

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

B E T W E E N:

AMERICAN GENERAL LIFE INSURANCE COMPANY,
LEXINGTON INSURANCE COMPANY, AND
THE VARIABLE ANNUITY LIFE INSURANCE COMPANY

Applicants

- and -

SOUTHMOUNT HEALTHCARE CENTRE INC., 180 VINE INC., 2478658
ONTARIO LTD., 2009 LONG LAKE HOLDINGS INC., 65 LARCH
HOLDINGS INC., 100 COLBORNE HOLDINGS INC., 240 OLD
PENETANGUISH HOLDINGS INC., GROSS PROPERTIES INC., 180 VINE
PURCHASER INC., AND 2413667 ONTARIO INC.

Respondents

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

**SUPPLEMENTARY MOTION RECORD
(Sale Approval and Ancillary Matters)
Returnable May 24, 2022**

May 20, 2022

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Barristers and Solicitors
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c. B-3, as amended, and under section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43**

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MOTION RECORD

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Court File No.: CV-21-00664273-00CL

**SUPPLEMENT TO THE SECOND REPORT OF KPMG INC.,
IN ITS CAPACITY AS RECEIVER AND MANAGER OF**

Southmount Healthcare Centre Inc. *et al.*

MAY 20, 2022

Court File No.: CV-21-00664273-00CL

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SUPERIOR COURT OF JUSTICE
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Applicants

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180 VINE PURCHASER INC., AND
2413667 ONTARIO INC.**

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**SUPPLEMENT TO THE SECOND REPORT OF KPMG INC.
In its capacity as Receiver and Manager**

DATED MAY 20, 2022

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I. INTRODUCTION

1. This supplementary report (the “**Supplemental Report**”) is supplementary to the second report of KPMG Inc. in its capacity as Receiver of, *inter alia*, Southmount Healthcare Centre Inc., 180 Vine Inc., 2478658 Ontario Ltd., 2009 Long Lake Holdings Inc., 65 Larch Holdings Inc., 100 Colborne Holdings Inc., and 240 Old Penetanguish Holdings Inc. dated May 13, 2022 (the “**Second Report**”). The purpose of this Supplemental Report is to provide this Court with information pertaining to the Town Hall held on May 18, 2022 at 3:00 p.m. Eastern Time, as outlined in the Second Report, and an update on the Proposed Transaction in respect of the Alexander Property (as defined below).
2. This Supplemental Report should be read in conjunction with the Second Report as information contained in the Second Report has not been repeated in this Supplemental Report to avoid duplication. All capitalized terms not defined herein are as defined in the Second Report.

II. TOWN HALL

3. As outlined in the Second Report, given the number of parties purporting to have an interest in these Proceedings and who have expressed an interest in the status and outcome of these Proceedings to date, the Receiver held the Town Hall as a virtual informational meeting on May 18, 2022 at 3:00 p.m. to provide an overview of the Proposed Transactions and to address any questions in respect of the status of these Proceedings and the status of the Victoria Avenue Proceedings. Notice of the Town Hall was (i) provided to all parties known to the Receiver claiming a beneficial interest in and to the Legal Owners’ Property and the Service List in these Proceedings, and (ii) also posted on the Receiver’s Website.
4. While the Town Hall was intended to be a venue for self-represented parties claiming to have an interest in the Proceedings to raise questions and concerns, the Receiver did not seek proof of a valid claim in these Proceedings to attend the Town Hall. However, attendees were asked to register, so that the Receiver could keep track of who attended. The Receiver requested at the beginning of the Town Hall that any media identify themselves and disconnect. Receipt of notice of the Town Hall, and attendance thereat, was not an indication or agreement by the Receiver that the applicable attendee has a valid claim in these Proceedings.
5. Twelve (12) parties registered in advance for the Town Hall, and fourteen parties (14) attended, in addition to representatives of the Receiver, Blakes, and Norton Rose. The Receiver has assembled an

attendance list, which will be shared with the Court or any party who has demonstrated a legitimate interest in the Property, upon request.

6. During the Town Hall, the Receiver provided an overview of (i) the Second Report, (ii) the results of the Sale Process, (iii) the Proposed Transactions, and (iv) the relief being sought by the Receiver at the May 24th Motion. The Receiver subsequently provided an opportunity for any attendees to ask questions. Only two questions were raised which were answered by the Receiver and its counsel as appropriate and the Town Hall concluded at 3:29 p.m. after all such questions had been addressed.

III. PROPOSED TRANSACTIONS UPDATE

7. Following the service of the Second Report on Friday, May 13, 2022, negotiations continued with the Purchaser of the Real Property Assets located at 849 Alexander Court, Peterborough (the “**Alexander Property**”). As set out in Paragraph 32 of the Second Report, the due diligence period in the APA for the purchase of the Alexander Property expires on May 20, 2022.
8. As a result of the continuing negotiations, (i) certain amendments to the Alexander Property APA were agreed to by the parties, and (ii) the Purchaser agreed to remove its due diligence condition. These changes were memorialized in an amended and restated asset purchase agreement dated as of April 14, 2022 (the “**A&R APA**”). An unredacted copy of the A&R APA is attached hereto as **Confidential Appendix “A”**. A blackline of the A&R APA against the original APA, which highlights the amendments, is attached hereto as **Confidential Appendix “B”**.
9. In the Receiver’s view, the amendments to the Alexander Property APA, as evidenced by the A&R APA, constitute commercially sensitive information, the disclosure of which would be prejudicial to the Sale Process and any parties with an interest in the Alexander Property, in the event that the sale does not close and the Receiver has to remarket the Alexander Property. The Receiver is accordingly seeking a sealing order in respect of Confidential Appendix “A” and “B”.

All of which is respectfully submitted this 20th day of May, 2022.

KPMG Inc.

In its capacity as Receiver of

**Southmount Healthcare Centre Inc.
180 Vine Inc.
2478658 Ontario Ltd.,
2009 Long Lake Holdings Inc.
65 Larch Holdings Inc.
100 Colborne Holdings Inc.
240 Old Penetanguish Holdings Inc.
Gross Properties Inc.
180 Vine Purchaser Inc.
2413667 Ontario Inc.**

And not in its personal or corporate capacity

Per:



Katherine Forbes
CPA, CA, CIRP, LIT
President



George Bourikas
CPA, CA, CIRP, LIT
Vice President

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CONFIDENTIAL APPENDIX

**CONFIDENTIAL APPENDIX “A” –
Alexander Property A&R APA
TO THE SUPPLEMENT TO THE SECOND REPORT
OF THE RECEIVER
DATED MAY 20, 2022**

TO BE FILED SEPARATELY WITH THE COURT

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CONFIDENTIAL APPENDIX

**CONFIDENTIAL APPENDIX “B” –
Blackline of Alexander Property A&R APA
TO THE SUPPLEMENT TO THE SECOND REPORT
OF THE RECEIVER
DATED MAY 20, 2022**

TO BE FILED SEPARATELY WITH THE COURT

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ONTARIO
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Proceeding Commenced at Toronto

SUPPLEMENTARY MOTION RECORD
(Sale Approval and Ancillary Matters)
Returnable May 24, 2022

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Barristers and Solicitors

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