



Court File No. CV-12-9617-00CL

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

THE HONOURABLE MR.

)

TUESDAY, THE 20th

JUSTICE F. J. C. NEWBOULD

)

DAY OF NOVEMBER, 2012

)

**IN THE MATTER OF *THE COMPANIES' CREDITORS ARRANGEMENT ACT*,
*R.S.C. 1985, C. c-36, AS AMENDED***

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF First Leaside Wealth Management Inc., First Leaside Finance Inc., First
Leaside Securities Inc., FL Securities Inc., First Leaside Management Inc.,
First Leaside Accounting and Tax Services Inc., First Leaside Holdings
Inc., 2086056 Ontario Inc., First Leaside Realty Inc., First Leaside Capital
Inc., First Leaside Realty II Inc., First Leaside Investments Inc., 965010
Ontario Inc., 1045517 Ontario Inc., 1024919 Ontario Inc., 1031628 Ontario
Inc., 1056971 Ontario Inc., 1376095 Ontario Inc., 1437290 Ontario Ltd.,
1244428 Ontario Ltd., PrestonOne Development (Canada) Inc., PrestonTwo
Development (Canada) Inc., PrestonThree Development (Canada) Inc.,
PrestonFour Development (Canada) Inc., 2088543 Ontario Inc., 2088544
Ontario Inc., 2088545 Ontario Inc., 1331607 Ontario Inc., Queenston Manor
General Partner Inc., 1408927 Ontario Ltd., 2107738 Ontario Inc., 1418361
Ontario Ltd., 2128054 Ontario Inc., 2069212 Ontario Inc., 1132413 Ontario
Inc., 2067171 Ontario Inc., 2085306 Ontario Inc., 2059035 Ontario Inc.,
2086218 Ontario Inc., 2085438 Ontario Inc., First Leaside Visions
Management Inc., 1049015 Ontario Inc., 1049016 Ontario Inc., 2007804
Ontario Inc., 2019418 Ontario Inc., FL Research Management Inc., 1031628
Ontario Inc., 1045516 Ontario Inc., 2004516 Ontario Inc., 2192341 Ontario
Inc., and First Leaside Fund Management Inc.**

ORDER

This motion (the "**Motion**") made by the Applicants and Included LPs (as defined in the Initial Order (defined below)) (collectively, "**First Leaside**") for an order

(a) approving certain conduct and activities of G.S. MacLeod & Associates Inc. in its capacity as the court-appointed restructuring officer of First Leaside (the "**CRO**") and of Grant Thornton Limited, in its capacity as court-appointed monitor of First Leaside (the "**Monitor**");

(b) approving the payment of obligations in connection with the closing of the Transaction (as defined below) to settle claims of two creditors who have asserted construction lien claims in accordance with the Court's October 22 Order (defined below);

(c) authorizing the CRO to execute a discharge of a mortgage and assignment of rents in respect of the Vernon Property (defined below);

(d) approving and implementing the Visions Transaction (as defined in the Affidavit of Gregory MacLeod, sworn November 13, 2012 ("**MacLeod Affidavit**"));

(e) approving the sale transaction ("**Structform Transaction**") contemplated by the Agreement of Purchase and Sale ("**Structform Agreement**") between Structform International Limited ("**Structform**") and 2067171 Ontario Inc. (in its capacity as general partner of First Leaside Expansion Limited Partnership ("**FLEX**")), 1132413 Ontario Inc. (in its capacity as general partner of First Leaside Entities Limited Partnership), and First Leaside Realty II Inc. ("**Realty II**") (in its capacity as the sole shareholder of 1132413 Ontario Inc.) (collectively, "**Vendors**"), and attached as Exhibit "L" to the MacLeod Affidavit and vesting in Structform (or its permitted assigns or as it may otherwise direct) all of the Vendors' right, title and interest in and to the Uxbridge Properties (as defined in the MacLeod Affidavit); and

(f) for certain other relief as described in the Notice of Motion

was heard this day at 333 University Avenue, Toronto, Ontario.

ON READING the MacLeod Affidavit, the Sixth Report of the Monitor dated November 19, 2012, and on hearing the submissions of counsel for the Applicants, the Monitor, Structform International Limited, ~~First Leaside Mortgage Fund~~, and Fraser Milner Casgrain LLP in its capacity as Court appointed Representative Counsel, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Patricia Hoogenband sworn November 14, 2012, filed:

✓ IROC, Kenaidan, WS

1. **THIS COURT ORDERS** that the time for service and filing of the Applicants' Notice of the Motion and the Motion record is hereby abridged and validated so that the Motion is properly returnable today and hereby dispenses with any further or other service thereof.

2. **THIS COURT ORDERS AND DECLARES** that the conduct and activities of CRO as disclosed in the Affidavit of Gregory MacLeod dated October 15, 2012 be and are hereby approved.

3. **THIS COURT ORDERS AND DECLARES** that the conduct and activities of the Monitor as set out in the Monitor's Fifth Report dated October 17, 2012 be and are hereby approved.

4. **THIS COURT ORDERS AND DIRECTS** that pursuant to paragraph 8(a) of the Sale Approval and Vesting Order granted by the Honourable Mr. Justice Pattillo on October 22, 2012 ("**October 22 Order**"), First Leaside is hereby authorized to pay the following amounts (respectively, the "**Gienow Payment**" and the "**Scuka Payment**"):

(a) \$45,713.52 to Gienow Windoor Ltd. ("**Gienow**") and

(b) \$709,963.92 to Scuka Enterprises Ltd. ("**Scuka**")

from the Proceeds received upon the completion of the Transaction (as defined in the October 22 Order) in respect of construction lien claims filed by Gienow and Scuka ("**Lien Claims**").

5. **THIS COURT ORDERS** that, to the extent that Gienow or Scuka wish to assert claims in amounts in excess of the Gienow Payment and the Scuka Payment, they are at liberty to assert such claims solely against the Proceeds of those Purchased Assets (as defined in the October 22 Order) against which the Lien Claims had been asserted, in accordance with any claims process that will be implemented in these proceedings.

6. **THIS COURT ORDERS** that the CRO, and its president, Gregory MacLeod, are hereby authorized and directed, upon the closing of the Transaction ("**Closing**"), to execute and file in the name of Realty II such instruments as are necessary to discharge the mortgage and assignment of rents (collectively, the "**Vernon**

Encumbrances") given by 0742962 B.C. Ltd. in favour of Realty II in respect of British Columbia Parcel Identifier 026-879-083, described as Lot 1 District Lot 72 Osoyoos Division Yale District Plan KAP82507 (the "**Vernon Lands**"), which are registered as Instrument Numbers LB480437 and LB480436 and, following the Closing, the Proceeds of the Vendors' interest in the Vernon Lands (the "**Vernon Proceeds**") shall stand in the place and stead of the Vendors' interest in the Vernon Lands and the Vernon Encumbrances shall attach to the Vernon Proceeds as provided in paragraph 6 of the October 22 Order.

7. **THIS COURT ORDERS AND DECLARES** that the Structform Transaction is hereby approved. The CRO is hereby authorized and directed to execute on behalf of the Vendors the Structform Agreement dated November 13, 2012, with such minor amendments as the CRO may deem necessary and take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Structform Transaction and for the conveyance of the Uxbridge Properties to Structform or its nominee.

8. **THIS COURT ORDERS AND DECLARES** that upon delivery of a CRO's Certificate to Structform substantially in the form attached as **Schedule "A"** hereto, all of the Vendors' right, title and interest in and to the Uxbridge Properties described in the MacLeod Affidavit and set forth in **Schedule "B"** hereto, shall vest absolutely on an "as is, where is" basis in Structform or its nominee free and clear of and from any and all security interests (whether contractual, statutory or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, "**Claims**") including, without limited the generality of the foregoing: (i) any encumbrances or charges created by the Order of Mr. Justice Brown dated February 23, 2012 ("**Initial Order**"); (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as "**Encumbrances**") and which term shall include the Encumbrances (as defined in the Structform Agreement), but shall not include the Permitted Encumbrances on the

Uxbridge Properties (as defined in the Structform Agreement and set forth in **Schedule "C"** hereto), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Uxbridge Properties are hereby expunged and discharged as against the Uxbridge Properties.

9. **THIS COURT ORDERS** that concurrent with the completion of the Structform Transaction and the vesting of title to the Uxbridge Properties in favour of Structform, all claims that Structform has or may have against First Leaside, including without limitation, the construction lien claim in the amount of \$1,723,755 in respect of the Uxbridge Properties, and sub-contractor claims of LaFarge Canada Inc. ("**LaFarge**") and Gilbert Steel Limited ("**Gilbert**"), be and the same are hereby released and extinguished and Structform, LaFarge, and Gilbert are forever barred from asserting any claims (including, without limitation, trust claims and lien claims) against First Leaside or any of its property including, without limitation, monies held in bank accounts in the name of FLEX (the "**FLEX Bank Accounts**").

10. **THIS COURT ORDERS** that the Visions Transaction (as defined in the MacLeod Affidavit) be and the same is hereby approved and the CRO is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable to complete the Visions Transaction.

11. **THIS COURT ORDERS AND DECLARES** that, at the date and time that the Visions Transaction is completed,

- (a) these proceedings shall terminate with respect to 2085438 Ontario Inc., it shall no longer be an Applicant in these proceedings, and the title of proceedings shall be amended to delete reference to 2085438 Ontario Inc.; and
- (b) the following limited partnerships shall no longer be entitled to the benefit of the Initial Order and Schedule "A" to the Initial Order shall be amended to delete reference to them:
 - (i) First Leaside Visions I Limited Partnership,
 - (ii) First Leaside Visions II Limited Partnership,
 - (iii) First Leaside Visions III Limited Partnership,

- (iv) First Leaside Visions IV Limited Partnership,
- (v) Metabacus Limited Partnership,
- (vi) Greencore Limited Partnership,
- (vii) Marksman Celiject Limited Partnership,
- (viii) OMISA Limited Partnership,
- (ix) Dossierview Limited Partnership,
- (x) eSight Limited Partnership, and
- (xi) Tyromer Limited Partnership.

12. **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 CRO and Monitor and their 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

NOV 20 2012


Schedule "A"
Form of CRO's Certificate

Court File No. CV-12-9617-00CL

ONTARIO
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**IN THE MATTER OF *THE COMPANIES' CREDITORS ARRANGEMENT ACT*,
*R.S.C. 1985, C. c-36, AS AMENDED***

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF First Leaside Wealth Management Inc., First Leaside Finance Inc.,
First Leaside Securities Inc., FL Securities Inc., First Leaside Management
Inc., First Leaside Accounting and Tax Services Inc., First Leaside
Holdings Inc., 2086056 Ontario Inc., First Leaside Realty Inc., First
Leaside Capital Inc., First Leaside Realty II Inc., First Leaside Investments
Inc., 965010 Ontario Inc., 1045517 Ontario Inc., 1024919 Ontario Inc.,
1031628 Ontario Inc., 1056971 Ontario Inc., 1376095 Ontario Inc., 1437290
Ontario Ltd., 1244428 Ontario Ltd., PrestonOne Development (Canada)
Inc., PrestonTwo Development (Canada) Inc., PrestonThree Development
(Canada) Inc., PrestonFour Development (Canada) Inc., 2088543 Ontario
Inc., 2088544 Ontario Inc., 2088545 Ontario Inc., 1331607 Ontario Inc.,
Queenston Manor General Partner Inc., 1408927 Ontario Ltd., 2107738
Ontario Inc., 1418361 Ontario Ltd., 2128054 Ontario Inc., 2069212 Ontario
Inc., 1132413 Ontario Inc., 2067171 Ontario Inc., 2085306 Ontario Inc.,
2059035 Ontario Inc., 2086218 Ontario Inc., 2085438 Ontario Inc., First
Leaside Visions Management Inc., 1049015 Ontario Inc., 1049016 Ontario
Inc., 2007804 Ontario Inc., 2019418 Ontario Inc., FL Research
Management Inc., 1031628 Ontario Inc., 1045516 Ontario Inc., 2004516
Ontario Inc., 2192341 Ontario Inc., and First Leaside Fund Management
Inc.**

CRO's CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Brown of the Ontario Superior Court of Justice ("**Court**") dated February 23, 2012, G.S. MacLeod & Associates Inc. was appointed as the chief restructuring officer ("**CRO**") of the undertaking, property and assets of the Applicants.

B. Pursuant to an Order of the Court dated November 20, 2012 (the “**Approval Order**”), the Court approved the Agreement of Purchase and Sale (the “**Structform Agreement**”) between the Vendors and Structform (as defined in the Approval Order) and provided for the vesting in Structform or its nominee of the Vendors’ right, title and interest in and to the Uxbridge Properties, which vesting is to be effective with respect to the Uxbridge Properties upon the delivery by the CRO to Structform of a certificate confirming: (i) that the conditions to Closing as set out in the Structform Agreement have been satisfied or waived by the CRO and Structform; and (ii) the Structform Transaction has been completed to the satisfaction of the CRO.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Structform Agreement.

THE CRO CERTIFIES the following:

1. All of the conditions to Closing as set out in the Structform Agreement have been satisfied or waived by the Vendors and Structform; and
3. The Structform Transaction has been completed to the satisfaction of the CRO.
4. This Certificate was delivered by the CRO at _____ on November __, 2012.

G.S. MacLeod & Associates Inc., in its capacity as court-appointed chief restructuring officer of the Applicants, and not in its personal capacity

Per: _____

Name: Gregory MacLeod

Title: President

Schedule "B"

Uxbridge Properties

Municipal Address	Legal Description
4 Victoria Street, Uxbridge, Ontario	PIN 26850-0062 (LT): Lt 307, Pt Lts 304, 305, 306, 308, 309, 311 & 312, Blk HH, PI 83, Pt 1, 40R15228
144 Brock Street West, Uxbridge, Ontario	PIN 26850-0060 (LT): Pt Lts 303 & 304, Blk HH, PI 83 & Pt Mary St., as in C075874
170 Brock Street West, Uxbridge, Ontario	PIN 26850-0058(LT): Lts 294, 295 & Pt Lts 296, 297, 298, 299, 300, 301 & 302, Blk GG, PI 83 in D527125
address unassigned, Uxbridge, Ontario	PIN 26850-0059 (LT): Pt Lts. 296, 300, 301 & 302, Blk GG, PI 83, PT 1, 40R18184

Schedule "C"

Permitted Encumbrances on Uxbridge Properties

General Encumbrances

1. The reservations, limitations, exceptions, provisos and conditions, if any, expressed in any original grants from the Crown including, without limitation, the reservation of any mines and minerals in the Crown or in any other person.
2. Subdivision agreements, site plan control agreements, servicing or industrial agreements, utility agreements, airport zoning regulations and other similar agreements with government authorities or private or public utilities affecting the development or use of the Lands.
3. Encumbrances respecting minor encroachments by the Lands over neighbouring lands or by improvements on neighbouring lands and/or permitted under agreements with the owners of such other lands.
4. Title defects or irregularities which are of a minor nature and in the aggregate will not materially impair the use or marketability of the Lands for the purposes for which it is presently used.
5. Any easements or rights of way in favour of any governmental authority, any private or public utility, any railway company or any adjoining owner.
6. The exceptions and qualifications contained in Section 44(1) of the *Land Titles Act* (Ontario), except paragraphs 1, 2, 3, 5, 6, 8, 9, 11 and 14, provincial succession duties and escheats and forfeiture to the Crown.
7. Liens for taxes, rates, assessments or governmental charges or levies not yet due and payable.
8. Any unregistered easements, rights-of-way or other unregistered interests or claims not disclosed by registered title in respect of the provision of utilities to the Lands.
9. Any rights of expropriation, access or use or any other similar rights conferred or reserved by or in any statutes of Canada or the Province of Ontario.

Specific Encumbrances

A. Firstly Lands:

PIN 26850-0058 (LT): Lots 294, 295 and part of Lots 296, 297, 298, 299, 300, 301 and 302, Block GG on Plan 83, Township of Uxbridge, Regional Municipality of Durham

1. Instrument No. CO192201, registered on December 12, 1969 is a by-law.

2. Instrument No. DR942839, registered on October 18, 2010, is a notice between The Corporation of the Township of Uxbridge (the "**Township**"), First Leaside Realty II Inc. ("**First Leaside**"), 1132413 Ontario Inc. ("**1132413**") and 2067171 Ontario Inc. ("**2067171**").
3. Instrument No. DR951602, registered on November 19, 2010, is a notice between the Township and First Leaside, 1132413 and 2067171.
4. Instrument No. DR958212, registered on December 15, 2010, is a notice with The Regional Municipality of Durham (the "**Region**").
5. Instrument No. DR988999, registered on May 6, 2011, is a notice between the Township, First Leaside, 1132413 and 2067171, with respect to notice No. DR951602.
6. Instrument No. DR1049224, registered on December 13, 2011, is a construction lien in favour of Lafarge Canada Inc. ("**Lafarge**").
7. Instrument No. DR1053322, registered on December 30, 2011, is a construction lien in favour of Gilbert Steel Limited ("**Gilbert**").
8. Instrument No. DR1056472, registered on January 16, 2012, is a construction lien in favour of Structform International Limited ("**Structform**").
9. Instrument No. DR1059717, registered on January 27, 2012, is a certificate of action in favour of Lafarge with respect to construction lien No. DR1049224.
10. Instrument No. DR1061121, registered on February 2, 2012, is a certificate of action in favour of Gilbert with respect to construction lien No. DR1053322.
11. Instrument No. DR1065269, registered on February 22, 2012, is a certificate of action in favour of Structform with respect to construction lien No. DR1056472.

B. Secondly Lands:

PIN 26850-0059 (LT): Part of Lots 296, 300, 301 and 302, Block GG on Plan 83, designated as Part 1 on Plan 40R-18184, Township of Uxbridge, Regional Municipality of Durham.

1. Instrument No. CO192201, registered on December 12, 1969 is a by-law.
2. Instrument No. DR447892, registered on February 14, 1995 is a notice.
3. Instrument No. DR942838, registered on October 18, 2010, is a notice of option to purchase in favour of the Township.
4. Instrument No. DR942839, registered on October 18, 2010, is a notice between the Township, First Leaside, 1132413 and 2067171.

5. Instrument No. DR951602, registered on November 19, 2010, is a notice between the Township and First Leaside, 1132413 and 2067171.
6. Instrument No. DR958212, registered on December 15, 2010, is a notice with the Region.
7. Instrument No. DR988999, registered on May 6, 2011, is a notice between the Township, First Leaside, 1132413 and 2067171, with respect to notice No. DR951602.
8. Instrument No. DR1049224, registered on December 13, 2011, is a construction lien in favour of Lafarge.
9. Instrument No. DR1053322, registered on December 30, 2011, is a construction lien in favour of Gilbert.
10. Instrument No. DR1056472, registered on January 16, 2012, is a construction lien in favour of Structform.
11. Instrument No. DR1059717, registered on January 27, 2012, is a certificate of action in favour of Lafarge with respect to construction lien No. DR1049224.
12. Instrument No. DR1061121, registered on February 2, 2012, is a certificate of action in favour of Gilbert with respect to construction lien No. DR1053322.
13. Instrument No. DR1065269, registered on February 22, 2012, is a certificate of action in favour of Structform with respect to construction lien No. DR1056472.

C. Thirdly Lands:

PIN 26850-0060 (LT): Part of Lots 303 and 304, Block HH on Plan 83 and part of Mary Street, as in Instrument No. CO75874, Township of Uxbridge, Regional Municipality of Durham.

1. Instrument No. CO192201, registered on December 12, 1969 is a by-law.
2. Instrument No. DR942839, registered on October 18, 2010, is a notice between the Township, First Leaside, 1132413 and 2067171.
3. Instrument No. DR951602, registered on November 19, 2010, is a notice between the Township and First Leaside, 1132413 and 2067171.
4. Instrument No. DR958212, registered on December 15, 2010, is a notice with the Region.
5. Instrument No. DR988999, registered on May 6, 2011, is a notice between the Township, First Leaside, 1132413 and 2067171, with respect to notice No. DR951602.
6. Instrument No. DR1049224, registered on December 13, 2011, is a construction lien in favour of Lafarge.

7. Instrument No. DR1053322, registered on December 30, 2011, is a construction lien in favour of Gilbert.
8. Instrument No. DR1056472, registered on January 16, 2012, is a construction lien in favour of Structform.
9. Instrument No. DR1059717, registered on January 27, 2012, is a certificate of action in favour of Lafarge with respect to construction lien No. DR1049224.
10. Instrument No. DR1061121, registered on February 2, 2012, is a certificate of action in favour of Gilbert with respect to construction lien No. DR1053322.
11. Instrument No. DR1065269, registered on February 22, 2012, is a certificate of action in favour of Structform with respect to construction lien No. DR1056472.

D. Fourthly Lands:

PIN 26850-0062 (LT): Lot 307, part of Lots 304, 305, 306, 308, 309, 311 and 312, Block HH on Plan 83, designated as Part 1 on Reference Plan 40R-15228, Township of Uxbridge, Regional Municipality of Durham

1. Instrument No. CO192201, registered on December 12, 1969 is a by-law.
2. Instrument No. DR942839, registered on October 18, 2010, is a notice between the Township, First Leaside, 1132413 and 2067171.
3. Instrument No. DR951602, registered on November 19, 2010, is a notice between the Township and First Leaside, 1132413 and 2067171.
4. Instrument No. DR958212, registered on December 15, 2010, is a notice with the Region.
5. Instrument No. DR988999, registered on May 6, 2011, is a notice between the Township, First Leaside, 1132413 and 2067171, with respect to notice No. DR951602.
6. Instrument No. DR1049224, registered on December 13, 2011, is a construction lien in favour of Lafarge.
7. Instrument No. DR1053322, registered on December 30, 2011, is a construction lien in favour of Gilbert.
8. Instrument No. DR1056472, registered on January 16, 2012, is a construction lien in favour of Structform.
9. Instrument No. DR1059717, registered on January 27, 2012, is a certificate of action in favour of Lafarge with respect to construction lien No. DR1049224.
10. Instrument No. DR1061121, registered on February 2, 2012, is a certificate of action in favour of Gilbert with respect to construction lien No. DR1053322.

11. Instrument No. DR1065269, registered on February 22, 2012, is a certificate of action in favour of Structform with respect to construction lien No. DR1056472.

IN THE MATTER OF THE COMPANIES' CREDITORS' ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

Court File No: CV-12-9617-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
FIRST LEASIDE WEALTH MANAGEMENT INC. ET AL

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced at Toronto

ORDER

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