

Ontario
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N:

ROYAL BANK OF CANADA

- and -

Applicant

COMMERCIAL PACKAGING SOLUTIONS INC.
and 2777463 ONTARIO LTD.

Respondents

**SUPPLEMENTAL MOTION RECORD OF THE
RECEIVER**

(Returnable August 27, 2024)

August 22, 2024

HARRISON PENSA LLP
Barristers & Solicitors
130 Dufferin Avenue, Suite 1101
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Grant Thornton Limited

TO: Service List

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(August 15, 2024)

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AND TO:	ROYAL BANK OF CANADA 20 King Street West, 2 nd Floor Toronto, ON M5H 1C4 Jan Oros Tel: (416) 974-5137 Email: jan.oros@rbc.com
AND TO:	COMMERCIAL PACKAGING SOLUTIONS INC. 890 Dillingham Road Pickering, ON L1W 1Z6 Email: info@enviross.com
AND TO:	2777463 ONTARIO LTD. 890 Dillingham Road Pickering, ON L1W 1Z6
AND TO:	THAYANITHI ARUTSOTHY 47 Queen Isabella Crescent Maple, ON L6A 3J8 Email: thayanithiarutsothy@gmail.com
AND TO:	AHANGAMA LAW PROFESSIONAL CORPORATION 2656 Kennedy Road Toronto, ON M1T 3H7 Attention: Anoshan Ahangama Tel: 647-977-2263 Email: info@ahangamalaw.com Lawyers for the Purchaser
AND TO:	THE TORONTO-DOMINION BANK 3500 Steeles Ave. East, Tower 2, 4 th Floor Markham, Ontario, L3R 0X1 Attention: Michella Murzello Email: TD.CABankrupt@td.com

AND TO:	SOLMON ROTHBART TOURGIS SLODOVNICK LLP 375 University Avenue, Suite 701 Toronto, Ontario M5G 2J5 Attention: Cameron Wetmore Email: cwetmore@srtslegal.com Lawyers for Sebastijan Zupanec
AND TO:	CANADA REVENUE AGENCY c/o Department of Justice Ontario Regional Office 120 Adelaide St. W., Suite 400 Toronto, ON M5H 1T1 Email: AGC-PGC.Toronto-Tax-Fiscal@justice.gc.ca
AND TO:	HIS MAJESTY THE KING IN RIGHT OF ONTARIO AS REPRESENTED BY THE MINISTRY OF FINANCE Revenue Collections Branch – Insolvency Unit 33 King Street W., P.O. Box 627 Oshawa, ON L1H 8H5 Email: insolvency.unit@ontario.ca

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Tab 1

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

B E T W E E N:

ROYAL BANK OF CANADA

Applicant

- and -

**COMMERCIAL PACKAGING SOLUTIONS INC. and
2777463 ONTARIO LTD.**

Respondents

**APPLICATION UNDER SECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, RSC 1985, c B-3. AS AMENDED AND UNDER SECTION 101
OF THE *COURTS OF JUSTICE ACT*, RSO 1990, cC43, AS AMENDED**

**SUPPLEMENTAL REPORT TO THE FIRST REPORT TO THE COURT OF GRANT
THORNTON LIMITED IN ITS CAPACITY AS RECEIVER AND MANAGER OF COMMERCIAL
PACKAGING SOLUTIONS INC. and 2777463 ONTARIO LTD.**

AUGUST 22, 2024



Grant Thornton

**Grant Thornton Limited
200 King Street West, 11th Floor
Toronto, Ontario, M5H 3T4**

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APPENDICES

- 1 Real Property Parcel Abstract
- 2 PPSA searches

INTRODUCTION

1. This supplemental report (“**Supplemental Report**”) is filed by Grant Thornton Limited in its capacity as the receiver (the “**Receiver**”) over the property, assets and undertakings of Commercial Packaging Solutions Inc. (“**CPSI**”) and 2777463 Ontario Ltd. (“**2777463**” and collectively with CPSI, the “**Debtors**”) acquired for, or used in relation to a business carried on by the Debtors including the real property owned by 2777463.
2. The Receiver filed its first report to the Court dated August 15, 2024 (the “**First Report**”) in support of the Receiver’s request for an Order that includes, among other things, authorizing the Receiver to complete the Anticipated Sale Transaction for the real property owned by 2777463 located at 890 Dillingham Road, Pickering, Ontario (the “**Real Property**”).

PURPOSE OF THIS FIRST REPORT

3. The purpose of this Supplemental Report is to provide information to the Court which has arisen subsequent to the Receiver completing the First Report.

TERMS OF REFERENCE

4. In preparing this Supplemental Report, the Receiver has reviewed certain unaudited financial information and certain financial information related to the Debtors. While the Receiver has performed a preliminary review of available books and records of the Debtors, such review does not constitute an audit or verification of such information for accuracy, completeness or compliance with Generally Accepted Auditing Standards (“**GAAS**”) or International Financial Reporting Standards (“**IFRS**”). Accordingly, the Receiver expresses no opinion or other form of assurance pursuant to GAAS or IFRS with respect to such information.
5. This Supplemental Report has been prepared for the use of this Court as general information to assist the Court in making a determination of whether to approve the relief sought by the Receiver. Accordingly, the reader is cautioned that this Supplemental Report may not be appropriate for any other purpose.

6. Capitalized terms not defined in this Supplemental Report are as defined in the Receivership Order and the First Report. All references to dollars are in Canadian currency unless otherwise noted.
7. In accordance with the Court's e-service protocol, all materials filed with the Court in this matter are available on the Receiver's case website at www.GrantThornton.ca/CommercialPackagingSolutions.

SALE OF THE REAL PROPERTY

8. The Sale Agreement required that the Purchaser pay the deposit by August 20, 2024. The deposit has not yet been paid therefore it remains uncertain if the Anticipated Sale Transaction will occur.

SECURITY REGISTRATIONS

The Zupanec Mortgage

9. On May 31, 2024, counsel for the Receiver registered the Receivership Order on title to the Real Property. At that time, counsel determined that a Charge in the amount of \$500,000 and Notice of Assignment of Rents was registered by Sebastien Zupanec on May 30, 2024. This registration followed the date the Receivership Order was granted the ("**Zupanec Mortgage**").
10. A copy of the Parcel Registrar for the Real Property dated August 22, 2024 is attached at **Appendix "1"**.
11. Counsel for Sebastien Zupanec has provided a loan agreement dated February 16, 2023 in which 2777463 appears to guarantee a loan provided by Sebastien Zupanec to Thayanithi Arutsothy, one of the principals of the Debtors.
12. Counsel for Sebastien Zupanec has also provided a mortgage amending agreement dated April 29, 2024 in which 2777463 appears to grant mortgage security on the Real Property to Sebastien Zupanec.
13. Counsel to the Receiver is investigating the validity of the Zupanec Mortgage. The Receiver will provide further information in respect of the Zupanec Mortgage when the Receiver seeks Court approval to distribute the proceeds from the sale of the Real Property.

PPSA Searches

14. Counsel to the Receiver has obtained PPSA search results with respect to the Debtors current as at August 22, 2024. The following is a summary of personal property security registrations against the Debtors.

CPSI

VW Credit Canada Inc. – 2024 Audi Q5 Komfort

Royal Bank of Canada – GSA

Royal Bank of Canada – 2019 RAM 1500

2777463

Royal Bank of Canada - GSA

Copies of the PPSA search results are attached at **Appendix “2”**.

OTHER MATTERS

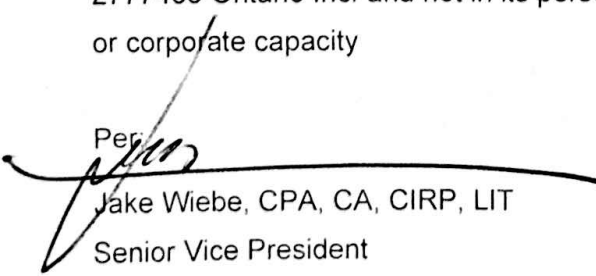
15. In the First Report the Receiver reported that Polyethics Industries Inc. advised that it had paid \$15,264.86 to CPSI and that the Receiver had determined that these funds were paid to an account at TD Bank (“TD”). The Receiver is therefore requesting that the Court issue an order requiring that TD provide the Receiver with details of the ownership of the bank account into which these funds were deposited.
16. Counsel for TD has contacted Counsel for the Receiver and the terms of an order satisfactory to both parties have been agreed to.

All of which is respectfully submitted,

GRANT THORNTON LIMITED

In its capacity as Court appointed Receiver of
Commercial Packaging Solutions Inc. and
2777463 Ontario Inc. and not in its personal
or corporate capacity

Per:



Jake Wiebe, CPA, CA, CIRP, LIT

Senior Vice President

APPENDIX 1

LAND
REGISTRY
OFFICE #40

26327-0072 (LT)

PAGE 1 OF 2
PREPARED FOR rbikker1
ON 2024/08/22 AT 08:45:00

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PT LT 19, RANGE 3, CON BF, PICKERING, PTS 1 & 2, 40R761; S/T A RIGHT IN CO228510 ; PICKERING

PROPERTY REMARKS:

ESTATE/QUALIFIER:

FEE SIMPLE
LT CONVERSION QUALIFIED

RECENTLY:

FIRST CONVERSION FROM BOOK

PIN CREATION DATE:

1998/12/21

OWNERS' NAMES

2777463 ONTARIO LTD.

CAPACITY SHARE

ROWN

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
EFFECTIVE 2000/07/29 THE NOTATION OF THE "BLOCK IMPLEMENTATION DATE" OF 1998/12/21 ON THIS PIN **WAS REPLACED WITH THE "PIN CREATION DATE" OF 1998/12/21** ** PRINTOUT INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) ** **SUBJECT, ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO: ** SUBSECTION 44(1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES * ** AND ESCHEATS OR FORFEITURE TO THE CROWN. ** THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF ** IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY ** CONVENTION. ** ANY LEASE TO WHICH THE SUBSECTION 70(2) OF THE REGISTRY ACT APPLIES. **DATE OF CONVERSION TO LAND TITLES: 1998/12/21 **						
CO94360	1961/05/17	BYLAW				C
REMARKS: PLANNING ACT FOR SUBDIVISION CONTROL DELETED UNDER DR116972 *AS TO PIN 26409-0006 *ADDED 2003 01 06 BY DONNA WARREN						
40R761	1972/08/14	PLAN REFERENCE				C
D154171	1983/04/08	BYLAW				C
DR2188142	2022/11/09	TRANSFER	\$8,400,000	1122747 ONTARIO INC.	2777463 ONTARIO LTD.	C
DR2287861	2023/12/21	CHARGE	\$10,050,000	2777463 ONTARIO LTD.	ROYAL BANK OF CANADA	C
DR2287864	2023/12/21	NO ASSGN RENT GEN		2777463 ONTARIO LTD.	ROYAL BANK OF CANADA	C
REMARKS: DR2287861						
DR2321192	2024/05/30	CHARGE	\$500,000	2777463 ONTARIO LTD.	ZUPANEC, SEBASTIJAN	C

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
DR2321193	2024/05/30	NO ASSGN RENT GEN		2777463 ONTARIO LTD.	ZUPANEC, SEBASTIJAN	C
		REMARKS: DR2321192				
DR2321757	2024/05/31	APL COURT ORDER		ONTARIO SUPERIOR COURT OF JUSTICE (COMMERICAL LIST)	GRANT THORNTON LIMITED	C
		REMARKS: APPOINTS GRANT THORNTON LIMITED AS RECEIVER				

APPENDIX 2

Enquiry Result

File Currency: 21AUG 2024

All Pages

◀◀

▶▶

Show All Pages

Note: All pages have been returned.

Type of Search	Business Debtor								
Search Conducted On	COMMERCIAL PACKAGING SOLUTIONS INC.								
File Currency	21AUG 2024								
	File Number	Family	of Families	Page	of Pages	Expiry Date	Status		
	500285196	1	3	1	3	14NOV 2028			
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN									
File Number	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule	Registration Number	Registered Under	Registration Period		
500285196		001	1		20231114 1242 1532 1428	P PPSA	5		
Individual Debtor	Date of Birth		First Given Name		Initial		Surname		
Business Debtor	Business Debtor Name						Ontario Corporation Number		
	COMMERCIAL PACKAGING SOLUTIONS INC.								
	Address				City	Province	Postal Code		
	75 MILLIKEN BLVD				TORONTO	ON	M1V 2R3		
Individual Debtor	Date of Birth		First Given Name		Initial		Surname		
Business Debtor	Business Debtor Name						Ontario Corporation Number		
	Address				City	Province	Postal Code		
Secured Party	Secured Party / Lien Claimant								
	VW CREDIT CANADA INC.								
	Address				City	Province	Postal Code		
	500-1340 PICKERING PKY				PICKERING	ON	L1V 0C4		
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or	No Fixed Maturity Date
			X		X	X	63346	08NOV2027	
Motor Vehicle Description	Year	Make			Model		V.I.N.		
	2024	AUDI			Q5 KOMFORT		WA1AAAFY4R2011292		
General Collateral Description	General Collateral Description								
	17								

Registering Agent	Registering Agent			
	D + H LIMITED PARTNERSHIP			
	Address	City	Province	Postal Code
	2 ROBERT SPECK PARKWAY, 15TH FLOOR	MISSISSAUGA	ON	L4Z 1H8

END OF FAMILY

Type of Search	Business Debtor								
Search Conducted On	COMMERCIAL PACKAGING SOLUTIONS INC.								
File Currency	21AUG 2024								
	File Number	Family	of Families	Page	of Pages	Expiry Date	Status		
	500894181	2	3	2	3	04DEC 2028			
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN									
File Number	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule	Registration Number	Registered Under	Registration Period		
500894181		001	1		20231204 0902 1532 1106	P PPSA	05		
Individual Debtor	Date of Birth	First Given Name			Initial	Surname			
Business Debtor	Business Debtor Name					Ontario Corporation Number			
	COMMERCIAL PACKAGING SOLUTIONS INC.								
	Address				City	Province	Postal Code		
	890 DILLINGHAM ROAD				PICKERING	ON	L1W 1Z6		
Individual Debtor	Date of Birth	First Given Name			Initial	Surname			
Business Debtor	Business Debtor Name					Ontario Corporation Number			
	Address				City	Province	Postal Code		
Secured Party	Secured Party / Lien Claimant								
	ROYAL BANK OF CANADA								
	Address				City	Province	Postal Code		
	36 YORK MILLS ROAD, 4TH FLOOR				TORONTO	ON	M2P 0A4		
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or	No Fixed Maturity Date
		X	X	X	X	X			
Motor Vehicle Description	Year	Make			Model		V.I.N.		
General Collateral Description	General Collateral Description								
Registering Agent	Registering Agent								
	D + H LIMITED PARTNERSHIP								
	Address				City	Province	Postal Code		
	2 ROBERT SPECK PARKWAY, 15TH FLOOR				MISSISSAUGA	ON	L4Z 1H8		

END OF FAMILY

Type of Search	Business Debtor								
Search Conducted On	COMMERCIAL PACKAGING SOLUTIONS INC.								
File Currency	21AUG 2024								
	File Number	Family	of Families	Page	of Pages	Expiry Date	Status		
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FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN									
File Number	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule	Registration Number	Registered Under	Registration Period		
788526828		001	1		20221116 1806 1532 1795	P PPSA	07		
Individual Debtor	Date of Birth	First Given Name			Initial	Surname			
Business Debtor	Business Debtor Name					Ontario Corporation Number			
	COMMERCIAL PACKAGING SOLUTIONS INC								
	Address				City	Province	Postal Code		
	SUITE 11/12 75 MILLIKEN BLVD				SCARBOROUGH	ON	M1V2R3		
Individual Debtor	Date of Birth	First Given Name			Initial	Surname			
	14DEC1967	THAYANITHI				ARUTSOTHY			
Business Debtor	Business Debtor Name					Ontario Corporation Number			
	Address				City	Province	Postal Code		
	47 QUEEN ISABELLA CRESCENT				MAPLE	ON	L6A3J8		
Secured Party	Secured Party / Lien Claimant								
	ROYAL BANK OF CANADA								
	Address				City	Province	Postal Code		
	10 YORK MILLS ROAD 3RD FLOOR				TORONTO	ON	M2P 0A2		
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or	No Fixed Maturity Date
	X					X	60118.74	08NOV2029	
Motor Vehicle Description	Year	Make			Model		V.I.N.		
	2019	RAM			1500 CLASSIC		1C6RR7LM0KS719882		
General Collateral Description	General Collateral Description								
Registering Agent	Registering Agent								
	D + H LIMITED PARTNERSHIP								
	Address				City	Province	Postal Code		
	2 ROBERT SPECK PARKWAY, 15TH FLOOR				MISSISSAUGA	ON	L4Z 1H8		

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Type of Search	Business Debtor								
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File Currency	21AUG 2024								
	File Number	Family	of Families	Page	of Pages	Expiry Date		Status	
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500930712		001	1			20231205 0953 1532 4351		P PPSA	05
Individual Debtor	Date of Birth		First Given Name			Initial		Surname	
Business Debtor	Business Debtor Name							Ontario Corporation Number	
	2777463 ONTARIO LTD.								
	Address					City		Province	Postal Code
	890 DILLINGHAM ROAD					PICKERING		ON	L1W 1Z6
Individual Debtor	Date of Birth		First Given Name			Initial		Surname	
Business Debtor	Business Debtor Name							Ontario Corporation Number	
	Address					City		Province	Postal Code
Secured Party	Secured Party / Lien Claimant								
	ROYAL BANK OF CANADA								
	Address					City		Province	Postal Code
	36 YORK MILLS ROAD, 4TH FLOOR					TORONTO		ON	M2P 0A4
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or	No Fixed Maturity Date
		X	X	X	X	X			
Motor Vehicle Description	Year	Make				Model		V.I.N.	
General Collateral Description	General Collateral Description								
	22								

Registering Agent	Registering Agent			
	D + H LIMITED PARTNERSHIP			
	Address	City	Province	Postal Code
	2 ROBERT SPECK PARKWAY, 15TH FLOOR	MISSISSAUGA	ON	L4Z 1H8

END OF FAMILY

Type of Search	Business Debtor								
Search Conducted On	2777463 ONTARIO LTD.								
File Currency	21AUG 2024								
	File Number	Family	of Families	Page	of Pages	Expiry Date	Status		
	501109947	2	2	2	2	11DEC 2029			
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN									
File Number	Caution Filing	Page of	Total Pages	Motor Vehicle Schedule	Registration Number	Registered Under	Registration Period		
501109947		001	1		20231211 1252 1590 1933	P PPSA	6		
Individual Debtor	Date of Birth	First Given Name			Initial	Surname			
Business Debtor	Business Debtor Name					Ontario Corporation Number			
	2777463 ONTARIO LTD.								
	Address				City	Province	Postal Code		
	890 DILLINGHAM ROAD				PICKERING	ON	L1W 1Z6		
Individual Debtor	Date of Birth	First Given Name			Initial	Surname			
Business Debtor	Business Debtor Name					Ontario Corporation Number			
	Address				City	Province	Postal Code		
Secured Party	Secured Party / Lien Claimant								
	ROYAL BANK OF CANADA								
	Address				City	Province	Postal Code		
	36 YORK MILLS ROAD, 4TH FLOOR				TORONTO	ON	M2P 0A4		
Collateral Classification	Consumer Goods	Inventory	Equipment	Accounts	Other	Motor Vehicle Included	Amount	Date of Maturity or	No Fixed Maturity Date
				X	X				
Motor Vehicle Description	Year	Make			Model		V.I.N.		
General Collateral Description	General Collateral Description								
Registering Agent	Registering Agent								
	DEVRY SMITH FRANK LLP (CM)								
	Address				City	Province	Postal Code		
	100-95 BARBER GREENE RD.				TORONTO	ON	M3C 3E9		

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Applicant

-and-

COMMERCIAL PACKAGING SOLUTIONS INC., et al.
Respondents

Court File No. CV-24-00719261-00CL

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

PROCEEDING COMMENCED AT
TORONTO, ONTARIO

SUPPLEMENTAL MOTION RECORD

HARRISON PENSA LLP
Barristers & Solicitors
130 Dufferin Avenue, Suite 1101
London, ON N6A 5R2

Timothy C. Hogan (LSO #36553S)

Tel: (519) 679-9660
Fax: (519) 667-3362
Email: thogan@harrisonpensa.com

Solicitors for the Receiver,
Grant Thornton Limited