insolvency.unit@ontario.ca' <insolvency.unit@ontario.ca>; 'david.t.gray@efleets.com' <david.t.gray@efleets.com>; 'cscanada@cnhind.com' <cscanada@cnhind.com>; 'shane.roney@trisura.com' <shane.roney@trisura.com>; 'catherine@arundelcapital.com' <catherine@arundelcapital.com>; 'stalbert@cwbank.com' <stalbert@cwbank.com>; 'rbrowne@addcapital.ca' <rbrowne@addcapital.ca>; 'contracts@ecapital.com' <contracts@ecapital.com>; 'business@coastcapitalsavings.com' <business@coastcapitalsavings.com>; 'rcortese@tfgfinancial.com' <rcortese@tfgfinancial.com>; 'mwinfrey@currentfinancial.com' <mwinfrey@currentfinancial.com>

Cc: Colleen Balint <CBalint@FlettBeccario.com>

Subject: RE: CV-22-00683684-00CL - RBC v Main Infrastructure Ltd., et al

Good afternoon,

Please find attached an Application Record, returnable July 11, 2022, which is served upon you.

We are also serving a copy of an updated draft Order, which has a revised para. 3(k) from the version appended to the Notice of Application.

Thank you,

Charlotte K. Walton

Assistant to J. Ross Macfarlane

Flett Beccario

Barristers & Solicitors

190 Division Street

P.O. Box 340

Welland, ON L3B 5P9

Tel: 905.732.4481 x 286

Fax: 905.732.2020

Email: cwalton@flettbeccario.com

CONFIDENTIALITY: This communication (including attachments, if any) is privileged and confidential. It is intended only for the addressee and should not be read or delivered to any other person. Any unauthorized use or disclosure is strictly prohibited. Disclosure of this communication to anyone other than the intended addressee does not constitute waiver of privilege. If you have received this communication in error, please delete it and notify us immediately. We take no responsibility for changes which may be made to this communication (including attachments) by the recipient or any other party. Thank you for your co-operation.

This is **Exhibit “D”** referred to
in the Affidavit of Paula Alexandra Esteves Soares
sworn before me, the 8th day of July, 2022.



A Commissioner etc.

Ryan Petrovski
LSO No.: 80081E

Re: Section 323 Liability of Directors

Name of corporation: MAIN INFRASTRUCTURE LTD.

GST/HST account number: 790497085RT0001

I am a director of the corporation named above and this corporation owes Her Majesty \$863,693.94 for unremitted goods and services tax / harmonized sales tax, assessed under the "Excise Tax Act."

Subsection 323(1) of the "Excise Tax Act" states that directors of a corporation may be held jointly and severally, or solidarily, liable together with the corporation for paying the amount not remitted by the corporation under the provisions of subsection 228(2) or (2.3) of the "Excise Tax Act" together with any interest on, or penalties relating to, the amount.

In consideration of the agreement of the Minister of National Revenue to release this requirement to pay, issued under section 317 of the "Excise Tax Act" to the Royal Bank of Canada for the liability of \$861,685.09, and recognizing that the Minister will not release the requirement before this document has been signed by me, I will not use or rely on the fact of the Minister's agreement to release this requirement as an argument or grounds for defence in proceedings relating to any execution, assessment or legal action, such as garnishing my income, and directing the sheriff to seize and sell my assets, brought as a result of the application of the provisions of section 323 of the "Excise Tax Act."

I was advised to get independent legal advice about the nature of this document before signing it, and I got that advice.

Signed in Vaughan this 7 day of April 2022
(City, town, village)

Witness [Signature] Signature [Signature]

Name DENNIS SOLANKI Title President

ATTACHMENT PAGE 1

Account Number

79049 7085 RT0001

MAIN INFRASTRUCTURE LTD.

Business information:

Name of business: Main Infrastructure Ltd.
Business number: 790 497 085 RC 0001
Business type: Municipal Road Construction & Maintenance
Address: 1 - 10495 Keele Street, Maple, ON L6A 3Y9
Telephone: 416 - 514 - 0809
Web address: www.maininfrastructure.com
If renting business premises, include landlord's name and address: KStone Investment Corporation

Directors:

Name	Address	Telephone
Paula Soares	68 Maple Grove Ave., Richmond Hill, ON L4E 2X2	416 - 737 - 9749

Officers:

Name	Address	Telephone
CEO - Paula Soares	68 Maple Grove Ave., Richmond Hill, ON L4E 2X2	416 - 737 - 9749

Shareholders:

Name	Address	Telephone No.
100% - Paula Soares	68 Maple Grove Ave., Richmond Hill, ON L4E 2X2	416 - 737 - 9749

Financial institutions: For Main Infrastructure Ltd. as of Apr 11, 2022:

Name	Address	Acct. No. (folio)	Balance

Monthly Business Revenue and Expense Statement

*Business has seasonal cycle; therefore amounts are averages/estimates form annual data

Revenues	Details	Amount
Sales		\$
Commission sales		
Professional income		
Interest income		

ATTACHMENT PAGE 2

Account Number

79049 7085 RT0001

Rental income (gross)	.....	.....
Accounts receivable	.....	.....
Other income (specify)	.....	.....
		
		

Total monthly business income	\$...
-------------------------------	-------

Expenses	Details	Amount
<i>*Business is seasonal; therefore, certain amounts are average of annual data</i>		
Rent or mortgage		\$
Property taxes		
Heating and electricity		
Electricity (if separate from heating)		
Water		
Telephone		
Cellular		
Computer costs (internet/rentals)		
Inventory purchase (for resale)		
Gross salaries		
Insurance		
Advertising		
Loan payments		
Freight and delivery		
Travel		
Miscellaneous		
General office		
Accounting		
Interest		
Vehicle payments (loan or lease)		
Insurance		
Credit cards		
Other government debts		
Other (specify)		
		
		

Total monthly business expenses	\$
Net difference (income minus expenses)	\$

Business Net Worth Statement

Business and Corporate assets:

Current assets:

Name and address of bank or financial institution	Value
Bank account (1)	\$
Bank account (2)	
Bank account (3)	
Accounts receivable	
Term deposits	

Vehicles None

Year	Make	Model
Year	Make	Model
Year	Make	Model
Year	Make	Model

Real estate

Building	None
Land	None
Rental properties	None
Investment	None
Commercial	None
Other	
Stocks	None
Bonds	None

Other assets
(specify)

Total assets

Liabilities

Details

Amount

Current liabilities

Accounts payable

Vehicle loans(s)

Credit cards

Lines(s) of credit

Bank loan(s)

ATTACHMENT PAGE 4

Account Number

79049 7085 RT0001

Long-term liabilities	.....	.....
		
Mortgages	.....	.....
Other (specify)	.....	.....
		
Total liabilities		\$.....
Net worth (assets minus liabilities)		\$.....

For rental properties owned, give names and telephone numbers of tenants:

None

I understand that this offer is only a proposed payment arrangement and must be reviewed and approved by a collections officer before it is effective.

Main Infrastructure Ltd. (hereafter the Corporation) acknowledges that it owes the Canada Revenue Agency (CRA) under the

- Excise Tax Act

the sum of \$ 863,575.63 as of March 23, 2022 for the upto 2022 JAN tax year. The Corporation promises to pay the monthly amount of \$..... until the outstanding debt is paid in full. The first payment will be made on by cheque drawn on or by electronic payment from
To be discussed after review by CRA Officer

The corporation will file all tax returns on time, and it will send all amounts by the date they are due. The corporation knows that for future assessments, the Canada Revenue Agency will change the payment schedule as needed to reflect any increase in the corporation's debt. If the corporation's financial situation or business changes, the corporation will tell the Canada Revenue Agency.

MAIN INFRASTRUCTURE LTD.

By: [Signature] Date: Apr 14 2022
(signature)

ATTACHMENT PAGE 5

Account Number

79049 7085 RT0001

Name: PAULA SOARES
Title: PRESIDENT

I am authorized to bind [Signature]

Accountant's name: [Redacted]
Accountant's telephone number: [Redacted]
Letter of consent on file: Yes [Redacted] No [Redacted]
Supporting documents included? [Redacted]

Please send or deliver the completed form with supporting documentation to:

A. Mezher
National Sub-ledger/Ontario Regional
333 Laurier Ave. W.
Ottawa ON K1A 0L9

You may also submit your scanned documents using My Business Account. IMPORTANT: In order to make sure that your documents reach us, on the "Submit documents" page, select "I do not have a case reference number." Then, from the drop-down list of topics, select "Collection officer requested documents". For more information, go to canada.ca/cra-submit-documents-online.

This is **Exhibit “E”** referred to
in the Affidavit of Paula Alexandra Esteves Soares
sworn before me, the 8th day of July, 2022.



A Commissioner etc.

Ryan Petrovski
LSO No.: 80081E

From: Brad Kerkhof <bkerkhof@stillwatercapital.ca>
Sent: July 8, 2022 10:04 AM
To: Dennis Solanki <Dennis@maininfrastructure.com>
Cc: Paula Soares <Paula@maininfrastructure.com>; Don Pagnutti <dpagnutti@stillwatercapital.ca>
Subject: FW: Financing Opportunity: Municipal Paving & Maintenance Company

Dennis,

Here is another positive response from a lender. We are still in discussions with Akiva – they are seeking a formal appraisal.

Best,
Brad

Brad Kerkhof
Associate
Stillwater Capital Corporation
905-845-4340 x250
bkerkhof@stillwatercapital.ca

stillwatercapital.ca

From: Akiva Aronson <aaronson@firmcapital.com>

Sent: June 17, 2022 10:56 AM

To: Brad Kerkhof <bkerkhof@stillwatercapital.ca>

Subject: RE: Financing Opportunity: Municipal Paving & Maintenance Company

[EXTERNAL SENDER] Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi Brad

Thanks for sending. We would look at lending on the real estate, in this market I would offer up to 65% LTV first mortgage financing. Rate would be 8 +2

LMK

Akiva

From: Brad Kerkhof <bkerkhof@stillwatercapital.ca>

Sent: June 17, 2022 10:31 AM

To: Akiva Aronson <aaronson@firmcapital.com>

Subject: RE: Financing Opportunity: Municipal Paving & Maintenance Company

Good morning Akiva,

Yes, there is real estate that is expected to be used as collateral.

Attached is the financing deck. I would be happy to have a call to discuss at your convenience.

Please let me know if you have any questions or additional information requests at this stage.

Best regards,

Brad

Brad Kerkhof

Associate

Stillwater Capital Corporation

905-845-4340 x250

bkerkhof@stillwatercapital.ca

stillwatercapital.ca

From: Akiva Aronson <aaronson@firmcapital.com>

Sent: June 15, 2022 3:49 PM

To: Brad Kerkhof <bkerkhof@stillwatercapital.ca>

Subject: RE: Financing Opportunity: Municipal Paving & Maintenance Company

[EXTERNAL SENDER] Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi Brad

Thanks for sending. if there is real estate to finance we can look at it.

Best

Akiva

----- Original message -----

From: Brad Kerkhof <bkerkhof@stillwatercapital.ca>

Date: 2022-06-15 3:45 p.m. (GMT-05:00)

To: Akiva Aronson <aaronson@firmcapital.com>

Subject: Financing Opportunity: Municipal Paving & Maintenance Company

Hello Akiva,

We have been engaged by a client to source \$2M in financing to fund growth, working capital, and current debt repayments. There is also an opportunity to replace the existing debt of \$4.2 million for total potential financing of up to \$6.2 million.

The company provides asphalt paving, concrete, and other related road maintenance services. It primarily serves and has signed large contracts with municipalities in the greater Toronto area.

We have prepared a financing deck for your review once your interest is confirmed. Please let me know if you would like further information or if you have a few minutes for a quick call to discuss. You can book some time in my calendar [here](#).

Best regards,
Brad

Brad Kerkhof
Associate

Stillwater Capital Corporation
2010 Winston Park Drive, Suite 401
Toronto (Oakville), ON L6H 5R7
Phone: 905-845-4340 x250
Email: bkerkhof@stillwatercapital.ca

Learn more about Stillwater

[Web](#) | [LinkedIn](#) | [Twitter](#)

CONFIDENTIALITY NOTICE:

This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential or exempt from disclosure under applicable law. If you have received this in error, please notify us immediately by replying to the message and deleting it

from your computer

ROYAL BANK OF CANADA
Applicant

- and -

MAIN INFRASTRUCTURE LTD. et al.
Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDINGS COMMENCED AT
TORONTO, ONTARIO

AFFIDAVIT OF PAULA ALEXANDRA ESTEVES SOARES
SWORN JULY 8, 2022

RAR LITIGATION LAWYERS
Professional Corporation
1 West Pearce Street, Suite 505
Richmond Hill, Ontario
L4B 3K3

Sara Mosadeq
LSO No.: 67864K
Tel: 905-731-8100 ext. 213
sara@rarlitigation.com

Lawyers for the Defendants,
Main Infrastructure Ltd., Kstone Investment Corporation,
and 2666492 Ontario Ltd.

ROYAL BANK OF CANADA
Applicant

- and -

MAIN INFRASTRUCTURE LTD. et al.
Respondents

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

RESPONDING APPLICATION RECORD

RAR LITIGATION LAWYERS
Professional Corporation
1 West Pearce Street, Suite 505
Richmond Hill, Ontario
L4B 3K3

Sara Mosadeq
LSO No.: 67864K
Tel: 905-731-8100 ext. 213
sara@rarlitigation.com

Lawyer for the Respondents,
Main Infrastructure Ltd., Kstone
Investment Corporation and 2666492
Ontario Ltd.