



Court File No. CV-21-00665375-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. )  
JUSTICE PENNY )  
)  
)  
) THURSDAY, THE 2nd  
DAY OF MARCH, 2023

B E T W E E N:

AMERICAN GENERAL LIFE INSURANCE COMPANY and  
NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA.

Applicants

- and -

VICTORIA AVENUE NORTH HOLDINGS INC.  
and THE PARTIES LISTED ON SCHEDULE "A"

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**

**DISTRIBUTION AND ANCILLARY MATTERS ORDER**

**THIS MOTION**, made by KPMG Inc., in its capacity as Court-appointed receiver and manager (the "**Receiver**") without security of the assets, undertakings and properties, including, without limitation, the real properties with legal descriptions set out in **Schedule "B"** (the "**Real Property**") of the Appointment Order granted on August 3, 2021 (the "**Appointment Order**"), of (i) Victoria Avenue North Holdings Inc. (the "**Legal Owner**") acquired for, or used in relation to the Legal Owner's business (collectively, the "**Legal Owner's Property**"), and (ii) the beneficial owners of the Legal Owner's Property (collectively, the "**Beneficial Owners**"), and together with the Legal Owner, the "**Debtors**"), but solely in respect of all of each Beneficial Owner's right, title and interest in and to the Legal Owner's Property, including the Real Property and all

proceeds thereof, whether held directly or indirectly by any Beneficial Owner for themselves or for others, for an order, among other things:

- (i) authorizing the Receiver to make distributions to the Applicants; and
- (ii) approving the activities of the Receiver, as set out in the Receiver's Fifth Report to Court dated February 23, 2023 (the "**Fifth Report**") and approving the Fifth Report,

was heard this day by videoconference in Toronto, Ontario.

**ON READING** the Receiver's Notice of Motion, the Fifth Report and the appendices thereto, and on hearing the submissions of counsel for the Receiver, the Applicants and those other counsel and parties listed on the Participant Information Form, no one else appearing although properly served with the Receiver's Motion Record as appears from the affidavit of Nancy Thompson sworn February 24, 2023 (the "**Thompson Affidavit**");

#### **SERVICE**

1. **THIS COURT ORDERS** that the time for service and filing of the Receiver's Notice of Motion and Motion Record as set out in the Thompson Affidavit is hereby abridged, and the method of service validated pursuant to the Order of Mr. Justice Koehnen granted on September 14, 2021, so that this motion is properly returnable today.

#### **RESERVE AND DISTRIBUTIONS**

2. **THIS COURT ORDERS** that the Receiver is hereby authorized to distribute from the Net Sale Proceeds (as defined in the Fifth Report) and any other funds in the possession of the Receiver by way of one or more distributions at the time or times determined by the Receiver, in its sole discretion, an amount not exceeding \$5.7 million to the Applicants on account of principal, interest, fees and expenses owing to the Applicants by the Debtors.

#### **APPROVAL OF REPORTS & ACTIVITIES**

3. **THIS COURT ORDERS** that the Fifth Report and the activities of the Receiver described therein, 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.

## MISCELLANEOUS

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



A handwritten signature in blue ink, appearing to read "Perry J.", is written over a horizontal line.

## Schedule A

### Individuals

Allan Gross  
Errol Yim and Andrea Yim, jointly  
Ava Gross  
Karen Nakagawa and Calvin Nakagawa,  
jointly  
Carol Jaxon  
Carole Kai Onouye  
Diane Curtis  
Dwight Otani and Theresa Otani, jointly  
Edward Bugarin  
Ellen Fleishman  
Gemie Arakawa  
George Tamashiro  
Guy Pace and Caroline Berdusco, jointly  
Heidi Berger  
Henry Ko  
Hongwei Su  
James Brand  
Janis L. Lai Trustee  
Jean Morel  
Jian Zhang  
Johann Strasser  
John Dattomo and Daniela Dattomo  
Kelly Ann Hiraki and Jonathan Wah Hee  
Hee, jointly  
Randall Y.C. Ho  
Robert Atkinson  
Roberta Sunahara and Paul Sunahara,  
jointly  
Seymour Kazimirski  
Stanley Salcedo

### Trusts

Charlyn Shizue Honda Masini Trust, by  
and through its trustee(s)  
Fleishman Family Trust, by and through  
its trustee(s)  
J. Zachery Jones Trust, by and through  
its trustee(s)  
Jane Shigeta Revocable Living Trust, by  
and through its trustee(s)  
Jasen Takei Revocable Living Trust, by  
and through its trustee(s)  
Melvin Shigeta Revocable Living Trust,  
by and through its trustee(s)  
Ruth Hisaye Honda Trust, by and through

its trustee(s)  
S. Bucky Revocable Living Trust & Bruce  
E. Bucky Revocable Living Trust, by and  
through its trustee(s)  
Wallace K. Tsuha Trust, by and through  
its trustee(s)

### Corporations / Partnerships

1236068 Ontario Limited  
1649750 Ontario Inc.  
1818019 Ontario Limited  
Citydrill Inc.  
Gross Capital Inc.  
Dirk and Dale IRA LLC  
Gross Medical Opportunities Fund LP  
Hybrid Activities Inc.  
Mark Craig Gross Holdings Inc.  
Randy 88, LLC  
Rastogi Medicine Professional  
Corporation  
RMK IRA LLC

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**(COMMERCIAL LIST)**  
Proceeding Commenced at Toronto

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**DISTRIBUTION AND ANCILLARY MATTERS**  
**ORDER**

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Independent Counsel for the Receiver