



Court File No. 01-CL-4313

**ONTARIO
SUPERIOR COURT OF JUSTICE
- COMMERCIAL LIST**

THE HONOURABLE JUSTICE
NEWBOULD

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WEDNESDAY, THE 15th DAY
OF JULY, 2015

**IN THE MATTER OF
RELIANCE INSURANCE COMPANY**

**AND IN THE MATTER OF THE
INSURANCE COMPANIES ACT, S.C. 1991, C.47, AS AMENDED**

**AND IN THE MATTER OF THE
WINDING-UP AND RESTRUCTURING ACT, R.S.C. 1985, C.W-11, AS AMENDED**

BETWEEN:

THE ATTORNEY GENERAL OF CANADA

Applicant

- and -

RELIANCE INSURANCE COMPANY

Respondent

DIRECTIONS ORDER

(Motion for directions in respect of approval motion re: settlement: Imperial Tobacco Canada Limited, Imperial Brands Ltd. and Imperial Tobacco Company Limited policies)

THIS MOTION, made by KPMG Inc., in its capacity as Liquidator (“**Liquidator**”) of the insurance business of Reliance Insurance Company in Canada (“**Reliance Canada**”), for directions for notice and service, and related relief, in respect of the ITCAN Approval Motion (as defined below) was heard this day at 330 University Avenue, Toronto.

ON READING the Report of the Liquidator dated July 7, 2015 (the “**Directions Report**”), and upon hearing the submissions of counsel for the Liquidator and counsel for Imperial Tobacco Canada Limited (“**ITCAN**”), Imperial Brands Ltd. and Imperial Tobacco Company Limited, no other party appearing although properly served as evidenced by the proof of service filed,

1. **THIS COURT ORDERS** that the service made of the Notice of Motion and supporting materials for this motion for directions in respect of the proposed motion (“**ITCAN Approval Motion**”) by the Liquidator to seek approval of a Full and Final Settlement and Release Agreement between Reliance Canada in Liquidation and ITCAN dated June 17, 2015 (the “**ITCAN Agreement**”), and related relief, is good and sufficient notice of this motion, that this motion is properly returnable today and any further service or notice is hereby dispensed with.
2. **THIS COURT ORDERS** that notice and service in respect of the ITCAN Approval Motion may be made as follows, and shall be effective and sufficient if so made:
 - (i) on each of the named plaintiffs and members of plaintiff classes in the actions as set out in Schedule “A” hereto (the “**ITCAN Actions**”), by e-mailing or posting by regular mail the motion record in support of the ITCAN Approval Motion (the “**Liquidator’s Motion Record**”), on or before August 19, 2015, to the respective plaintiff counsel in the ITCAN Actions;
 - (ii) on the federal government and territorial governments not already included as plaintiffs in the ITCAN Actions, by posting by regular mail the Liquidator’s Motion Record, on or before August 19, 2015, to:

- a. in the case of the Government of Canada: Office of the Deputy Attorney General of Canada, 284 Wellington Street, Ottawa, Ontario, K1A 0H8;
 - b. in the case of the Yukon Territory: Department of Justice, Legal Services Branch, Government of Yukon, Box 2703 (J-2), Whitehorse, Yukon, Y1A 2C6
 - c. in the case of the Northwest Territories: Department of Justice, Government of the Northwest Territories, P.O. Box 1320, Yellowknife, Northwest Territories, X1A 2L9; and
 - d. in the case of the Nunavut Territory: Adrienne Silk, Director of Legal and Constitutional Law, Government of Nunavut, Bld. 1107, P.O. Box 1000 Station 540, Iqaluit, Nunavut, X0A 0H0.
- (iii) on the Primary and Excess Carriers and Other Insurers, as defined in the ITCAN Agreement and set out on Schedule “B” hereto, by e-mailing or posting by regular mail the Liquidator’s Motion Record, on or before August 19, 2015, to them at their respective addresses;
- (iv) on ITCAN and on persons on the service list maintained by the Liquidator in the winding-up proceedings of Reliance Canada, by e-mailing or posting by regular mail the Liquidator’s Motion Record, on or before August 19, 2015, to such persons or, where applicable, their counsel;
- (v) on all the foregoing, as well as anyone who asserts or could assert any claim against the Reliance Releasees as defined in the ITCAN Agreement in respect of, arising out of, pursuant to or in any way connected with the Policies, as defined in the ITCAN Agreement, by posting the Liquidator’s Motion Record, on or before August 19, 2015, on the Liquidator’s website at www.relianceinsurance.ca, and by publication, on or before August 19, 2015, of a notice in the English language (“**ITCAN English Publication**”) substantially in the form attached as

Schedule “C” hereto and of a notice in the French language (“**ITCAN French Publication**”) substantially in the form attached as Schedule “D” hereto, as follows:

- i. in the case of the ITCAN English Publication, in the national edition of *The Globe and Mail* and in *The Toronto Star* newspapers, the *Canada Gazette* and the official Gazette of each of the provinces, other than the Province of Québec; and
 - ii. in the case of the ITCAN French Publication in the *La Presse* newspaper, the *Canada Gazette* and the official Gazette of each of the provinces.
3. **THIS COURT ORDERS** that any person who intends to appear and make submissions at the hearing of the ITCAN Approval Motion shall serve a Notice of Appearance in the form attached as Schedule “E” hereto on counsel for the Liquidator, so as to be received by such counsel on or before September 16, 2015, as set out below:

Goodmans LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attention: Graham D. Smith
Fax: (416) 979-1234
Email: gsmith@goodmans.ca

with a copy to:

Goodmans LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Attention: Fanny Paquette

Fax: (416) 979-1234
Email: fpaquette@goodmans.ca

4. **THIS COURT ORDERS** that, on or before September 18, 2015, the Liquidator shall provide by e-mail, to all those who have served a Notice of Appearance (the “**Responding Parties**”) in accordance with this Order, a list of the Responding Parties and their contacts for service as set out in the Notices of Appearance.
5. **THIS COURT ORDERS** that any of the Responding Parties who intend to rely on any responding materials at the hearing of the ITCAN Approval Motion shall, on or before October 13, 2015: (i) serve such responding materials on counsel for the Liquidator as set out in paragraph 3 hereof and on each of the Responding Parties at their contacts as set out on the list referenced in paragraph 4 hereof, and (ii) file such materials with the Court.
6. **THIS COURT ORDERS** that any further or other materials in support of the ITCAN Approval Motion, or in reply to materials served by any of the Responding Parties, need only be served on the Responding Parties.
7. **THE COURT ORDERS** that service under paragraphs 5 and 6 hereof shall be made by e-mail, courier or regular mail to the Responding Parties or their counsel, if any, and shall be effective as follows: (i) in the case of service by regular mail, on the fifth business day after such mailing, (ii) in the case of service by e-mail, on the next business day following the sending by e-mail, and (iii) in the case of service by courier, on the second business day following providing of the materials to the courier for next-day delivery.
8. **THIS COURT ORDERS** that the return date for the ITCAN Approval Motion shall be November 2, 2015 or such other date as may be determined by this Court.

9. **THIS COURT ORDERS** that the Liquidator may seek further directions in respect of the ITCAN Approval Motion if required.

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JUL 15 2015

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SCHEDULE "A"

1. Ontario Court (General Division), bearing Action No.: C17773/97 (the Action No. was changed to 06-CV-309667PD3 as a result of the matter being moved from Milton to Toronto) filed on or about May 1, 1997, by Mirjana Spasic as a Statement of Claim naming Imperial Tobacco Limited as a defendant;
2. Supreme Court of British Columbia, bearing Action No.: S010421 filed on or about January 24, 2001, by Her Majesty The Queen in Right of British Columbia as a Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
3. Québec Superior Court, District of Montreal, bearing Action No.: 500-06-000070-983. On or about September 3, 1998, Cécilia Létourneau filed a Motion for Permission to Institute a Class Action and To be Named Representatives against Imperial Tobacco Limitée. Permission was granted. On or about September 29, 2005 Létourneau filed a Motion to Institute Class Action Proceedings;
4. Québec Superior Court, District of Montreal, bearing Action No.: 500-06-000076-980. On or about November 18, 1998, the Conseil Québécois sur le Tabac et la Santé and Jean-Yves Blais filed a Motion for Permission to Institute a Class Action and To be Named Representatives against Imperial Tobacco Limitée. Permission was granted. On or about September 29, 2005 the Conseil Québécois sur le Tabac et la Santé and Jean-Yves Blais filed a Motion to Institute Class Action Proceedings;
5. Court of Queen's Bench for Saskatchewan, Judicial Centre of Regina, bearing Action No.: 1036 of 2009, filed on or about July 10, 2009 by Thelma Adams as a Notice of Motion for Certification naming Imperial Tobacco Canada Limited as a defendant;
6. Court of Queen's Bench for Saskatchewan, Judicial Centre of Regina, bearing Action No.: 916 of 2009, filed on or about June 12, 2009 by Thelma Adams as a Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
7. Court of Queen's Bench of Alberta, Judicial District of Calgary, bearing Action No.: 0901-08964, filed on or about June 15, 2009 by Linda Dorion as a Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
8. Court of Queen's Bench of Manitoba, Winnipeg Centre, bearing Action No.: CI09-01-61479, filed on or about June 2009 by Deborah Kunta as a Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
9. Court of Queen's Bench of New Brunswick, Trial Division, Judicial District of Fredericton, bearing Action No.: F/C/88/08 filed on or about March 13, 2008, by Her Majesty the Queen in Right of The Province of New Brunswick as a Notice of Action and Statement of Claim naming Imperial Tobacco Canada Limited;
10. Ontario Superior Court of Justice, bearing Action No.: CV-09-387984 filed on or about September 29, 2009, by her Majesty The Queen in Right of Ontario as a Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;

11. Supreme Court of Nova Scotia, bearing Action No.: 312869 filed on or about June 18, 2009, by Ben Semple as a Notice of Action and Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
12. Supreme Court of British Columbia, Vancouver Registry, bearing Action No.: 10-2780, filed on or about June 25, 2010, by Barbara Bourassa on behalf of the Estate of Mitchell David Bourassa, as a Writ of Summons & Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
13. Supreme Court of British Columbia, Victoria Registry, bearing Action No.: 10-2769, filed on or about June 25, 2010, by R. McDermid as a Writ of Summons and Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
14. Ontario Superior Court of Justice, bearing Action No.: 64757, filed on or about December 2, 2009, by The Ontario Flue-Cured Tobacco Growers' Marketing Board, Andy J. Jacko, Brian Baswick, Ron Kichler and Arpad Dobrentey as a Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
15. Ontario Superior Court of Justice, bearing Action No.: 00-CV-196070, filed on or about August 15, 2000, by Ronald McIntyre, by his estate representative, Maureen McIntyre as a Statement of Claim naming Imperial Tobacco Canada Limited as a defendant;
16. Supreme Court of British Columbia, Vancouver Registry, bearing Action No.: 961769, filed on or about March 20, 1996, by David Brian Rowland as a Writ of Summons naming Imperial Brands Ltd. as a defendant;
17. Supreme Court of British Columbia, Vancouver Registry, bearing Action No.: 031300, filed on or about May 8, 2003, by Kenneth Knight as a Writ of Summons naming Imperial Tobacco Canada Limited as a defendant; and
18. Supreme Court of Nova Scotia, bearing Action No.: 177663 filed on or about September 5, 2002, by Peter Stright, as an Amended Originating Notice naming Imperial Tobacco Company Limited as a defendant.
19. Ontario Court General Division, bearing Action No.: 97-CU-121572 filed by Meditrust Healthcare Inc., naming Shoppers Drug Mart, a division of Imasco Retail Inc., as a defendant.
20. Ontario Superior Court of Justice, bearing Action No.: 00-CV-183165 filed by Jasmine Ragoonanan et al., naming Imperial Tobacco Canada Limited as a defendant.
21. Supreme Court of Newfoundland and Labrador, Trial Division, bearing Action No.: 20111 OIG. No. 0826 filed by Attorney General of Newfoundland and Labrador, naming Imperial Tobacco Canada Limited as a defendant.
22. Court of Queen's Bench of Manitoba, Winnipeg Centre, bearing Action No.: CI 12-01-78127, filed by Her Majesty the Queen in Right of The Province of Manitoba naming Imperial Tobacco Canada Limited as a defendant.

23. Alberta Court of Queen's Bench, bearing Action No.: 1201-07314 filed by Her Majesty in Right of Alberta, naming Imperial Tobacco Canada Limited as a defendant.
24. Quebec Superior Court, District of Montreal, bearing Action No.: 500-17-072363-123 filed by Attorney General for the Province of Quebec, naming Imperial Tobacco Canada Limited as a defendant.
25. Ontario Superior Court of Justice, bearing Action No.: 53-794 of 2012, filed by Suzanne Jacklin, naming Imperial Tobacco Canada Limited as a defendant.
26. Supreme Court of Prince Edward Island General Section, bearing Action No.: S1-GS-25019 filed by Her Majesty the Queen in Right of the Province of Prince Edward Island, naming Imperial Tobacco Canada Limited as a defendant.
27. Supreme Court of Nova Scotia, bearing Action No.: 434868, filed by Her Majesty the Queen in Right of the Province of Nova Scotia naming Imperial Tobacco Canada Limited as a defendant.
28. Saskatchewan Court of Queen's Bench, bearing Action No. 871 of 2012, filed by the Government of Saskatchewan naming Imperial Tobacco Canada Limited as a defendant.

SCHEDULE "B"

Primary and Excess Carriers and Other Insurers

Insurer	Address
Royal Insurance Company of Canada	Royal & Sun Alliance Insurance Company of Canada 18 York Street Suite 800 Toronto, Ontario M5J 2T8
The Commonwealth Insurance Company	Northbridge Insurance 105 Adelaide Street West Suite 700 Toronto, Ontario M5H 1P9
Zurich Insurance Company	Zurich Canada First Canadian Place 100 King Street West Suite 5500 P.O. Box 290 Toronto, Ontario M5X 1C9
Guardian Insurance Company of Canada	Intact Financial Corporation address 700 University Avenue 15 th Floor Toronto, Ontario M5G 0A1
The Continental Insurance Company of Canada	250 Yonge Street Suite 1500 Toronto, Ontario M5B 2L7
Cigna Insurance Company of Canada	ACE INA Insurance 25 York St, Toronto, ON M5J 2V5

Insurer	Address
Liberty Mutual Insurance Company, as represented in Canada by Liberty International Canada	181 Bay Street Suite 1000 Toronto, Ontario M5J 2T3
American Home Assurance Company, Chartis Insurance Company of Canada and AIG Commercial Insurance Company of Canada	AIG Toronto 145 Wellington Street West Toronto, Ontario M5J 1H8
Lloyd's of London	Toronto Office: Royal Bank Plaza South Tower 200 Bay Street Suite 2930, PO Box 51 Toronto, ON M5J 2J2 Montreal Office: Montreal 1155 Metcalfe Street, Suite 2220 Montreal, Quebec H3B 2V6

SCHEDULE "C"

IN THE MATTER OF THE WINDING-UP OF THE INSURANCE BUSINESS IN CANADA OF RELIANCE INSURANCE COMPANY- CANADIAN BRANCH ("Reliance Canada")

IMPORTANT NOTICE REGARDING A PROPOSED SETTLEMENT AND DISCHARGE OF ALL CLAIMS AND POTENTIAL CLAIMS IN CONNECTION WITH INSURANCE POLICIES ISSUED TO OR FOR THE BENEFIT OF IMPERIAL TOBACCO CANADA LIMITED ("ITCAN") AND ITS RELATED ENTITIES

On December 3, 2001, the Ontario Superior Court of Justice (the "**Court**") ordered the winding-up of Reliance Canada, under the provisions of the *Winding-up and Restructuring Act*. The Court appointed KPMG Inc. as liquidator (the "**Liquidator**").

This Notice is being given pursuant to the Order of the Court made July 15, 2015 (the "**Directions Order**"). The Liquidator hereby gives notice that it has brought a motion (the "**ITCAN Approval Motion**") returnable before the Court on November , 2015, or such other date as may be set by the Court. **The ITCAN Approval Motion and the relief sought therein may affect you and any claims or potential claims that you may have against Reliance Canada, or any of its related parties, arising by virtue of or in connection with policies of insurance issued by Reliance Canada (the "Reliance Policies") to or for the benefit of ITCAN.**

The ITCAN Approval Motion seeks an Order of the Court approving the full and final settlement and release agreement dated June 17, 2015 entered into by Reliance Canada and ITCAN, and other related relief. This relief includes a declaration that any and all claims or potential claims against Reliance Canada and its related parties, in connection with or arising by virtue of claims against ITCAN or entities related to ITCAN which may be insured by the Reliance Policies, will be deemed to be completely released and discharged. The foregoing

includes (but is not limited to) any claims in connection with the Reliance Policies pursuant to the direct action provisions of the *Code Civil du Québec* or any other statutory provisions granting rights of recovery against Reliance Canada.

This Notice and the summary herein of the ITCAN Approval Motion do not replace and are not a substitute for the materials filed in support of the ITCAN Approval Motion. You may obtain a copy of such materials, as well as a copy of the Directions Order, from the Liquidator's website at www.relianceinsurance.ca or from the undersigned.

Please note that the Directions Order provides that any person who intends to appear and make submissions at the hearing of the ITCAN Approval Motion ("Responding Party") shall serve a Notice of Appearance, in the form attached to the Directions Order, on counsel for the Liquidator, so as to be received by such counsel on or before September 16, 2015.

Further, the Directions Order provides that any Responding Party who will rely on responding materials at the hearing of the ITCAN Approval Motion shall, on or before October 13, 2015: (i) serve such responding materials on counsel for the Liquidator and on each Responding Party, and (ii) file such materials with the Court.

KPMG Inc.,
Liquidator, Reliance Insurance Company
Canadian Branch
Bay-Adelaide Centre
333 Bay Street, Suite 4600
Toronto, ON M5H 2S5

Janine M. Bradley, Senior Manager

SCHEDULE "D"

DANS L'AFFAIRE DE LA LIQUIDATION DES ACTIVITÉS D'ASSURANCE AU CANADA DE LA SUCCURSALE CANADIENNE DE LA RELIANCE INSURANCE COMPANY (« Reliance Canada »)

AVIS IMPORTANT CONCERNANT UNE PROPOSITION DE PAIEMENT LIBÉRATOIRE DE TOUTES LES RÉCLAMATIONS ACTUELLES ET POTENTIELLES EFFECTUÉES DANS LE CADRE DE POLICES D'ASSURANCE ÉMISES AU NOM OU AU BÉNÉFICE D'IMPERIAL TOBACCO CANADA LIMITÉE (« ITCAN ») ET DE SES PARTIES LIÉES

Le 3 décembre 2001, la Cour supérieure de justice de l'Ontario (la « **Cour** ») a ordonné la liquidation de Reliance Canada, en vertu de la *Loi sur les liquidations et les restructurations*. KPMG Inc. a été nommé liquidateur (le « **liquidateur** ») par la Cour.

Le présent avis est signifié en application d'une ordonnance de la Cour délivrée le 15 juillet 2015 (l'« **ordonnance d'instructions** »). Le liquidateur fait savoir par la présente qu'il a présenté une requête (la « **requête d'approbation ITCAN** ») rapportable devant la Cour le novembre 2015, ou à une autre date déterminée par la Cour. **La requête d'approbation ITCAN et les mesures réparatoires réclamées peuvent avoir des incidences pour vous et toute réclamation actuelle ou potentielle que vous pourriez présenter ou avoir présentée contre Reliance Canada, ou l'une ou l'autre de ses parties liées, en vertu ou en conséquence de polices d'assurance émises par Reliance Canada (les « polices Reliance ») au nom ou au bénéfice d'ITCAN.**

La requête d'approbation ITCAN vise à obtenir une ordonnance de la Cour autorisant l'accord de règlement libératoire intégral et définitif établi en date du 17 juin 2015 entre Reliance Canada et ITCAN, et d'autres mesures réparatoires connexes. Ces dernières comprennent une déclaration selon laquelle Reliance Canada et ses parties liées sont réputées être entièrement libérées et dégagées de toute responsabilité à l'égard de toute réclamation

actuelle ou potentielle en vertu ou en conséquence de réclamations faites à l'encontre d'ITCAN ou de ses parties liées qui seraient couvertes par les polices Reliance, y compris (sans s'y limiter) toute réclamation faite dans le cadre des polices Reliance, en application des dispositions du *Code civil du Québec* concernant le recours direct ou de toute autre disposition législative accordant des droits de recouvrement contre Reliance Canada.

Le présent avis et le sommaire de la requête d'approbation ITCAN qui y est présenté ne remplacent pas les documents déposés à l'appui de la requête d'approbation ITCAN et ne peuvent s'y substituer. Vous pouvez obtenir une copie desdits documents ou de l'ordonnance d'instructions sur le site du liquidateur, à l'adresse www.relianceinsurance.ca, ou auprès de la soussignée.

Veillez prendre note qu'en vertu de l'ordonnance d'instructions, toute personne ayant l'intention d'assister et de présenter des observations à l'audience de la requête d'approbation ITCAN (la « partie intimée ») doit, pour être entendue par le conseil du liquidateur, signifier à ce dernier un avis de comparution, au moyen du formulaire joint à l'ordonnance d'instructions, le ou avant le 16 septembre 2015.

L'ordonnance d'instructions prévoit en outre que toute partie intimée qui entend utiliser des documents à l'appui de son intervention lors de l'audience de la requête d'approbation ITCAN doit, le ou avant le 13 octobre 2015 : a) signifier les documents en question au conseil du liquidateur et à chacune des parties intimées, et b) déposer les documents en question auprès de la Cour.

KPMG Inc.,
Liquidateur de Reliance Insurance Company –
Succursale canadienne
Bay Adelaide Centre
333 Bay Street, Suite 4600
Toronto (Ontario) M5H 2S5

Janine M. Bradley, directrice principale

SCHEDULE "E"

Court File No. 01-CL-4313

**ONTARIO
SUPERIOR COURT OF JUSTICE
- COMMERCIAL LIST**

**IN THE MATTER OF
RELIANCE INSURANCE COMPANY**

**AND IN THE MATTER OF THE
INSURANCE COMPANIES ACT, S.C. 1991, C.47, AS AMENDED**

**AND IN THE MATTER OF THE
WINDING-UP AND RESTRUCTURING ACT, R.S.C. 1985, C.W-11, AS AMENDED**

BETWEEN:

THE ATTORNEY GENERAL OF CANADA

Applicant

- and -

RELIANCE INSURANCE COMPANY

Respondent

NOTICE OF APPEARANCE RE:

ITCAN APPROVAL MOTION

_____ [insert name of party] intends to appear and make submissions at the ITCAN Approval Motion (as defined in the Directions Order herein made July 15, 2015).

Service may be effected on this party at:

Contact person or Legal Counsel, if any

Firm or Company

Full address

E-mail

Fax No.

Telephone Number

DATED this _____ day of _____, 2015.

THE ATTORNEY GENERAL OF CANADA
Applicant

RELIANCE INSURANCE COMPANY
Respondent

Court File No: 01-CL-4313

ONTARIO
SUPERIOR COURT OF JUSTICE
- COMMERCIAL LIST

Proceeding commenced at TORONTO

DIRECTIONS ORDER

Goodmans LLP

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Graham D. Smith\LSUC #26377D

Gale Rubenstein\LSUC #17088E

Francy Kussner\LSUC #29943K

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grubenstein@goodmans.ca

fkussner@goodmans.ca

Lawyers for KPMG Inc.,
Liquidator of Reliance Canada