

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR) THURSDAY, THE 21st
JUSTICE PENNY)
) DAY OF NOVEMBER, 2019



DONALD DAL BIANCO

Applicant

- and -

DEEM MANAGEMENT SERVICES LIMITED and THE UPTOWN INC.

Respondents

APPLICATION UNDER Section 243(1) of the *Bankruptcy and Insolvency Act*
and Section 101 of the *Courts of Justice Act*

ORDER
(Administrative Relief)

THIS MOTION, made by the Receiver, Crowe Soberman Inc. in its capacity as receiver (the “**Receiver**”) of the property known municipally as 215 and 219 Lexington Road, Waterloo, Ontario N2K 2E1 (the “**Real Property**”), the assets and undertakings of Deem Management Services Limited (“**Deem Management**”) related to the Real Property (the “**Related Deem Assets**”), and the property, assets and undertakings (the “**Uptown Assets**”) of The Uptown Inc. (the “**Uptown**”, together with Deem Management the “**Debtors**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Receiver dated February 8, 2019 (the “**Third Report**”), the affidavit of Hans Rizarri, sworn February 7, 2019 (the “**Rizarri Affidavit**”), the affidavit of R. Brendan Bissell, sworn February 8, 2019 (the “**Bissell Affidavit**”), the Supplementary Report to the Third Report of the Receiver dated October 30, 2019 (the

“Supplementary Report”), and on hearing the submissions of counsel for the Receiver, Deem Management Services Limited and The Uptown Inc., Maxion Group Inc., and those other parties appearing on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavits of R. Brendan Bissel sworn February 13, 2019 and Katie Parent sworn November 1, 2019, filed:

NOTICE AND SERVICE

1. **THIS COURT ORDERS** that service of the Motion Record and the Supplementary Motion Record in respect of this motion and the Third Report and Supplementary Report is hereby validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.

APPROVAL OF RECEIVER’S REPORT, ACTIVITIES AND FEES

2. **THIS COURT ORDERS** that the Third Report and the Supplementary Report, and the activities described in such Reports, 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.

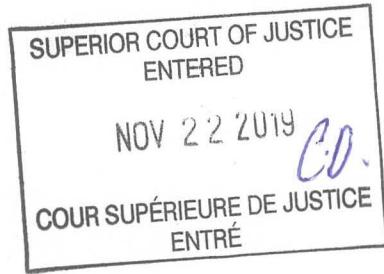
3. **THIS COURT ORDERS** that the professional fees and disbursements (inclusive of HST) of the Receiver in the amount of \$243,703.71 as set out in the Rizarri Affidavit be and are hereby approved.

4. **THIS COURT ORDERS** that the professional fees and disbursements (inclusive of HST) of Goldman Sloan Nash & Haber LLP, independent legal counsel of the Receiver, in the amount of \$350,647.10 as set out in the Bissell Affidavit be and are hereby approved.

5. **THIS COURT ORDERS** that the Receiver is authorized to pay all such fees and disbursements from available funds.

MISCELLANEOUS

6. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province to act in aid of and to be complementary to this Court 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 as may be necessary or desirable to give effect to the Order or to assist the Receiver and its agents in carrying out the terms of this Order.



1.

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Proceeding commenced TORONTO**

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Lawyers for the Receiver, Crowe Soberman Inc.