

**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**

**APPLICATION RECORD
(Appointing Receiver)
Returnable June 29, 2021**

June 18, 2021

BLAKE, CASSELS & GRAYDON LLP
Barristers and Solicitors
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Suite 4000, Commerce Court West
Toronto, Ontario M5L 1A9

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Lawyers for the Applicants

TO: SERVICE LIST

**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. (FORMERLY CARRIAGE
GATE GROUP 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**

SERVICE LIST
(as at June 18, 2021)

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<p>NORTON ROSE FULBRIGHT CANADA LLP 222 Bay Street, Suite 3000 P.O. Box 53 Toronto, Ontario M5K 1E7</p> <p>Evan Cobb Tel: 416-216-1929 Email: evan.cobb@nortonrosefulbright.com</p> <p><i>Independent Counsel for the Proposed Receiver</i></p>	<p>WEISZ FELL KOUR 200 Bay Street, Suite 2305 P.O. Box 120 Toronto, Ontario M5J 2J3</p> <p>Sharon A. Kour Tel: 416-613-8283 Email: skour@wfkaw.ca</p> <p><i>Lawyers for the Legal Owners</i></p>

Legal Owners:

<p>SOUTHMOUNT HEALTHCARE CENTRE INC. (formerly Carriage Gate Group Inc.) 421 Brant Street, Suite 201 Burlington, Ontario L7R 2G3</p> <p>Attention: Mark Gross Email: mark@grosscapital.ca</p>	<p>180 VINE INC. 200 Ronson Drive, Suite 201 Toronto, Ontario M9W 5Z9</p> <p>Attention: Mark Gross Email: mark@grosscapital.ca</p>
<p>2478658 ONTARIO LTD. 421 Brant Street, Suite 201 Burlington, Ontario L7R 2G3</p> <p>Attention: Mark Gross Email: mark@grosscapital.ca</p>	<p>2009 LONG LAKE HOLDINGS INC. 200 Ronson Drive, Suite 201 Toronto, Ontario M9W 5Z9</p> <p>Attention: Mark Gross Email: mark@grosscapital.ca</p>
<p>65 LARCH HOLDINGS INC. 200 Ronson Drive, Suite 201 Toronto, Ontario M9W 5Z9</p> <p>Attention: Mark Gross Email: mark@grosscapital.ca</p>	<p>100 COLBORNE HOLDINGS INC. 200 Ronson Drive, Suite 201 Toronto, Ontario M9W 5Z9</p> <p>Attention: Mark Gross Email: mark@grosscapital.ca</p>

<p>240 OLD PENETANGUISH HOLDINGS INC. 200 Ronson Drive, Suite 201 Toronto, Ontario M9W 5Z9 Attention: Mark Gross Email: mark@grosscapital.ca</p>	
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Beneficial Owners

<p>GROSS PROPERTIES INC. 200 Ronson Drive, Suite 101 Toronto, Ontario M9W 5Z9 Attention: Mark Gross Email: mark@grosscapital.ca</p>	<p>180 VINE PURCHASER INC. 200 Ronson Drive, Suite 201 Toronto, Ontario M9W 5Z9 Attention: Mark Gross Email: mark@grosscapital.ca</p>
<p>2413667 ONTARIO INC. 421 Brant Street, Suite 201 Burlington, Ontario L7R 2G3 Attention: Fausto Carnicelli Email: fausto@medicaone.ca</p>	

Ministries / Municipalities:

<p>CANADA REVENUE AGENCY c/o Department of Justice Ontario Regional Office The Exchange Tower, Box 36 Suite 3400, 130 King Street West Toronto, Ontario M5X 1K6 Diane Winters, General Counsel Tel: 416-973-3172 Fax: 416-973-0810 Email: diane.winters@justice.gc.ca Rakhee Bhandari Tel: 416-952-8563 Email: rakhee.bhandari@justice.gc.ca</p>	<p>MINISTRY OF FINANCE (ONTARIO) Insolvency Unit 33 King Street West, 6th Floor Oshawa, Ontario L1H 8H5 Email: insolvency.unit@ontario.ca</p>
<p>MINISTRY OF GOVERNMENT AND CONSUMER SERVICES 777 Bay Street, 5th Floor Toronto, Ontario M5B 2H7</p>	

<p>CITY OF HAMILTON 71 Main Street West Hamilton, Ontario L8P 4Y5 Attention: Legal Services Email: maria.orgera@hamilton.ca</p>	<p>THE CORPORATION OF THE CITY OF ST. CATHARINES 50 Church St. St. Catharines, Ontario L2R 7C2 Attention: Legal Department Email: legal@stcatharines.ca</p>
<p>THE CORPORATION OF THE CITY OF PETERBOROUGH City Hall 500 George Street North Peterborough, Ontario K9H 3R9 Attention: Legal Services Email: legal@peterborough.ca</p>	<p>CITY OF GREATER SUDBURY 200 Brady Street Sudbury, Ontario P3A 5P3 Attention: Legal Services Email: legalservices@greatersudbury.ca</p>
<p>CITY OF ORILLIA 50 Andrew Street South, Suite 300 Orillia, Ontario L3V 7T5 Attention: Amanpreet Sidhu / Corporate Services – Legal Email: asidhu@orillia.ca</p>	<p>CORPORATION OF THE TOWN OF MIDLAND 575 Dominion Avenue Midland, Ontario L4R 1R2 Attention: Clerks Department Email: clerks@midland.ca</p>

Parties with PPSA Registrations:

<p>CANNECT INTERNATIONAL MORTGAGE CORPORATION (formerly 1592106 Ontario Inc.) 83 Navy Wharf Court, Unit 1 Toronto, Ontario M5V 3S3 Email: hello@cannect.ca</p>	<p>ADD CAPITAL CORP. 500 Cochrane Drive, Unit 2 Markham, Ontario L3R 8E2 Attention: Rick Browne, President Tel: 905-940-2151 x224 Email: rbrowne@addcapital.ca</p>
<p>BLUE CHIP LEASING CORPORATION 156 Duncan Mill Road, Unit 16 Toronto, Ontario M3B 3N2</p>	<p>DE LAGE LANDEN FINANCIAL SERVICES CANADA INC. 3450 Superior Court, Unit 1 Oakville, Ontario L6L 0C4 Tel: 877-500-5355 Email: corporateca@dllgroup.com</p>

Parties with Encumbrances Registered on Title:

<p>GROSS CAPITAL INC. 200 Ronson Drive, Suite 201 Toronto, Ontario M5W 5Z9</p> <p>Attention: Mark Gross Email: mark@grosscapital.ca</p>	<p>CANNECT INTERNATIONAL MORTGAGE CORPORATION (formerly 1592106 Ontario Inc.) 83 Navy Wharf Court, Unit 1 Toronto, Ontario M5V 3S3</p> <p>Email: hello@cannect.ca</p> <p>With a copy to:</p> <p>FOGLER, RUBINOFF LLP 77 King Street West, Suite 3000 PO Box 95 TD Centre Toronto, Ontario M5K 1G8</p> <p>Attention: Ian N. Kady Email: ikady@foglers.com</p>
<p>1012689 ONTARIO LIMITED 45 Lower Jarvis Street Toronto, Ontario M5E 1R8</p> <p>With a copy to:</p> <p>LITOWITZ PETTLE & SILVER LLP 100 Mural Street, Suite 200 Richmond Hill, Ontario L4B 1J3 Attention: Howard Litowitz Tel: 905-731-4999, x201 Email: litowitz@litowitz.com</p>	<p>ADD CAPITAL CORP. 500 Cochrane Drive, Unit 2 Markham, Ontario L3R 8E2</p> <p>Attention: Rick Browne, President Tel: 905-940-2151 x224 Email: rbrowne@addcapital.ca</p> <p>With a copy to:</p> <p>BLANEY McMURTRY LLP 2 Queen Street East, Suite 1500 Toronto, Ontario M5C 3G5 Attention: Ana Santos, Law Clerk Email: asantos@blaney.com</p> <p>Tel: 416-595-1221 Fax: 416-593-5437</p>
<p>BLUE CHIP LEASING CORPORATION 156 Duncan Mill Road, Unit 16 Toronto, Ontario M3B 3N2</p> <p>Attention: Danny Hughes, Director of Operations</p>	<p>DE LAGE LANDEN FINANCIAL SERVICES CANADA INC. 3450 Superior Court, Unit 1 Oakville, Ontario L6L 0C4</p> <p>Tel: 877-500-5355 Email: corporateca@dllgroup.com</p>

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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

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APPLICATION RECORD

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TAB 1

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

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

BETWEEN:



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
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NOTICE OF APPLICATION

TO THE RESPONDENT(S)

A LEGAL PROCEEDING HAS BEEN COMMENCED by the applicants. The claim made by the applicants appears on the following page.

THIS APPLICATION will come on for a hearing before a Judge presiding over the Commercial List:

- In person;
- By telephone conference;
- By video conference.

on **Tuesday, June 29, 2021, at 11:00 a.m.**, or as soon after that time as the application can be heard, at the following location:

- 2 -

Join Zoom Meeting

<https://us02web.zoom.us/j/88379394294?pwd=SVVrYkVUbGthcXZ3cHVlbnJJoVVZGQT09>

Please refer to the video conference details attached at Schedule “A” hereto in order to attend the application, and advise if you plan to attend the application by emailing Jules Monteyne at jules.monteyne@blakes.com.

IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of any step in the application or to be served with any documents in the application you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the *Rules of Civil Procedure*, serve it on the applicant’s lawyer or, where the applicant does not have a lawyer, serve it on applicant, and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS-EXAMINE WITNESSES ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the applicant’s lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but at least four days before the hearing.

IF YOU FAIL TO APPEAR AT THE HEARING, JUDGMENT MAY BE GIVEN IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO OPPOSE THIS APPLICATION BUT ARE UNABLE TO PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.

Date June 18, 2021

Issued by

**Christina
Irwin**

Digitally signed by Christina Irwin
DN: cn=Christina Irwin, o=Superior Court
of Justice, ou=Client Services
Representative/Registrar,
email=christina.irwin@ontario.ca, c=CA
Date: 2021.06.18 11:59:50 -04'00'

Local Registrar

Address of court office: 330 University Avenue, 9th floor
Toronto ON M5G 1R7

**TO: SOUTHMOUNT HEALTHCARE CENTRE INC.
(formerly Carriage Gate Group Inc.)**

421 Brant Street, Suite 201
Burlington, Ontario L7R 2G3

AND TO: 180 VINE INC.
200 Ronson Drive, Suite 201
Toronto, Ontario M9W 5Z9

- 3 -

- AND TO: 2478658 ONTARIO LTD.**
421 Brant Street, Suite 201
Burlington, Ontario L7R 2G3
- AND TO: 2009 LONG LAKE HOLDINGS INC.**
200 Ronson Drive, Suite 201
Toronto, Ontario M9W 5Z9
- AND TO: 65 LARCH HOLDINGS INC.**
200 Ronson Drive, Suite 201
Toronto, Ontario M9W 5Z9
- AND TO: 100 COLBORNE HOLDINGS INC.**
200 Ronson Drive, Suite 201
Toronto, Ontario M9W 5Z9
- AND TO: 240 OLD PENETANGUISH HOLDINGS INC.**
200 Ronson Drive, Suite 201
Toronto, Ontario M9W 5Z9
- AND TO: GROSS PROPERTIES INC.**
200 Ronson Drive, Suite 101
Toronto, Ontario M9W 5Z9
- AND TO: 180 VINE PURCHASER INC.**
200 Ronson Drive, Suite 201
Toronto, Ontario M9W 5Z9
- AND TO: 2413667 ONTARIO INC.**
c/o Fausto Carnicelli
421 Brant Street, Suite 201
Burlington, Ontario L7R 2G3
- AND TO: WEISZ FELL KOUR LLP**
200 Bay Street, Suite 2305
P.O. Box 120
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Sharon A. Kour
Tel: 416-613-8283
Email: skour@wfkllaw.ca
Lawyers for the Legal Owners
- AND TO: THE SERVICE LIST**

Schedule “A”

Conference Details to join Application via Zoom

Join Zoom Meeting

<https://us02web.zoom.us/j/88379394294?pwd=SVVrYkVUbGthcXZ3cHVlNjJoVVZGQT09>

Meeting ID: 883 7939 4294

Passcode: 655970

One tap mobile

+14388097799,,88379394294#,,,,*655970# Canada

+15873281099,,88379394294#,,,,*655970# Canada

Dial by your location

+1 438 809 7799 Canada

+1 587 328 1099 Canada

+1 613 209 3054 Canada

+1 647 374 4685 Canada

+1 647 558 0588 Canada

+1 778 907 2071 Canada

+1 346 248 7799 US (Houston)

+1 470 250 9358 US (Atlanta)

+1 470 381 2552 US (Atlanta)

+1 602 753 0140 US (Phoenix)

+1 646 518 9805 US (New York)

+1 651 372 8299 US (Minnesota)

+1 669 219 2599 US (San Jose)

+1 669 900 6833 US (San Jose)

+1 720 928 9299 US (Denver)

+1 786 635 1003 US (Miami)

+1 929 205 6099 US (New York)

+1 971 247 1195 US (Portland)

+1 206 337 9723 US (Seattle)

+1 213 338 8477 US (Los Angeles)

+1 253 215 8782 US (Tacoma)

+1 267 831 0333 US (Philadelphia)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

Meeting ID: 883 7939 4294

Passcode: 655970

Find your local number: <https://us02web.zoom.us/j/88379394294?pwd=SVVrYkVUbGthcXZ3cHVlNjJoVVZGQT09>

Join by SIP

88379394294@zoomcrc.com

Join by H.323

162.255.37.11 (US West)

162.255.36.11 (US East)

213.19.144.110 (Amsterdam Netherlands)

213.244.140.110 (Germany)

69.174.57.160 (Canada Toronto)

65.39.152.160 (Canada Vancouver)

Meeting ID: 883 7939 4294

Passcode: 655970

APPLICATION

1. The applicants, American General Life Insurance Company (“**AIG**”), Lexington Insurance Company (“**LIC**”), and The Variable Annuity Life Insurance Company (“**VALIC**”, and together with AIG and LIC, the “**Applicants**”), make this application for an Order, substantially in the form located at Tab 3 of the Applicant’s Application Record (the “**Appointment Order**”), *inter alia*:

- (a) abridging the time for and validating the service of the Notice of Application and the Application Record, and dispensing with further service thereof;
- (b) appointing KPMG Inc. (“**KPMG**”) as receiver and manager (in such capacities, the “**Receiver**”), without security, of:
 - i. all of the assets, undertakings and properties, including, without limitation, the properties with legal descriptions set out in Schedule “A” of the Appointment Order (the “**Properties**”) of Southmount Healthcare Centre Inc. (formerly Carriage Gate Group Inc.) (“**Southmount Co.**”), 180 Vine Inc. (“**Vine Co.**”), 2478658 Ontario Ltd. (“**247 Ontario Co.**”), 2009 Long Lake Holdings Inc. (“**Long Lake Co.**”), 65 Larch Holdings Inc. (“**Larch Co.**”), 100 Colborne Holdings Inc. (“**Colborne Co.**”), and 240 Old Penetanguish Holdings Inc. (“**Old Pen Co.**” and collectively, the “**Legal Owners**”) acquired for, or used in relation to the Legal Owners’ business, including any interest held by Vine Co. to which Her Majesty the Queen In Right of Ontario may have rights (collectively, the “**Legal Owners’ Property**”); and

- ii. 180 Vine Purchaser Inc. (“**Vine Purchaser Co.**”), Gross Properties Inc. (“**Gross Properties**”) and 2413667 Ontario Inc. (“**241 Ontario Co.**” and together with Vine Purchaser Co. and Gross Properties, the “**Beneficial Owners**”, and together with the Legal Owners, the “**Debtors**”), but solely in respect of all of the Beneficial Owners’ right, title and interest in and to the Legal Owners’ Property, including the Properties and all proceeds thereof, whether held directly or indirectly by the Beneficial Owners for themselves or others (the “**Beneficial Owners’ Property**” and together with the Legal Owners’ Property, the “**Property**”), pursuant to Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended, and Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”);
- (c) granting a stay of proceedings in respect of the Legal Owners and the Property;
- (d) granting charges over the Property, on the terms set out in the proposed Appointment Order: (i) in favour of the Receiver and counsel to the Receiver (including independent counsel) to secure their fees and disbursements in respect of these proceedings, and (ii) for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by the Appointment Order; and
- (e) such further and other relief as counsel may request and this Honourable Court may permit.

THE GROUNDS FOR THIS APPLICATION ARE:**Background**

1. On January 25, 2016, the Applicants advanced a loan (the “**Loan**”) to the Legal Owners in the principal amount of \$70,000,000 to: (i) fund the acquisition of four medical office buildings and one parking lot (which comprise the Properties) by certain of the Legal Owners, and (ii) refinance three medical office buildings (which also comprise the Properties) that were at that time already owned by certain of the Legal Owners;
2. As at May 31, 2021, the total amount of principal and interest outstanding under the Loan is \$68,117,449.38, comprised of outstanding principal in the amount of \$64,139,913.96 and accrued and outstanding interest in the amount of \$3,977,535.42 (together with all costs, fees, expenses, additional interest and other amounts payable pursuant to the Loan and Security Documents, the “**Indebtedness**”);
3. The Loan is secured by Loan and Security Documents which include Mortgages, General Security Agreements and General Assignments of Rents (all as defined and described in greater detail below);
4. The Legal Owners have failed to make a single regularly scheduled monthly payment of principal and interest under the Loan (each, a “**Scheduled Loan Payment**”) since December 2019, well before the widespread effect of the COVID-19 pandemic in Ontario;
5. On May 7, 2020, the Applicants issued: (i) demand letters to the Debtors, which noted certain Events of Default (as defined in the Loan and Security Documents) and accelerated the Indebtedness, and (ii) notices to the Debtors under section 244 of the BIA (collectively, the

“**Section 244 Notices**”). At that time, the Applicants did not immediately seek to enforce the security granted to them under the Loan and Security Documents (the “**Security**”) and instead agreed to forbear from enforcing their Security for a period of time (the “**Forbearance Period**”) in order to provide the Legal Owners with an opportunity to pursue an out-of-court refinancing and/or a sale of the Properties which would permit them to repay the Indebtedness;

6. The Forbearance Period has been extended a number of times and most recently, it was extended one final time to 5:00 p.m. on June 17, 2021;

7. The final Forbearance Period has expired without the Legal Owners having received a binding commitment in respect of a refinancing or sale;

8. The notice period in the Section 244 Notices have lapsed and each of the Legal Owners and Gross Properties have consented to the appointment of the Receiver;

Business, Debtors & Properties

9. The business of the Legal Owners is to own and manage the Properties and collect rents from tenants thereof;

10. With the exception of Southmount Co. (which holds both legal and beneficial title) and Vine Co. (which is presently dissolved), each Legal Owner holds legal title to its respective Property as a bare nominee for the applicable Beneficial Owner(s);

11. The Properties are seven medical office buildings and one parking lot located throughout Ontario.

12. Below is a chart summarizing each Property and the Legal Owner and Beneficial Owner(s) thereof:

Property	Legal Owner	Beneficial Owner(s) & Ownership Interest
Southmount Health Care Centre 35 Upper Centennial Parkway, Hamilton, Ontario	Southmount Co.	Southmount Co. (100%)
Huronia Medical Centre 240 Old Penetanguishene Road North, Midland, Ontario	Old Pen Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Orillia Professional Centre 100 Colborne Street West, Orillia, Ontario	Colborne Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Orillia Professional Centre Parking Lot 77 Wyandotte Street, Orillia, Ontario	Colborne Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Alexander Medical Centre 849 Alexander Court, Peterborough, Ontario	247 Ontario Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Sudbury Medical Centre 65 Larch Street, Sudbury, Ontario	Larch Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Four Corners Medical Arts Centre 2009 Long Lake Road, Sudbury, Ontario	Long Lake Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Niagara Health Centre 180 Vine Street South, St. Catharines, Ontario	Vine Purchaser Co. <i>(previously Vine Co. which is presently dissolved)</i>	Vine Purchaser Co. (50%) 241 Ontario Co. (50%)

Loan and Security Documents

13. The Loan is evidenced by three promissory notes dated as of January 25, 2016. (collectively, the “**Promissory Notes**”);

14. Pursuant to a direction to nominee and acknowledgment dated as of January 25, 2016 (collectively, the “**Nominee Acknowledgments**”), each Beneficial Owner has, among other things: (i) agreed to be bound by the Loan and Security Documents and obligations thereunder,

and (ii) postponed and subordinated all debts and liabilities of the applicable Legal Owner to it in favour of the Indebtedness owing to the Applicants;

15. To secure the Indebtedness, each of the Legal Owners has granted each of the Applicants with, among other things: (i) a charge in respect of the Property legally owned by it pursuant to a mortgage dated as of January 25, 2016 (the “**Mortgages**”), (ii) a security interest over all of its present and after acquired property, pursuant to a general security agreement dated as of January 25, 2016 (collectively, the “**GSAs**”), and (iii) an assignment of all leases and rents, pursuant to a general assignment of leases and rents dated as of January 25, 2016 (collectively, the “**General Assignments of Rents**” and together with the GSAs, Mortgages, Nominee Acknowledgments, Promissory Notes and other loan and security documents entered into with the Debtors in connection with the Loan, the “**Loan and Security Documents**”);

16. To further secure the Indebtedness, each of the Beneficial Owners has, pursuant to its respective Nominee Acknowledgment, granted to each of the Applicants, a security interest in and to all of its right, title and interest in and to the Legal Owners’ Property, including the Properties and all proceeds thereof;

Continuing Defaults

17. At this time, the Indebtedness remains unpaid and many Events of Default have occurred and are continuing, including, without limitation Events of Default as a result of:

- (a) the Legal Owners’ failure to pay when due, a single Scheduled Loan Payment since December 2019 (a period of seventeen months);

- (b) the registration of certain mortgage charges and other security interests against the Properties by third parties, without the consent of the Lenders;
- (c) the registration of certain security interests against the Legal Owners by third parties, without the consent of the Lenders;
- (d) the failure of the Legal Owners to comply with their harmonized sales tax and municipal real property tax obligations; and
- (e) the failure of the Legal Owners to comply with numerous covenants provided for in forbearance agreements entered into with the Applicants since May 7, 2020;

Scope of the Receivership

18. The scope of the Receiver's appointment pursuant to the proposed Appointment Order extends to: (i) all of the Legal Owners' Property, and (ii) the Beneficial Owners, but solely in respect of all of their right, title and interest in and to the Legal Owners' Property, including the Properties and all proceeds thereof, whether held directly or indirectly by the Beneficial Owners for themselves or for others;

The Proposed Receiver and Funding of the Receivership

19. KPMG is a licensed trustee, as defined in the BIA, with extensive experience in Canadian insolvency proceedings, including receiverships;

20. Given the limited cash resources and limited positive cashflow of the Legal Owners, it is expected that the Receiver (if appointed) will require additional funding. It is contemplated that the Receiver (if appointed) will be empowered to borrow funds from the Applicants in accordance

with a budget set out in a term sheet for the purposes of, among other things, funding operations and the professional costs and disbursements of the receivership for a period of time sufficient to permit the Receiver to devise, seek Court approval of and implement a robust sale process for the Properties which thoroughly canvasses the market;

21. The appointment of KPMG as Receiver is just and convenient in the circumstances;

Additional Grounds

22. The grounds as more particularly set out in the Affidavit of Jacob Baron, sworn June 18, 2021 (the “**Baron Affidavit**”);

23. Section 243 of the BIA;

24. Section 101 of the CJA;

25. Rules 1.04, 2.03, 3.02, 16, 38 and 39 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg 194, as amended; and

26. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the application:

1. The Baron Affidavit, and the exhibits thereto; and

2. Such further and other materials as counsel may advise and this Honourable Court may permit.

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June 18, 2021

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Lawyers for the Applicants

Court File No.:

AMERICAN GENERAL LIFE INSURANCE COMPANY, *et al.*
Applicants

- and - SOUTHMOUNT HEALTHCARE CENTRE INC., *et al.*
Respondents

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

Proceeding Commenced at Toronto

NOTICE OF APPLICATION

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Lawyers for the Applicants

TAB 2

Court File No.

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

AFFIDAVIT OF JACOB BARON
 (Sworn June 18, 2021)

I, Jacob Baron, of the City of New York, in the State of New York, United States of America, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am a Vice-President of American General Life Insurance Company (“**AIG**”). As such, I have knowledge of the matters deposed to in this affidavit. Where this affidavit is not based on my direct personal knowledge, it is based on information and belief and I verily believe such information to be true.

2. This affidavit is sworn in support of an application by AIG, Lexington Insurance Company (“**LIC**”) and The Variable Annuity Life Insurance Company (“**VALIC**”, and together with LIC and AIG, the “**Applicants**”) for an order (the “**Appointment Order**”) appointing KPMG Inc. (“**KPMG**”) as receiver and manager (in such capacities, the “**Receiver**”) without security, of: (i) all of the assets, undertakings and properties, including, without limitation, the properties with legal descriptions set out in **Exhibit “A”** hereto (the “**Properties**”) of Southmount Healthcare Centre Inc. (formerly Carriage Gate Group Inc.) (“**Southmount Co.**”), 180 Vine Inc. (“**Vine Co.**”), 2478658 Ontario Ltd. (“**247 Ontario Co.**”), 2009 Long Lake Holdings Inc. (“**Long Lake Co.**”), 65 Larch Holdings Inc. (“**Larch Co.**”), 100 Colborne Holdings Inc. (“**Colborne Co.**”), and 240 Old Penetanguish Holdings Inc. (“**Old Pen Co.**” and collectively, the “**Legal Owners**”) acquired for, or used in relation to the Legal Owners’ business, including any interest held by Vine Co. to which Her Majesty the Queen In Right of Ontario (the “**Crown**”) may have rights (collectively, the “**Legal Owners’ Property**”), and (ii) 180 Vine Purchaser Inc. (“**Vine Purchaser Co.**”), Gross Properties Inc. (“**Gross Properties**”) and 2413667 Ontario Inc. (“**241 Ontario Co.**” and together with Vine Purchaser Co. and Gross Properties, the “**Beneficial Owners**”, and together with the Legal Owners, the “**Debtors**”), but solely in respect of all of the Beneficial Owners’ right, title and interest in and to the Legal Owners’ Property, including the Properties and all proceeds thereof, whether held directly or indirectly by the Beneficial Owners for themselves or for others, pursuant to Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended, and Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”).

Overview

3. The Applicants are related entities and part of the American International Group of companies. Collectively, the Applicants are the senior secured creditors of the Debtors. As a result of numerous events of default (including payment defaults) under the Loan and Security Documents (as defined below) (each an “**Event of Default**” and collectively, the “**Events of Default**”) which have been continuing since January 2020, the Applicants are seeking the appointment of the Receiver pursuant to the proposed Appointment Order.

4. On January 25, 2016, the Applicants advanced a loan (the “**Loan**”) to the Legal Owners in the principal amount of \$70,000,000 to (i) fund the acquisition of four medical office

buildings and one parking lot (which comprise the Properties) by certain of the Legal Owners, and (ii) refinance three medical office buildings (which comprise the Properties) then owned by certain of the Legal Owners.

5. The Loan is secured by, the Loan and Security Documents, including mortgages, general security agreements and general assignment of rents (all as described in greater detail below).

6. As at May 31, 2021, the total amount of principal and interest outstanding under the Loan is \$68,117,449.38, comprised of outstanding principal in the amount of \$64,139,913.96 and accrued and outstanding interest in the amount of \$3,977,535.42 (together with all costs, fees, expenses, additional interest and other amounts payable pursuant to the Loan and Security Documents, the “**Indebtedness**”).

7. The Legal Owners have failed to make a single regularly scheduled monthly payment of principal and interest under the Loan (each, a “**Scheduled Loan Payment**”) since December 2019, well before the widespread effect of the COVID-19 pandemic in Ontario.

8. As described in greater detail below, in February 2020, the Applicants noted the Legal Owners in default under the Loan and Security Documents and (through their counsel) engaged KPMG as their financial advisor to review the Legal Owners’ financial affairs and operations and obtain information regarding the Properties and any rent deferral arrangements with the tenants thereof.

9. As further described in greater detail below, on May 7, 2020, the Applicants issued (i) Demand Letters (as defined below) to the Debtors, noting certain Events of Default and accelerating the Indebtedness, and (ii) Section 244 Notices (as defined below) to the Debtors. However, the Applicants did not, at that time, seek to enforce the security granted to them under the Loan and Security Documents (the “**Security**”) and instead agreed to forbear from enforcing their Security in order to provide the Legal Owners with an opportunity to pursue a refinancing and/or a sale of the Properties and repay the Indebtedness.

10. The notice period in the Section 244 Notices have lapsed and each of the Legal Owners and Gross Properties have consented to the appointment of the Receiver.

11. Since May 7, 2020, (i) a number of additional Events of Default have occurred and are continuing, and (ii) efforts to refinance the Indebtedness or sell the Properties have been unsuccessful.

12. The Applicants have lost confidence in the management of the Legal Owners and their ability to produce a transaction in a reasonable timeframe which would result in the repayment of the Indebtedness and are no longer prepared to forbear the exercise of their rights and remedies.

13. AIG and an affiliated entity have also advanced another loan to a borrower that is affiliated with the Legal Owners (the “**Other Loan**”), which Other Loan is also in default. An application to appoint a receiver is expected to be brought in respect of the Other Loan in due course.

The Properties

14. As described above, the Properties are seven medical office buildings and a parking lot located throughout Ontario and legal descriptions of each of the Properties are set out in Exhibit “A” hereto. Real property search results against the legal description of each of the Properties are attached as **Exhibit “B”** hereto (collectively, the “**PIN Search Results**”).

15. A chart summarizing each Property follows.

Description of Property	Municipal Address
<i>Southmount Health Care Centre</i>	35 Upper Centennial Parkway, Hamilton, Ontario (“ Upper Centennial Property ”)
<i>Huron Medical Centre</i>	240 Old Penetanguishene Road North, Midland, Ontario (“ Old Pen Property ”)
<i>Orillia Professional Centre</i>	100 Colborne Street West, Orillia, Ontario (“ Colborne Property ”)
<i>Orillia Professional Centre Parking Lot</i>	77 Wyandotte Street, Orillia, Ontario (“ Wyandotte Property ”)

<i>Alexander Medical Centre</i>	849 Alexander Court, Peterborough, Ontario (“ Alexander Court Property ”)
<i>Sudbury Medical Centre</i>	65 Larch Street, Sudbury, Ontario (“ Larch Property ”)
<i>Four Corners Medical Arts Centre</i>	2009 Long Lake Road, Sudbury, Ontario (“ Long Lake Property ”)
<i>Niagara Health Centre</i>	180 Vine Street South, St. Catharines, Ontario (“ Vine Property ”)

The Applicants

16. Each of the Applicants are related Delaware companies and part of the American International Group of companies. They are in the business of, among other things, making commercial real estate loans.

17. AIG is the investment advisor for LIC and VALIC and the Applicants are parties to a co-lending agreement dated as of January 25, 2016 pursuant to which AIG is designated as lead lender in connection with the Loan and granted the authority to act for the other Applicants.

The Debtors

18. With the exception of Southmount Co. (which as described below holds both legal and beneficial title) and Vine Co. (which as described below is presently dissolved), each Legal Owner holds legal title to its respective Property as a bare nominee for the applicable Beneficial Owners, pursuant to a nominee agreement executed by them at the time that the Loan was advanced (collectively, the “**Nominee Agreements**”). Copies of each of the Nominee Agreements are attached as **Exhibit “C”** hereto.

19. Below is a chart summarizing the legal and beneficial ownership interests in each of the Properties, as disclosed by the Debtors to the Applicants.

Property & Description	Legal Owner	Beneficial Owner(s) & Ownership Interest
Upper Centennial Property <i>(Southmount Health Care Centre)</i>	Southmount Co.	Southmount Co. (100%)
Old Pen Property <i>(Huronian Medical Centre)</i>	Old Pen Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Colborne Property <i>(Orillia Professional Centre)</i>	Colborne Co.	Gross Properties (80%) 241 Ontario Co. (20%)

Wyandotte Property (Orillia Professional Centre Parking Lot)	Colborne Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Alexander Court Property (Alexander Medical Centre)	247 Ontario Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Larch Property (Sudbury Medical Centre)	Larch Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Long Lake Property (Four Corners Medical Arts Centre)	Long Lake Co.	Gross Properties (80%) 241 Ontario Co. (20%)
Vine Property (Niagara Health Centre)	Vine Purchaser Co. (previously Vine Co. which is presently dissolved)	Vine Purchaser Co. (50%) 241 Ontario Co. (50%)

Legal Owners

20. Southmount Co. is an Ontario corporation with its registered head office at 421 Brant Street, Burlington, Ontario. Southmount Co. is both the legal and beneficial owner of the Upper Centennial Property. A copy of the corporate profile report for Southmount Co. is attached as **Exhibit “D”** hereto.

21. Vine Co. is an Ontario Corporation with its registered head office at 201-200 Ronson Drive in Toronto, Ontario. At the time that the Loan was advanced, (i) Vine Co. held legal title to the Vine Property, and (ii) Vine Purchaser Co. and 241 Ontario Co. were the beneficial owners of the Vine Property. Corporate profile reports for Vine Co. and Vine Purchaser Co. are attached as **Exhibit “E”** hereto.

22. On or about February 2020, the Applicants became aware that Vine Co. had been administratively dissolved.

23. I am advised by counsel that by operation of law, upon dissolution of Vine Co., legal title to the Vine Property escheated to the Crown, subject to the Security, including the applicable Mortgage (as defined below) in favour of the Applicants.

24. On August 13, 2020, the Crown, as represented by The Minister of Government and Consumer Services, transferred legal title to the Vine Property to Vine Purchaser Co. A copy

of the transfer instrument registered on title is attached hereto as **Exhibit “F”** and such transfer is reflected in the PIN Search Result for this Property.

25. 247 Ontario Co. is an Ontario corporation, with its registered head office at 421 Brant Street in Burlington, Ontario. Attached hereto as **Exhibit “G”** is a copy of 247 Ontario Co.’s Corporate Profile Report. 247 Ontario Co. is the legal title holder of Alexander Court Property.

26. Long Lake Co. is an Ontario corporation with its registered head office at 201-200 Ronson Drive in Toronto, Ontario. Attached hereto as **Exhibit “H”** is a copy of Long Lake Co.’s Corporate Profile Report. Long Lake Co. is the legal title holder of the Long Lake Property.

27. Larch Co. is an Ontario corporation with its registered head office at 201-200 Ronson Drive in Toronto, Ontario. Attached hereto as **Exhibit “I”** is a copy of Larch Co.’s Corporate Profile Report. Larch Co. is the legal title holder of the Larch Property.

28. Colborne Co. is an Ontario corporation with its registered head office at 201-200 Ronson Drive in Toronto, Ontario. Attached hereto as **Exhibit “J”** is a copy of Colborne Co.’s Corporate Profile Report. Colborne Co. is the legal title holder of the Colborne Property and the Wyandotte Property.

29. Old Pen Co. is an Ontario corporation with its registered head office at 201-200 Ronson Drive in Toronto, Ontario. Attached hereto as **Exhibit “K”** is a copy of Old Pen Co.’s Corporate Profile Report. Old Pen Co. is the legal title holder of the Old Pen Property.

Beneficial Owners

30. In addition to Vine Purchaser Co. and Southmount Co., Gross Properties and 241 Ontario Co. are beneficial owners of certain of the Properties (set out in the chart at paragraph 19 above). Gross Properties is an Ontario corporation with its registered head office at 201-200 Ronson Drive in Toronto, Ontario. 241 Ontario Co. is an Ontario corporation with its registered head office at 421 Brant Street in Burlington, Ontario. Copies of the Corporate Profile Report for Gross Properties and 241 Ontario Co. are attached hereto as **Exhibit “L”** and **“M”**, respectively.

31. At the time that the Loan was advanced, each of the Debtors (with the exception of Southmount Co. which was both the legal and sole beneficial owner of the Upper Centennial Property) acknowledged, confirmed and agreed pursuant to the Nominee Acknowledgments (as defined below) that, among other things, (i) the only beneficial owners of the Properties were the applicable Beneficial Owners, and (ii) they would be bound by the Loan and Security Documents and the obligations in favour of the Applicants thereunder.

32. Since May 2020 and as recently as June 4, 2021, the Legal Owners have, on numerous occasions, acknowledged and confirmed that the only beneficial owners of the Properties are the Beneficial Owners and Southmount Co.

33. The Legal Owners have provided KPMG with (i) unaudited financial statements as at December 31, 2020 in respect of each of the Properties (with the exception of the Upper Centennial Property and Alexander Court Property), and (ii) unaudited balance sheets as at December 31, 2020 in respect of the Upper Centennial Property and Alexander Court Property (collectively, the “**December 2020 FS & Balance Sheets**”), which indicate (i) “Gross Capital in Trust” or “Gross Capital Inc.” as a “co-tenant” with a majority “equity interest”, and (ii) a number of entities or individuals also holding nominal “co-tenant equity” interests. Gross Capital Inc. (“**Gross Capital**”) is the sole shareholder and corporate parent of Gross Properties. Copies of the December 2020 FS & Balance Sheets (which have been redacted for certain personal information) are attached hereto as **Exhibit “N”**.

34. I understand that if appointed as Receiver, KPMG intends to investigate the nature of such “equity” interests and consider what steps, if any, should be taken in respect thereof.

Business Operations

35. Each of the Legal Owners are direct or indirect subsidiaries of Gross Capital.

36. The business of the Legal Owners is to own and manage the Properties and collect rents from tenants thereof. With the exception of Southmount Co, each Legal Owner has entered into a property management agreement dated as of January 21, 2016 with Gross Capital, pursuant

to which Gross Capital has been engaged as an independent contractor to manage the applicable Properties.

37. I understand from KPMG that prior to May 2020, the Upper Centennial Property and the Alexander Court Property were managed by Integrated Medical Office Services Inc. (“**Integrated Medical**”) and that there are very limited documents or financial information available in respect of such Properties.

38. I further understand from KPMG that, (i) Gross Capital has historically engaged Prime Real Estate Group Inc. (“**Prime**”) to manage and maintain the Vine Property, Long Lake Property, Larch Property, Colborne Property, Wyandotte Property and Old Pen Property, and (ii) since May of 2020, Integrated Medical has been replaced with Prime as the property manager of the Upper Centennial Property and the Alexander Court Property.

Employees

39. I understand from KPMG that Gross Capital has historically provided back office and management support functions for the Legal Owners and that the Legal Owners do not appear to have any employees themselves.

Loan and Security Documents

40. Although a single Loan in the principal amount of \$70,000,000 was advanced by the Applicants, each of the Applicants hold an undivided interest therein, with AIG holding a 44% undivided interest, LIC holding a 33% undivided interest and VALIC holding a 23% undivided interest.

41. At the time that the Loan was advanced, the Legal Owners and the Applicants entered into an earnout reserve agreement dated as of January 25, 2016 (the “**Reserve Agreement**”), pursuant to which the Legal Owners were required to pay over to the Applicants (or their agent as designated by them) an amount equal to \$5,500,000 from the Loan proceeds (the “**Reserve**”), and would continue to be liable to the Applicants in the principal amount of \$70,000,000. A copy of the Reserve Agreement is attached hereto as **Exhibit “O”**.

42. Pursuant to the Reserve Agreement, the Legal Owners could earnout the Reserve (or portions thereof), provided that certain conditions were satisfied in accordance with the timelines provided for therein (the “**Earnout Conditions**”).

43. As at May 2020, all of the Earnout Conditions were not satisfied within the timelines provided for therein and the Legal Owners had (i) only earned and received a portion of the Reserve, and (ii) lost the right to earn the balance of the Reserve.

44. Pursuant to the terms of the Reserve Agreement, upon the occurrence of an Event of Default under the Loan and Security Documents, the Applicants are entitled to apply the Reserve (or any remaining portion thereof) against any and all amounts due under the Loan and Security Documents, in their sole and absolute discretion. To date, certain amounts from the Reserve have been applied by the Applicants towards: (i) payment of certain accrued and outstanding professional costs and expenses incurred by the Applicants in connection with the Loan, and (ii) payment of certain accrued and outstanding municipal real property taxes relating to the Properties which the Legal Owners failed to pay when due.

45. As at the date hereof, the remaining balance of the Reserve is approximately \$1,360,000. The Applicants intend to fund certain advances to the Receiver pursuant to the Receiver Term Sheet (as defined below) from the remaining balance of the Reserve.

46. The Loan is evidenced by three promissory notes dated as of January 25, 2016 (collectively, the “**Promissory Notes**”). Each Promissory Note is made by the Legal Owners in favour of each Applicant. Attached hereto as **Exhibits “P”** are copies of the Promissory Notes.

47. Pursuant to a direction to nominee and acknowledgment dated as of January 25, 2016 (collectively, the “**Nominee Acknowledgments**”), each Beneficial Owner has, among other things, (i) agreed to be bound by the Loan and Security Documents and obligations thereunder, and (ii) postponed and subordinated all debts and liabilities of the applicable Legal Owner to it in favour of the Indebtedness owing to the Applicants. Attached hereto as **Exhibit “Q”** are copies of the Nominee Acknowledgments.

48. Certain principals of the Legal Owners have also guaranteed the Indebtedness (collectively, the “**Guarantors**”), pursuant to a guarantee agreement dated as of January 25, 2016 (the “**Guarantee**”), subject to certain limitations and conditions contained therein.

49. To secure the Indebtedness, each of the Legal Owners has granted each of the Applicants with, among other things: (i) a charge in respect of the Property legally owned by it pursuant to a mortgage dated as of January 25, 2016 (each, a “**Mortgage**” and collectively, the “**Mortgages**”), (ii) a security interest over all of its present and after acquired property (the “**Personal Property**”), pursuant to a general security agreement dated as of January 25, 2016 (collectively, the “**GSAs**”), and (iii) an assignment of all leases and rents, pursuant to a general assignment of leases and rents dated as of January 25, 2016 (collectively, the “**General Assignments of Rents**” and together with the GSAs, Mortgages, Nominee Acknowledgments, Promissory Notes and other loan and security documents entered into with the Debtors in connection with the Loan, the “**Loan and Security Documents**”). Copies of each of the Mortgages, GSAs and General Assignments of Rents are attached hereto as **Exhibits “R”, “S” and “T”**, respectively.

50. To further secure the Indebtedness, each of the Beneficial Owners has, pursuant to its respective Nominee Acknowledgment, granted to each of the Applicants, a security interest in and to all of its right, title and interest in and to the Legal Owners’ Property, including the Properties and all proceeds thereof.

51. As apparent from the PIN Search Results, each Mortgage and General Assignment of Rent has been registered against title of the Property to which it relates.

52. Each of the Applicants have also registered a *Personal Property Security Act* (Ontario) (the “**PPSA**”) financing statement against each of the Debtors. Copies of the PPSA search results against each of the Legal Owners and Beneficial Owners (collectively, the “**PPSA Search Results**”) are attached hereto as **Exhibits “U” and “V”**, respectively.

Other Material Creditors

53. I am advised by counsel that based upon the PIN Search Results, the following mortgage charges and notices of security interests have also been registered against the Properties (collectively, the “**Unpermitted Property Charges**”):

- (a) Cannect International Mortgage Corporation (formerly 1592106 Ontario Inc.) (“**Cannect**”) has registered a mortgage charge in the amount of \$8,750,000 against the Upper Centennial Property, Old Pen Property, Colborne Property, Wyandotte Property, Alexander Court Property, Larch Property and Long Lake Property;
- (b) Gross Capital has registered a mortgage charge in the amount of \$1,600,000 against the Larch Property and Long Lake Property;
- (c) 1012689 Ontario Limited has registered a mortgage charge in the amount of \$1,000,000 against the Alexander Court Property;
- (d) De Lage Landen Financial Services Canada Inc. (“**DLL**”) has registered a notice of security interest against the Long Lake Property;
- (e) Add Capital Corp. (“**Add Capital**”) has registered a notice of security interest against the 65 Larch Property and two notices of security interest against the Long Lake Property; and
- (f) Blue Chip Leasing Corporation (“**Blue Chip**”) has registered a notice of security interest against the Long Lake Property.

54. Pursuant to each Mortgage (which is registered on title of the Property to which it relates and is therefore publicly available), the Legal Owners are not permitted to charge or otherwise encumber their respective Property, without the prior written consent of the Applicants (with the exception of “Equity Mortgages” which satisfy the express requirements set out in each Mortgage).

55. The consent of the Applicants in respect of the Unpermitted Property Charges was not requested and has not been provided, nor do any of the Unpermitted Property Charges satisfy

the requirements of “Equity Mortgages” under the Mortgages. Accordingly, each Unpermitted Property Charge gives rise to an Event of Default under the Loan and Security Documents, which has been acknowledged by the Legal Owners (as described in greater detail below).

56. Further, I understand from KPMG that it has not been able to determine from the Legal Owners the purpose for which a material portion of the proceeds of the Unpermitted Property Charges were utilized and therefore, KPMG has been unable to confirm whether a material portion of such proceeds were even used for the benefit of the Legal Owners.

57. In or around February 2020, the Applicants became aware that certain rents generated from the Properties may have been distributed to the holders of the Unpermitted Property Charges, while the Legal Owners were in payment default under the Loan. On February 14, 2020, the Applicants (through their counsel) put the Legal Owners on formal notice that, among other things, any payments in respect of the Unpermitted Property Charges (i) would result in further Events of Default, and (ii) should immediately cease to be made. A copy of that notice is attached hereto as **Exhibit “W”**.

58. I am further advised by counsel that based upon the PPSA Search Results, the following purported security interests appear to be registered against the Legal Owners (collectively, the “**Unpermitted PPSA Registrations**”):

- (a) DLL has made PPSA registrations against Old Pen Co., Colborne Co. and Larch Co., with the collateral description being all personal property of such Legal Owner financed by DLL, consisting of LED lighting and related parts and accessories;
- (b) Cannect has made PPSA registrations against Southmount Co., Old Pen Co., Colborne Co., Larch Co., 247 Ontario Co. and Long Lake Co., with the collateral description for each registration being all present and future undertaking, security and property, both real and personal, comprising of and relating to the Property of such Legal Owner;
- (c) Blue Chip has made PPSA registrations against Old Pen Co., Colborne Co., Larch Co. and Long Lake Co., over “Equipment” and “Other”; and

- (d) Add Capital has made PPSA registrations against each of Larch Co. and Long Lake Co., over “Equipment” and “Other” collateral classifications.

59. Pursuant to each Mortgage and GSA, the Legal Owners are required to keep their Personal Property free and clear of all charges, liens, security interests and other encumbrances, except where specifically permitted pursuant thereto or consented to in writing by the Applicants.

60. The Applicants did not consent to the Unpermitted PPSA Registrations and with the exception of the PPSA registration in favour of DLL, it is unclear what obligations, if any, the Unpermitted PPSA Registrations relate to.

Failure to Satisfy Tax Obligations

61. On January 25, 2016 (the date that the Loan was advanced), each of the Debtors provided the Applicants with an acknowledgment and undertaking, pursuant to which they, among other things, acknowledged and agreed that they had, as at such date, fully complied with all of their obligations (the “**HST Obligations**”) under the *Excise Tax Act* (Canada) to remit harmonized sale tax (“**HST**”).

62. Pursuant to the Loan and Security Documents, the Legal Owners are required to, among other things, remain in compliance with all of their HST Obligations and municipal real property tax obligations.

63. I am advised by KPMG that it has requested and reviewed certain relevant HST records and municipal real property tax records relating to the Legal Owners and/or the Properties and concluded as follows:

- (a) Larch Co., Vine Co. and Long Lake Co. appear to have outstanding HST Obligations for the period prior to May 2020 and certain other Legal Owners have, from time to time, failed to satisfy their HST Obligations when due;
- (b) very limited financial and tax remittance information has been made available for the Upper Centennial Property and the Alexander Court Property and KPMG has

not been able to confirm that these entities have made HST filings or payments on a consistent basis over the past five years;

- (c) the Legal Owners have, on a number of occasions, failed to remit municipal real property taxes when due in respect of the Properties.

64. Each of the foregoing gives rise to an Event of Default (collectively, the “**HST & Municipal Tax Defaults**”).

65. I understand that KPMG intends to report on these matters in its Pre-Filing Report.

Defaults, Demands and Forbearance

66. As set out above, the Legal Owners have failed to make a single Scheduled Loan Payment since December 2019. On or about February 2020, the Applicants became aware that the Legal Owners had also failed to pay municipal real property taxes when due for the 2019 calendar year and a portion of the 2020 calendar year.

67. On February 5, 2020 and February 6, 2020, the Applicants (through their then counsel) delivered notices to the Legal Owners (the “**February 2020 Default Notices**”) that, among other things, certain Events of Default had occurred and were continuing, including, as a result of a failure by the Legal Owners to (i) make Scheduled Loan Payments for January 2020 and February 2020, and (ii) pay outstanding municipal real property taxes. Copies of the February 2020 Default Notices are attached hereto as **Exhibit “X”**.

68. On March 9, 2020, the Applicants (through their counsel) delivered a notice to the Legal Owners (the “**March 2020 Default Notice**”) that certain additional Events of Default had occurred and were continuing as a result of a failure by the Legal Owners to make the Scheduled Loan Payment for March 2020. A copy of the March 2020 Default Notice is attached hereto as **Exhibit “Y”**.

69. The Legal Owners again failed to make the Scheduled Loan Payment for April 2020. On May 7, 2020, the Applicants, through their counsel, delivered (i) demand letters to each of the Debtors (collectively, the “**Demand Letters**”), noting an additional Event of Default as a result of the failure by the Legal Owners to pay the April 2020 Scheduled Loan Payment, declaring

the entirety of the Indebtedness to be due and payable and demanding payment of same, (ii) notices to each of the Debtors under section 244 of the BIA (collectively, the “**Section 244 Notices**”), and (iii) a demand letter to the Guarantors (the “**Guarantor Demand Letter**”), demanding payment of certain amounts owing by them under their Guarantee. Copies of the Demand Letters, Section 244 Notices and Guarantor Demand Letter are attached hereto as **Exhibit “Z”**, “**AA**” and “**BB**”, respectively.

70. Each of the Legal Owners and Gross Properties have delivered to the Applicants, acknowledgments and consents (the “**Section 244 Consents**”), among other things: (i) acknowledging the Indebtedness, and (ii) waiving the 10-day notice period provided for under the Section 244 Notices. Copies of the Section 244 Consents are attached hereto at Exhibit “Z”.

71. On May 7, 2020 (subsequent to delivery of the Demand Letters, Section 244 Notices, Guarantor Demand Letter and Section 244 Consents), the Applicants, Legal Owners and Guarantors entered into a forbearance agreement (the “**Initial Forbearance Agreement**”) pursuant to which, among other things, the Applicants agreed to forbear from enforcing their Security for a period of time (the “**Forbearance Period**”), being the earlier of the occurrence or existence of a Termination Event (as defined in the Initial Forbearance Agreement) and July 31, 2020.

72. The purpose for the Applicants’ forbearance was to give the Legal Owners time to pursue an acceptable out-of-court refinancing or sale of the Properties that would permit them to fully repay the Indebtedness (an “**Acceptable Transaction**”), provided that the Legal Owners satisfied certain covenants and met certain milestones (the “**Forbearance Agreement Covenants and Milestones**”).

73. Between the period of May 7, 2020 and May 15, 2021, the Forbearance Period was extended by the Applicants numerous times pursuant to several amendments to the Initial Forbearance Agreement and several amended and restated forbearance agreements, notwithstanding the failure by the Legal Owners to: (i) materially advance, let alone close an Acceptable Transaction, and (ii) satisfy numerous Forbearance Agreement Covenants and Milestones.

74. As at June 4, 2021, more than 12 months after the commencement of the Initial Forbearance Period, the Legal Owners still had not received a binding commitment in respect of an Acceptable Transaction and requested a final extension of the Forbearance Period. On June 4, 2021, the Applicants, Legal Owners and Guarantors entered into a final amended and restated forbearance agreement (the “**Final Forbearance Agreement**”), pursuant to which: (i) the Forbearance Period was extended one final time to 5:00 p.m. on June 17, 2021 (the “**Final Forbearance Period**”), and (ii) the Legal Owners and Guarantors acknowledged that there would be no further extension of the Forbearance Period and upon expiry thereof, the Applicants would, among other things, enforce their Security. A copy of the Final Forbearance Agreement (which has been redacted for certain bank account details and personal information related to beneficial owners of the Other Loan which are not related to this proceeding) is attached hereto as **Exhibit “CC”**.

75. The Final Forbearance Period expired without the Legal Owners having received a binding commitment in respect of an Acceptable Transaction (let alone having closed same). At this time, the Indebtedness remains unpaid and many Events of Default have occurred and are continuing, including, without limitation Events of Default as a result of:

- (a) the Legal Owners’ failure to pay when due, a single Scheduled Loan Payment since December 2019 (a period of seventeen months);
- (b) the Unpermitted Mortgages;
- (c) the Unpermitted PPSA Registrations;
- (d) the HST & Municipal Tax Defaults; and
- (e) the failure of the Legal Owners to comply with numerous covenants provided for in forbearance agreements entered into with the Applicants since May 7, 2020.

76. As noted above, the notice period in the Section 244 Notices have lapsed and each of the Legal Owners and Gross Properties have consented to the Applicants bringing an application to appoint the Receiver.

The Receiver

77. Accordingly, the Applicants bring this application for the appointment of KPMG as Receiver.

78. I understand from KPMG that it is a licenced trustee, as defined in the BIA, with extensive experience in Canadian insolvency proceedings, including receiverships. KPMG has acted as the financial adviser to the Applicants since February 2020, and, as set out in greater detail above, is very familiar with the Legal Owners, their business and the Properties.

79. I understand that KPMG intends to file a pre-filing report in its capacity as proposed Receiver (the “**Pre-Filing Report**”) which will, among other things, (i) set out its qualifications to act as Receiver, (ii) append its written consent to act as Receiver, and (iii) provide certain additional information regarding the Legal Owners and the Properties and its familiarity with same.

80. The scope of the Receiver’s appointment pursuant to the proposed Appointment Order extends to: (i) all of the Legal Owners’ Property, and (ii) the Beneficial Owners, but solely in respect of all of their right, title and interest in and to the Legal Owners’ Property, including the Properties and all proceeds thereof, whether held directly or indirectly by the Beneficial Owners for themselves or for others.

81. It is anticipated that the Receiver, if appointed, will take control of and safeguard the Property, arrange for the Properties to be managed and return to the Court in due course to seek approval of a proposed sale process that will be intended to thoroughly expose the Properties to the market.

Financing During the Receivership

82. Given the limited cash resources and limited positive cashflow of the Legal Owners, it is expected that the Receiver (if appointed) will require additional funding. In that regard, it is contemplated that, if appointed, the Receiver will be empowered pursuant to the terms of the proposed Appointment Order to borrow funds from the Applicants in accordance with a budget set out in a term sheet (the “**Receiver Term Sheet**”) for the purposes of, among other

things, funding operations and the professional costs and disbursements of the receivership (including paying the Receiver’s fees and the fees of its counsel and independent counsel) for a period of time sufficient to permit the Receiver to devise, seek Court approval of and implement a robust sale process for the Properties which thoroughly canvasses the market. A copy of the Receiver Term Sheet is attached hereto as **Exhibit “DD”**.

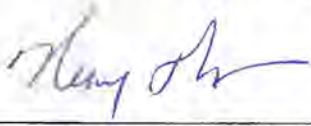
83. I understand that in its Pre-Filing Report, the proposed Receiver will provide (i) its assessment of the material terms of the Receiver Term Sheet, (ii) anticipated receivership cash-flows for a period of six months, and (iii) its views on whether the funding provided for pursuant to the Receiver Term Sheet will be sufficient to fund the receivership proceedings for a period of at least six months.

84. Accordingly, the Applicants are requesting the approval of the Receiver Term Sheet and the ability of the Receiver to borrow from the Applicants on security of “Receiver Certificates” and a court-ordered “Receiver’s Borrowings Charge”.

Conclusion

85. For the reasons set out above, I believe that it is just and convenient and in the interest of the Applicants and the Debtors’ other stakeholders, that KPMG is appointed Receiver on the terms set out in the proposed Appointment Order.

Sworn by video conference by Jacob Baron of)
the City of New York, in the State of New)
York, before me at the City of Toronto, in the)
Province of Ontario, on June 18, 2021, in)
accordance with O.Reg.431/20, Administering)
Oath or Declaration Remotely)



A Commissioner for Taking Affidavits, etc.



Jacob Baron

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

This is **Exhibit "A"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021.



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

PROPERTIES

Municipal Address: 35 Upper Centennial Parkway, Hamilton

Legal Descriptions: PIN 17088-0748(LT): PT LT 25, CON 8 SALTFLEET, PART 7, PLAN 62R-18917; STONEY CREEK; TOGETHER WITH AN EASEMENT OVER PT LT 25, CON 8 SALTFLEET, PARTS 9, 11, 12 AND 13 ON 62R18917 AS IN WE749696; CITY OF HAMILTON; and

PIN 17088-0762(LT): PT LT 25 CON 8 SALTFLEET BEING PARTS 1, 2, 3, 4, 5 AND 10 ON 62R18917; S/T AN EASEMENT OVER PART 3 ON 62R18917 IN FAVOUR OF PARTS 1-5 INCL, 12-15 INCL, 18, 21, 30, 31, 32, 36, 38, 42, 48, 53 ON 62R14684 AS IN LT562193; T/W AN EASEMENT OVER PARTS 2, 4, 14, 21, 30, 31, 32, 36, 38, 48 ON 62R14684 AS IN LT562194; SUBJECT TO AN EASEMENT OVER PART 5 ON 62R18917 IN FAVOUR OF PT LT 25 CON 8 SALTFLEET BEING PARTS 3, 5, 6 ON 62R18292 AND PARTS 9, 10, 11, 39, 40, 41, 43, 44, 45, 46, 47, 49, 50, 51, 52, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78 ON 62R14684 SAVE AND EXCEPT PARTS 1, 2, 3, 4, 5, 10 ON 62R18917 AS IN WE749696; SUBJECT TO AN EASEMENT OVER PART 10 ON 62R18917 IN FAVOUR OF PT LT 25 CON 8 SALTFLEET BEING PARTS 3, 5, 6 ON 62R18292 AND PARTS 9, 10, 11, 39, 40, 41, 43, 44, 45, 46, 47, 49, 50, 51, 52, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78 ON 62R14684 SAVE AND EXCEPT PARTS 1, 2, 3, 4, 5, 10 ON 62R18917 AS IN WE749696; SUBJECT TO AN EASEMENT OVER PART 2 ON 62R18917 IN FAVOUR OF PT LT 25 CON 8 SALTFLEET BEING PARTS 3, 5, 6 ON 62R18292 AND PARTS 9, 10, 11, 39, 40, 41, 43, 44, 45, 46, 47, 49, 50, 51, 52, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78 ON 62R14684 SAVE AND EXCEPT PARTS 1, 2, 3, 4, 5, 10 ON 62R18917 AS IN WE749696; SUBJECT TO AN EASEMENT OVER PART 3 ON 62R18917 IN FAVOUR OF PT LT 25 CON 8 SALTFLEET BEING PARTS 3, 5, 6 ON 62R18292 AND PARTS 9, 10, 11, 39, 40, 41, 43, 44, 45, 46, 47, 49, 50, 51, 52, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78 ON 62R14684 SAVE AND EXCEPT PARTS 1, 2, 3, 4, 5, 10 ON 62R18917 AS IN WE749696; STONEY CREEK; TOGETHER WITH AN EASEMENT OVER PARTS 9, 11, 12 AND 13 ON 62R18917 AS IN WE749696; CITY OF HAMILTON

Municipal Address: 240 Old Penetang Road North, Midland

Legal Description: PIN 58454-0029(LT): PT E1/2 LT 106 CON 1 WPR TINY; PT LT 107 CON 1 WPR TINY PT 3 & 4, 51R18477 & PT 4, 5, 6, 7 & 10 R1026 EXCEPT 51R3985; T/W & S/T RO1045345; MIDLAND

Municipal Address: 100 Colborne Street West, Orillia

Legal Description: PIN 58650-0115(LT): PT LT 10-15, 17 BLK C PL 228 ORILLIA PT 3, 4 & 5, 51R10372; ORILLIA

Municipal Address: 77 Wyandotte Street, Orillia

Legal Description: PIN 58644-0014(LT): LT 16 BLK G PL 228 ORILLIA; PT LT 15 BLK G PL 228 ORILLIA AS IN RO1453448; ORILLIA

Municipal Address: 849 Alexander Court, Peterborough

Legal Description: PIN 28061-0157(LT):PT LTS 3 & 4, PL 23Q, PART 1&2, 45R647, NORTH MONAGHAN; PETERBOROUGH

Municipal Address: 65 Larch Street, Sudbury

Legal Descriptions: PIN 73584-0077(LT): LT 23 BLK A PL 3SA MCKIM; GREATER SUDBURY; and

PIN 73584-0078(LT): LT 20-22 BLK A PL 3SA MCKIM; GREATER SUDBURY; and

PIN 73584-0097(LT): PT N1/2 LT 5 CON 3 MCKIM AS IN S81426 (SECONDLY & THIRDLY); GREATER SUDBURY

Municipal Address: 2009 Long Lake Road, Sudbury

Legal Descriptions: PIN 73595-0102(LT): PCL 8259 SEC SES; PT LT 6 CON 1 MCKIM EXCEPT LT52588, LT53059, LT109847, PT 7 53R4520 & PT 4 53R13501; S/T LT25019; GREATER SUDBURY; and

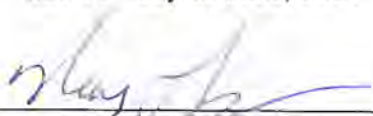
PIN 73595-0174(LT): PCL 39445 SEC SES; PT LT 6 CON 1 MCKIM PT 3 TO 7 & 12 TO 15 53R5036; PT LT 6 CON 1 MCKIM PT 5 53R13501; S/T PT 2 & 3 53R13501 AS IN LT717184; S/T LT25019, LT735739; GREATER SUDBURY; and

PIN 73595-0333 (LT): PCL 39000 SEC SES; PT LT 6 CON 1 MCKIM PT 9 TO 11 53R5036; T/W A ROW OVER PT 1 & 2 53R5036; S/T LT25019; GREATER SUDBURY

Municipal Address: 180 Vine Street South, St. Catharines

Legal Description: PIN 46272-0086 (LT): PT LT 7, 9-10 BLK D CY PL 46 GRANTHAM; PT BLK A CY PL 79 GRANTHAM; PT BLK A, B CY PL 80 GRANTHAM; PT UNNAMED ST CY PL 46 GRANTHAM , CLOSED BY RO407053, PT 1 30R2209 EXCEPT PT 1 30R3734, PT 1 30R6493, & PT 1 30R7456; CITY OF ST. CATHARINES

This is **Exhibit "B"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.



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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND
REGISTRY
OFFICE #62

17088-0748 (LT)

PAGE 1 OF 2

PREPARED FOR Ngina001
ON 2021/06/15 AT 15:43:20

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PT LT 25, CON 8 SALTELEET, PART 7, PLAN 62R-18917; STONEY CREEK; TOGETHER WITH AN EASEMENT OVER PT LT 25, CON 8 SALTFLEET, PARTS 9, 11, 12 AND 13 ON 62R18917 AS IN WE749696; CITY OF HAMILTON

PROPERTY REMARKS: PLANNING ACT CONSENT IN DOCUMENT WE749696.

ESTATE/QUALIFIER: RECENTLY:
FEE SIMPLE DIVISION FROM 17088-0329
LT CONVERSION QUALIFIED

PIN CREATION DATE:
2011/03/04

OWNERS' NAMES: SOUTHMOUNT HEALTHCARE CENTRE INC.
CAPACITY SHARE

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT	INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **					
**SUBJECT,	ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:					
**	SUBSECTION 4# (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *					
**	AND ESCHEATS OR FORFEITURE TO THE CROWN.					
**	THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF					
**	IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY					
**	CONVENTION.					
**	ANY LEASE TO WHICH THE SUBSECTION 70(2) OF THE REGISTRY ACT APPLIES.					
**DATE OF CONVERSION TO	LAND TITLES: 1995/08/21 **					
BL1738	1956/01/25	BYLAW				C
REMARKS:	(LISTLY) (AS TO PIN 17333-0663) ; RE: SUBDIVISION CONTROL					
WE414223	2006/08/18	NOTICE	\$2	LOBLAW PROPERTIES LIMITED	2257 RYMAL ROAD DEVELOPMENT (2005) CORPORATION LOBLAWS INC.	C
REMARKS:	LT562195					
62R18917	2010/12/10	PLAN REFERENCE				C
WE749700	2011/03/23	NOTICE	\$1	2266793 ONTARIO LTD.	LOBLAW PROPERTIES LIMITED LOBLAWS INC.	C
WE865850	2012/11/01	NOTICE	\$1	2266793 ONTARIO LTD.	CITY OF HAMILTON	C
WE865854	2012/11/01	NOTICE	\$1	2266793 ONTARIO LTD. LOBLAW PROPERTIES LIMITED	CITY OF HAMILTON	C
WE865858	2012/11/01	NOTICE	\$2	2266793 ONTARIO LTD.	CITY OF HAMILTON	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



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LAND REGISTRY OFFICE #62

17088-0748 (LT)

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

PAGE 2 OF 2
PREPARED FOR Ngina001
ON 2021/06/15 AT 15:43:20

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
WE867985	2012/11/14 REMARKS: PLANNING ACT STATEMENTS	TRANSFER	\$3,578,000	2266793 ONTARIO LTD.	CARRIAGE GATE GROUP INC.	C
WE869679	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	MEDICAONE LTD.	C
WE869680	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	WHARTON MEDICAL CLINIC INC.	C
WE869681	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	SOUTHMOUNT FAMILY HEALTH GROUP	C
WE869682	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	SOUTHMOUNT FAMILY HEALTH GROUP	C
WE869683	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	MED CLINIC 2000 INC.	C
WE1096059	2016/01/26	CHARGE	\$70,000,000	CARRIAGE GATE GROUP INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
WE1096060	2016/01/26	NO ASSGN RENT GEN		CARRIAGE GATE GROUP INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
WE1367253	2019/07/15 REMARKS: WE1096059.	APL CH NAME OWNER		CARRIAGE GATE GROUP INC.	SOUTHMOUNT HEALTHCARE CENTRE INC.	C
WE1368411	2019/07/19	CHARGE	\$6,250,000	SOUTHMOUNT HEALTHCARE CENTRE INC.	1592106 ONTARIO INC.	C
WE1368412	2019/07/19 REMARKS: WE1368411	NO ASSGN RENT GEN		SOUTHMOUNT HEALTHCARE CENTRE INC.	1592106 ONTARIO INC.	C
WE1377021	2019/08/28 REMARKS: WE1368411	NOTICE	\$2	SOUTHMOUNT HEALTHCARE CENTRE INC.	1592106 ONTARIO INC.	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



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LAND
REGISTRY
OFFICE #62

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

17088-0762 (LT)

PAGE 1 OF 3
PREPARED FOR Ngina001
ON 2021/06/15 AT 15:42:43

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION:

PT LT 25 CON 8 SALTLEET BEING PARTS 1, 2, 3, 4, 5 AND 10 ON 62R18917; S/T AN EASEMENT OVER PART 3 ON 62R18917 IN FAVOUR OF PARTS 1-5 INCL, 12-15 INCL, 18, 21, 30, 31, 32, 36, 38, 42, 48, 53 ON 62R14684 AS IN LT562193; T/W AN EASEMENT OVER PARTS 2, 4, 14, 21, 30, 31, 32, 36, 38, 48 ON 62R14684 AS IN LT562194; SUBJECT TO AN EASEMENT OVER PART 5 ON 62R18917 IN FAVOUR OF PT LT 25 CON 8 SALTLEET BEING PARTS 3, 5, 6 ON 62R18292 AND PARTS 9, 10, 11, 39, 40, 41, 43, 44, 45, 46, 47, 49, 50, 51, 52, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78 ON 62R14684 SAVE AND EXCEPT PARTS 1, 2, 3, 4, 5, 10 ON 62R18917 AS IN WE749696; SUBJECT TO AN EASEMENT OVER PART 10 ON 62R18917 IN FAVOUR OF PT LT 25 CON 8 SALTLEET BEING PARTS 3, 5, 6 ON 62R18292 AND PARTS 9, 10, 11, 39, 40, 41, 43, 44, 45, 46, 47, 49, 50, 51, 52, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78 ON 62R14684 SAVE AND EXCEPT PARTS 1, 2, 3, 4, 5, 10 ON 62R18917 AS IN WE749696; SUBJECT TO AN EASEMENT OVER PART 2 ON 62R18917 IN FAVOUR OF PT LT 25 CON 8 SALTLEET BEING PARTS 3, 5, 6 ON 62R18292 AND PARTS 9, 10, 11, 39, 40, 41, 43, 44, 45, 46, 47, 49, 50, 51, 52, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78 ON 62R18917 AS IN WE749696; SUBJECT TO AN EASEMENT OVER PART 3 ON 62R18917 IN FAVOUR OF PT LT 25 CON 8 SALTLEET BEING PARTS 1, 2, 3, 4, 5, 10 ON 62R18292 AND PARTS 9, 10, 11, 39, 40, 41, 43, 44, 45, 46, 47, 49, 50, 51, 52, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78 ON 62R14684 SAVE AND EXCEPT PARTS 1, 2, 3, 4, 5, 10 ON 62R18917 AS IN WE749696; STONEY CREEK; TOGETHER WITH AN EASEMENT OVER PARTS 9, 11, 12 AND 13 ON 62R18917 AS IN WE749696; CITY OF HAMILTON

PROPERTY REMARKS: PLANNING ACT CONSENT IN DOCUMENT WE749696.

ESTATE/QUALIFIER: RECENTLY.
FEE SIMPLE DIVISION FROM 17088-0671
ABSOLUTE

OWNERS' NAMES: SOUTHMOUNT HEALTHCARE CENTRE INC.
CAPACITY SHARE

PIN CREATION DATE:
2011/04/05

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
62R14684	1998/08/13	PLAN REFERENCE				C
LT562193	1999/07/23	TRANSFER EASEMENT		LOBLAW PROPERTIES LIMITED	2257 RYMAL ROAD DEVELOPMENT CORPORATION	C
		REMARKS: PT 10, 16, 19, 22-29, 33, 37, 40, 41, 43, 44, 45, 46, 47, 50, 51, 52, 54, 55, 57, 58, 60, 62-66, 75, 76, 77 ON 62R14684, CONSENT LAND DIVISION COMMITTEE				
LT562195	1999/07/23	NOTICE		LOBLAW PROPERTIES LIMITED	2257 RYMAL ROAD DEVELOPMENT CORPORATION	C
		REMARKS: PT SEE INSTRUMENT, RECIPROCAL OPERATING AND MAINTENANCE AGREEMENT				
LT610408	2000/07/19	NOTICE		LOBLAW PROPERTIES LIMITED	THE REGIONAL MUNICIPALITY OF HAMILTON-WENTWORTH	C
		REMARKS: JOINT SERVICE AGREEMENT		2257 RYMAL ROAD DEVELOPMENT CORPORATION		
LT610409	2000/07/19	NOTICE		LOBLAW PROPERTIES LIMITED	THE REGIONAL MUNICIPALITY OF HAMILTON-WENTWORTH	C
		REMARKS: SERVICE AGREEMENT		2257 RYMAL ROAD DEVELOPMENT CORPORATION		
LT612815	2000/08/02	NOTICE		2257 RYMAL ROAD DEVELOPMENT CORPORATION		C
LT612816	2000/08/02	NOTICE		2257 RYMAL ROAD DEVELOPMENT CORPORATION		C
WE74245	2002/01/11	NOTICE		LOBLAW PROPERTIES LIMITED		C
WE414223	2006/08/18	NOTICE	\$2	LOBLAW PROPERTIES LIMITED	2257 RYMAL ROAD DEVELOPMENT (2005) CORPORATION	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



Ontario ServiceOntario

LAND REGISTRY OFFICE #62

17088-0762 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
		REMARKS: L7562195				
62R18292	2008/09/15	PLAN REFERENCE			LOBLAWS INC.	C
62R18917	2010/12/10	PLAN REFERENCE				C
WE748078	2011/03/14	NOTICE	\$1	LOBLAW PROPERTIES LIMITED	SUN LIFE ASSURANCE COMPANY OF CANADA	C
		REMARKS: L7562195, WE414223				
WE749700	2011/03/23	NOTICE	\$1	2266793 ONTARIO LTD.	LOBLAW PROPERTIES LIMITED LOBLAWS INC.	C
WE865850	2012/11/01	NOTICE	\$1	2266793 ONTARIO LTD.	CITY OF HAMILTON	C
WE865854	2012/11/01	NOTICE	\$1	2266793 ONTARIO LTD. LOBLAW PROPERTIES LIMITED	CITY OF HAMILTON	C
WE865858	2012/11/01	NOTICE	\$2	2266793 ONTARIO LTD.	CITY OF HAMILTON	C
WE867985	2012/11/14	TRANSFER	\$3,578,000	2266793 ONTARIO LTD.	CARRIAGE GATE GROUP INC.	C
		REMARKS: PLANNING ACT STATEMENTS				
WE869679	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	MEDICAONE LTD.	C
WE869680	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	WHARTON MEDICAL CLINIC INC.	C
WE869681	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	SOUTHMOUNT FAMILY HEALTH GROUP	C
WE869682	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	SOUTHMOUNT FAMILY HEALTH GROUP	C
WE869683	2012/11/22	NOTICE OF LEASE		CARRIAGE GATE GROUP INC.	MED CLINIC 2000 INC.	C
WE1096059	2016/01/26	CHARGE	\$70,000,000	CARRIAGE GATE GROUP INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
WE1096060	2016/01/26	NO ASSGN RENT GEN		CARRIAGE GATE GROUP INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
		REMARKS: WE1096059.				
WE1367253	2019/07/15	APL CH NAME OWNER		CARRIAGE GATE GROUP INC.	SOUTHMOUNT HEALTHCARE CENTRE INC.	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND REGISTRY OFFICE #62

17088-0762 (LT)

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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ON 2021/06/15 AT 15:42:43

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
WE1368411	2019/07/19	CHARGE	\$6,250,000	SOUTHMOUNT HEALTHCARE CENTRE INC.	1592106 ONTARIO INC.	C
WE1368412	2019/07/19	NO ASSGN RENT GEN REMARKS: WE1368411		SOUTHMOUNT HEALTHCARE CENTRE INC.	1592106 ONTARIO INC.	C
WE1377021	2019/08/28	NOTICE REMARKS: WE1368411	\$2	SOUTHMOUNT HEALTHCARE CENTRE INC.	1592106 ONTARIO INC.	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND
REGISTRY
OFFICE #45

PAGE 1 OF 2
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ON 2021/06/15 AT 15:54:27

28061-0157 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PT LTS 3 & 4, PL 23Q, PART 1&2, 45R647, NORTH MONAGHAN; PETERBOROUGH

PROPERTY REMARKS:
ESTATE/QUALIFIER:
FEE SIMPLE
LT CONVERSION QUALIFIED
OWNERS' NAMES
2478658 ONTARIO LTD.
RECENTLY:
FIRST CONVERSION FROM BOOK
CAPACITY SHARE
PIN CREATION DATE:
1998/10/13

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
				EFFECTIVE 2000/07/29 THE NOTATION OF THE "BLOCK IMPLEMENTATION DATE" OF 1998/10/13 ON THIS PIN		
				WAS REPLACED WITH THE "PIN CREATION DATE" OF 1998/10/13		
				** PRINTOUT INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **		
				**SUBJECT, ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:		
				SUBSECTION 4 (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *		
				AND ESCHEATS OR FORFEITURE TO THE CROWN.		
				THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF		
				IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY		
				CONVENTION.		
				ANY LEASE TO WHICH THE SUBSECTION 70(2) OF THE REGISTRY ACT APPLIES.		
				**DATE OF CONVERSION TO LAND TITLES: 1998/10/13 **		
R157513	1966/02/23	BYLAW		REMARKS: COMPLETED WITH BY THE REGISTRATION OF THE PLANNING ACT		
45R647	1972/11/22	PLAN REFERENCE				
R511346	1989/07/07	AGREEMENT		REMARKS: R516377		
R516377	1989/09/27	AGREEMENT		REMARKS: R511346		
				CORRECTIONS: REGISTRATION DATE CHANGED FROM 1989/07/07 TO 1989/09/27 ON 2010/10/07 BY RIDDELL, CATHY.		
PE67808	2007/11/21	NOTICE	\$2	THE CORPORATION OF THE CITY OF PETERBOROUGH		
				REMARKS: SITE PLAN		
PE232716	2015/09/22	TRANSFER	\$5,300,000	HEALTHCARE PROPERTIES HOLDINGS LTD.		

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
PE239807	2016/01/26	CHARGE	\$70,000,000	2478658 ONTARIO LTD.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
PE239808	2016/01/26	NO ASSGN RENT GEN		2478658 ONTARIO LTD.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
PE314057	2019/07/19	CHARGE	\$6,250,000	2478658 ONTARIO LTD.	1592106 ONTARIO INC.	C
PE314058	2019/07/19	NO ASSGN RENT GEN		2478658 ONTARIO LTD.	1592106 ONTARIO INC.	C
PE316568	2019/08/28	NOTICE	\$2	2478658 ONTARIO LTD.	1592106 ONTARIO INC.	C
PE324329	2019/12/19	CHARGE	\$1,000,000	2478658 ONTARIO LTD.	1012689 ONTARIO LIMITED	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER



LAND
REGISTRY
OFFICE #30

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ON 2021/06/15 AT 15:52:35

46272-0086 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PT LT 7, 9-10 BLK D CY PL 46 GRANTHAM; PT BLK A CY PL 79 GRANTHAM; PT BLK A, B CY PL 80 GRANTHAM; PT UNNAMED ST CY PL 46 GRANTHAM , CLOSED BY R0407053, PT 1 30R2209 EXCEPT PT 1 30R3734, PT 1 30R6493, & PT 1 30R7456; CITY OF ST. CATHARINES

PROPERTY REMARKS:

RECENTLY:
RE-ENTRY FROM 46272-0190

PIN CREATION DATE:
2003/09/22

FEE SIMPLE
LT CONVERSION QUALIFIED
OWNERS' NAMES
180 VINE PURCHASER INC.

CAPACITY SHARE

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT	INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **					
**SUBJECT,	ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:					
**	SUBSECTION 4# (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *					
**	AND ESCHEATS OR FORFEITURE TO THE CROWN.					
**	THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF					
**	IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY					
**	CONVENTION.					
**	ANY LEASE TO WHICH THE SUBSECTION 70(2) OF THE REGISTRY ACT APPLIES.					
**DATE OF CONVERSION TO LAND TITLES: 2003/09/22 **						
30R2209	1978/01/27	PLAN REFERENCE				C
R0613636	1980/07/26	AGREEMENT			THE CITY OF ST. CATHARINES	C
NR155825	2007/10/11	NOTICE OF LEASE	180 VINE INC.		S.M. PHARMACY CONSULTING INC.	C
NR155826	2007/10/11	NOTICE OF LEASE	180 VINE INC.		CML HEALTHCARE INC.	C
NR155827	2007/10/11	NOTICE OF LEASE	180 VINE INC.		CML HEALTHCARE IMAGING INC.	C
NR169565	2008/03/06	NOTICE		THE CORPORATION OF THE CITY OF ST. CATHARINES		C
REMARKS: SITE PLAN AMENDMENT AGREEMENT						
NR403682	2016/01/26	CHARGE	\$70,000,000	180 VINE INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
NR403683	2016/01/26	NO ASSGN RENT_GEN		180 VINE INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND REGISTRY OFFICE #30

46272-0086 (LT)

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
NRS49022	2020/08/13	TRANSFER	\$2	HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO AS REPRESENTED BY THE MINISTER OF GOVERNMENT AND CONSUMER SERVICES	THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY 180 VINE PURCHASER INC.	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND
REGISTRY
OFFICE #51

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47

58454-0029 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PT E1/2 LT 106 CON 1 WPR TINY; PT LT 107 CON 1 WPR TINY PT 3 & 4, 51R18477 & PT 4, 5, 6, 7 & 10 R1026 EXCEPT 51R3985; T/W & S/T R01045345; MIDLAND

PROPERTY REMARKS: PLANNING ACT CONSENT AS IN R0248237. PLANNING ACT CONSENT AS IN R0352603.

ESTATE/QUALIFIER:
FEE SIMPLE
FIRST CONVERSION FROM BOOK

RECENTLY:
FIN CREATION DATE:
2001/12/10

LT CONVERSION QUALIFIED

CAPACITY SHARE

OWNERS' NAMES
240 OLD PENETANGUISH HOLDINGS INC.

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT	INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **					
**SUBJECT,	ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:					
**	SUBSECTION 4# (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *					
**	AND ESCHEATS OR FORFEITURE TO THE CROWN.					
**	THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF					
**	IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY					
**	CONVENTION.					
**	ANY LEASE TO WHICH THE SUBSECTION 70 (2) OF THE REGISTRY ACT APPLIES.					
**DATE OF CONVERSION TO	LAND TITLES: 2001/12/10 **					
R0134683	1961/06/28	BYLAW				C
R1026	1970/03/31	PLAN REFERENCE				C
R0326558	1970/04/24	AGREEMENT		THE CORPORATION OF THE TOWNSHIP OF TINY		C
R0885527	1985/11/22	AGREEMENT		THE TOWNSHIP OF TINY		C
R0937532	1987/02/12	AGREEMENT		THE TOWNSHIP OF TINY		C
REMARKS: SITE PLAN						
51R18477	1989/02/01	PLAN REFERENCE		240 OLD PENETANGUISH HOLDINGS INC.		C
SC1278219	2016/01/26	TRANSFER	\$2	GT MIDLAND HOLDINGS INC.		C
REMARKS: PLANNING ACT STATEMENTS.						
SC1278220	2016/01/26	CHARGE	\$70,000,000	240 OLD PENETANGUISH HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND REGISTRY OFFICE #51

58454-0029 (LT)

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SC1278221	2016/01/26	NO ASSGN RENT GEN		240 OLD PENETANGUISH HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
	REMARKS: TO BE DELETED UPON THE DELETION OF SC1278220					
SC1609813	2019/07/19	CHARGE	\$6,250,000	240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C
SC1609814	2019/07/19	NO ASSGN RENT GEN		240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C
	REMARKS: SC1609813					
SC1619869	2019/08/29	NOTICE	\$2	240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C
	REMARKS: SC1609813					

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LAND REGISTRY OFFICE #51
 PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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58644-0014 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: LT 16 BLK G PL 228 ORILLIA; PT LT 15 BLK G PL 228 ORILLIA AS IN R01453448; ORILLIA

PROPERTY REMARKS:
 ESTATE/QUALIFIER: RECENTLY: FIN CREATION DATE:
 FEE SIMPLE FIRST CONVERSION FROM BOOK 2001/10/09
 LT CONVERSION QUALIFIED CAPACITY SHARE

OWNERS' NAMES
 100 COLBORNE HOLDINGS INC.

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT	INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **					
**SUBJECT,	ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:					
**	SUBSECTION 4# (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *					
**	AND ESCHEATS OR FORFEITURE TO THE CROWN.					
**	THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF					
**	IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY					
**	CONVENTION.					
**	ANY LEASE TO WHICH THE SUBSECTION 70 (2) OF THE REGISTRY ACT APPLIES.					
**DATE OF CONVERSION TO	LAND TITLES: 2001/10/09 **					
SC1278216	2016/01/26	TRANSFER	\$2	GT ORILLIA HOLDING INC.	100 COLBORNE HOLDINGS INC.	C
REMARKS: PLANNING ACT STATEMENTS.						
SC1278217	2016/01/26	CHARGE	\$70,000,000	100 COLBORNE HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE LIFE ANNUITY INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
SC1278218	2016/01/26	NO ASSGN RENT GEN		100 COLBORNE HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE LIFE ANNUITY INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
REMARKS: SC1278217.						
SC1609813	2019/07/19	CHARGE	\$6,250,000	240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C
SC1609814	2019/07/19	NO ASSGN RENT GEN		240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C
REMARKS: SC1609813						

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND REGISTRY OFFICE #51

58644-0014 (LT)

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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SCI1619869	2019/08/29	NOTICE	\$2	240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C
SCI1689152	2020/06/25	APL CH NAME INST		THE VARIABLE LIFE ANNUITY INSURANCE COMPANY	THE VARIABLE ANNUITY LIFE INSURANCE COMPANY	C

REMARKS: SCI1609813

REMARKS: SCI278217. SCI278218

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND
REGISTRY
OFFICE #51

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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PREPARED FOR Ngina001
ON 2021/06/15 AT 16:15:58

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58650-0115 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PT LT 10-15, 17 BLK C PL 228 ORILLIA PT 3, 4 & 5, 51R10372; ORILLIA

PROPERTY REMARKS:

ESTATE/QUALIFIER:

LT CONVERSION QUALIFIED

OWNERS' NAMES

100 COLBORNE HOLDINGS INC.

RECENTLY:

FIRST CONVERSION FROM BOOK

CAPACITY SHARE

FIN CREATION DATE:

2001/10/09

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT	INCLUDES ALL	DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **				
**SUBJECT,	ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:					
**	SUBSECTION 4# (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *					
**	AND ESCHEATS OR FORFEITURE TO THE CROWN.					
**	THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF					
**	IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY					
**	CONVENTION.					
**	ANY LEASE TO WHICH THE SUBSECTION 70 (2) OF THE REGISTRY ACT APPLIES.					
**DATE OF CONVERSION TO LAND TITLES: 2001/10/09 **						
51R10372	1981/06/15	PLAN REFERENCE			THE CORPORATION OF THE CITY OF ORILLIA	C
ROT52406	1981/11/30	AGREEMENT			100 COLBORNE HOLDINGS INC.	C
SC1278216	2016/01/26	TRANSFER REMARKS: PLANNING ACT STATEMENTS.	\$2	GT ORILLIA HOLDING INC.		C
SC1278217	2016/01/26	CHARGE	\$70,000,000	100 COLBORNE HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE LIFE ANNUITY INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
SC1278218	2016/01/26	NO ASSGN RENT GEN		100 COLBORNE HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE LIFE ANNUITY INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
SC1609813	2019/07/19	CHARGE REMARKS: SC1278217.	\$6,250,000	240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND REGISTRY OFFICE #51

58650-0115 (LT)

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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ON 2021/06/15 AT 16:15:58

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SCI1609814	2019/07/19	NO ASSGN RENT GEN		240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C
	REMARKS: SCI1609813					
SCI1619869	2019/08/29	NOTICE	\$2	240 OLD PENETANGUISH HOLDINGS INC. 100 COLBORNE HOLDINGS INC.	1592106 ONTARIO INC.	C
	REMARKS: SCI1609813					
SCI1689152	2020/06/25	APL CH NAME INST		THE VARIABLE LIFE ANNUITY INSURANCE COMPANY	THE VARIABLE ANNUITY LIFE INSURANCE COMPANY	C
	REMARKS: SCI1278217. SCI1278218					

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND
REGISTRY
OFFICE #53

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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ON 2021/06/15 AT 16:06:41

73584-0077 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: LT 23 BLK A PL 3SA MCKIM; GREATER SUDBURY

PROPERTY REMARKS:

ESTATE/QUALIFIER: RECENTLY:
FEE SIMPLE FIRST CONVERSION FROM BOOK

LT CONVERSION QUALIFIED

OWNERS' NAMES: CAPACITY SHARE

65 LARCH HOLDINGS INC.

FIN CREATION DATE:
2004/05/25

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD	
		** PRINTOUT INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **					
		**SUBJECT, ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:					
**		SUBSECTION 4(1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *					
**		AND ESCHEATS OR FORFEITURE TO THE CROWN.					
**		THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF					
**		IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY					
**		CONVENTION.					
**		ANY LEASE TO WHICH THE SUBSECTION 70(2) OF THE REGISTRY ACT APPLIES.					
**		**DATE OF CONVERSION TO LAND TITLES: 2004/05/25 **					
S99800	1990/05/02	NOTICE				C	
S106986	1993/06/02	NOTICE				C	
SD309724	2016/01/26	TRANSFER	\$2	GT SUDBURY HOLDING INC.	65 LARCH HOLDINGS INC.	C	
		REMARKS: PLANNING ACT STATEMENTS.					
SD309725	2016/01/26	CHARGE	\$70,000,000	65 LARCH HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C	
SD309726	2016/01/26	NO ASSGN RENT GEN		65 LARCH HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C	
		REMARKS: SD309725					
SD352590	2018/03/02	CHARGE	\$1,600,000	65 LARCH HOLDINGS INC.	GROSS CAPITAL INC.	C	
SD379370	2019/07/19	CHARGE	\$6,250,000	65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C	

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



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LAND REGISTRY OFFICE #53

73584-0077 (LT)

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* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SD379371	2019/07/19 REMARKS: SD379370	NO ASSGN RENT GEN		65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379375	2019/07/19 REMARKS: SD352590 TO SD379370 AND SD379371	POSTPONEMENT		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD381950	2019/08/29 REMARKS: SD379370	NOTICE	\$2	65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C
SD381951	2019/08/29 REMARKS: SD352590 TO SD381950	POSTPONEMENT		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD415250	2021/02/19	NO SEC INTEREST	\$44,569	ADD CAPITAL CORP.		C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND
REGISTRY
OFFICE #53

73584-0078 (LT)

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ON 2021/06/15 AT 16:06:14

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* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: LT 20-22 BLK A PL 3SA MCKIM; GREATER SUDBURY

PROPERTY REMARKS:

ESTATE/QUALIFIER:

FEE SIMPLE

LT CONVERSION QUALIFIED

OWNERS' NAMES

65 LARCH HOLDINGS INC.

RECENTLY:

FIRST CONVERSION FROM BOOK

CAPACITY SHARE

FIN CREATION DATE:

2004/05/25

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD	
		** PRINTOUT INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **					
		ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:					
**SUBJECT,		SUBSECTION 4# (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *					
**		AND ESCHEATS OR FORFEITURE TO THE CROWN.					
**		THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF					
**		IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY					
**		CONVENTION.					
**		ANY LEASE TO WHICH THE SUBSECTION 70 (2) OF THE REGISTRY ACT APPLIES.					
**DATE OF CONVERSION TO		LAND TITLES: 2004/05/25 **					
S84812	1983/11/02	NOTICE OF LEASE			MDS HEALTH GROUP LTD.	C	
S99800	1990/05/02	NOTICE				C	
S106986	1993/06/02	NOTICE				C	
SD309724	2016/01/26	TRANSFER	\$2	GT SUDBURY HOLDING INC.	65 LARCH HOLDINGS INC.	C	
		REMARKS: PLANNING ACT STATEMENTS.					
SD309725	2016/01/26	CHARGE	\$70,000,000	65 LARCH HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C	
SD309726	2016/01/26	NO ASSGN RENT GEN		65 LARCH HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C	
		REMARKS: SD309725					
SD352590	2018/03/02	CHARGE	\$1,600,000	65 LARCH HOLDINGS INC.	GROSS CAPITAL INC.	C	

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* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SD379370	2019/07/19	CHARGE	\$6,250,000	65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379371	2019/07/19 REMARKS: SD379370	NO ASSGN RENT GEN		65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379375	2019/07/19 REMARKS: SD352590 TO SD379370 AND SD379371	POSTPONEMENT		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD381950	2019/08/29 REMARKS: SD379370	NOTICE	\$2	65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C
SD381951	2019/08/29 REMARKS: SD352590 TO SD381950	POSTPONEMENT		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD415250	2021/02/19	NO SEC INTEREST	\$44,569	ADD CAPITAL CORP.		C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND
REGISTRY
OFFICE #53

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73584-0097 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PT N1/2 LT 5 CON 3 MCKIM AS IN S81426 (SECONDLY & THIRDLY); GREATER SUDBURY

PROPERTY REMARKS:

RECENTLY:
FIRST CONVERSION FROM BOOK
CAPACITY SHARE

FIN CREATION DATE:
2004/05/25

ESTATE/QUALIFIER:

FEE SIMPLE

LT CONVERSION QUALIFIED

OWNERS' NAMES

65 LARCH HOLDINGS INC.

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **						
**SUBJECT,	ON FIRST REGISTRATION UNDER THE LAND TITLES ACT, TO:					
**	SUBSECTION 4# (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPH 11, PARAGRAPH 14, PROVINCIAL SUCCESSION DUTIES *					
**	AND ESCHEATS OR FORFEITURE TO THE CROWN.					
**	THE RIGHTS OF ANY PERSON WHO WOULD, BUT FOR THE LAND TITLES ACT, BE ENTITLED TO THE LAND OR ANY PART OF					
**	IT THROUGH LENGTH OF ADVERSE POSSESSION, PRESCRIPTION, MISDESCRIPTION OR BOUNDARIES SETTLED BY					
**	CONVENTION.					
**	ANY LEASE TO WHICH THE SUBSECTION 70 (2) OF THE REGISTRY ACT APPLIES.					
**DATE OF CONVERSION TO LAND TITLES: 2004/05/25 **						
S84812	1983/11/02	NOTICE OF LEASE			MDS HEALTH GROUP LTD.	C
S99800	1990/05/02	NOTICE				C
S106986	1993/06/02	NOTICE				C
SD309724	2016/01/26	TRANSFER	\$2	GT SUDBURY HOLDING INC.	65 LARCH HOLDINGS INC.	C
REMARKS: PLANNING ACT STATEMENTS.						
SD309725	2016/01/26	CHARGE	\$70,000,000	65 LARCH HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
SD309726	2016/01/26	NO ASSGN RENT GEN		65 LARCH HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
REMARKS: SD309725						
SD352590	2018/03/02	CHARGE	\$1,600,000	65 LARCH HOLDINGS INC.	GROSS CAPITAL INC.	C

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* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SD379370	2019/07/19	CHARGE	\$6,250,000	65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379371	2019/07/19 REMARKS: SD379370	NO ASSGN RENT GEN		65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379375	2019/07/19 REMARKS: SD352590 TO SD379370 AND SD379371	POSTPONEMENT		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD381950	2019/08/29 REMARKS: SD379370	NOTICE	\$2	65 LARCH HOLDINGS INC.	1592106 ONTARIO INC.	C
SD381951	2019/08/29 REMARKS: SD352590 TO SD381950	POSTPONEMENT		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C

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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND
 REGISTRY
 OFFICE #53



73595-0102 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PCL 8259 SEC SES; PT LT 6 CON 1 MCKIM EXCEPT LT52488, LT53059, LT109847, PT 7 53R4520 & PT 4 53R13501; S/T LT25019; GREATER SUDBURY

PROPERTY REMARKS:

ESTATE/QUALIFIER:
 FEE SIMPLE
 ABSOLUTE

RECENTLY:
 FIRST CONVERSION FROM BOOK

OWNERS' NAMES
 2009 LONG LAKE HOLDINGS INC.

CAPACITY SHARE

FIN CREATION DATE:
 2003/09/22

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **						
LT25019	1926/10/02	TRANSFER EASEMENT			INCO LIMITED	C
		REMARKS: SMOKE EASEMENT UNDER LT881835 SHOULD BE SHOWN AS LT88183 AMENDED UNDER LT881835 , SEE SDI36430 (SHOWN AS LT88183 IS IN ERROR, SHOULD BE SHOWN AS LT881835)				
LT273579	1969/08/29	NOTICE			THE CORPORATION OF THE CITY OF SUDBURY	C
LT674168	1990/03/16	NOTICE			THE REGIONAL MUNICIPALITY OF SUDBURY	C
LT679224	1990/05/22	NOTICE			THE REGIONAL MUNICIPALITY OF SUDBURY	C
LT680187	1990/06/01	NOTICE				C
LT717189	1991/10/02	NOTICE				C
53R17145	2002/06/12	PLAN REFERENCE				C
SD309727	2016/01/26	TRANSFER	\$2	HEALTHCARE PROPERTIES HOLDINGS LTD.	2009 LONG LAKE HOLDINGS INC.	C
		REMARKS: PLANNING ACT STATEMENTS.				
SD309728	2016/01/26	CHARGE	\$70,000,000	2009 LONG LAKE HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
SD309729	2016/01/26	NO ASSGN RENT GEN		2009 LONG LAKE HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
		REMARKS: SD309728.				
SD352589	2018/03/02	CHARGE	\$1,600,000	2009 LONG LAKE HOLDINGS INC.	GROSS CAPITAL INC.	C
SD379372	2019/07/19	CHARGE	\$6,250,000	2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379373	2019/07/19	NO ASSGN RENT GEN		2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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LAND REGISTRY OFFICE #53

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER
73595-0102 (LT)
* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SD379376	2019/07/19	POSTPONEMENT REMARKS: SD379372. RENTS SD379372		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD381948	2019/08/29	NOTICE REMARKS: SD352989 TO SD379372	\$2	2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C
SD381949	2019/08/29	POSTPONEMENT REMARKS: SD352989 TO SD381948		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD386442	2019/11/05	NO SEC INTEREST	\$152,185	DE LAGE LANDEN FINANCIAL SERVICES CANADA INC.		C
SD393218	2020/03/04	NO SEC INTEREST	\$58,240	BLUE CHIP LEASING CORPORATION		C
SD415252	2021/02/19	NO SEC INTEREST	\$65,811	ADD CAPITAL CORP.		C
SD415253	2021/02/19	NO SEC INTEREST	\$134,416	ADD CAPITAL CORP.		C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



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LAND REGISTRY OFFICE #53

73595-0174 (LT)

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SD352589	2018/03/02	CHARGE	\$1,600,000	2009 LONG LAKE HOLDINGS INC.	GROSS CAPITAL INC.	C
SD379372	2019/07/19	CHARGE	\$6,250,000	2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379373	2019/07/19	NO ASSGN RENT GEN REMARKS: SD379372. RENTS SD379372		2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379376	2019/07/19	POSTPONEMENT REMARKS: SD352589 TO SD379372		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD381948	2019/08/29	NOTICE REMARKS: SD379372	\$2	2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C
SD381949	2019/08/29	POSTPONEMENT REMARKS: SD352589 TO SD381948		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD386442	2019/11/05	NO SEC INTEREST	\$152,185	DE LAGE LANDEN FINANCIAL SERVICES CANADA INC.		C
SD393217	2020/03/04	NO SEC INTEREST	\$58,240	BLUE CHIP LEASING CORPORATION		C
SD415252	2021/02/19	NO SEC INTEREST	\$65,811	ADD CAPITAL CORP.		C
SD415253	2021/02/19	NO SEC INTEREST	\$134,416	ADD CAPITAL CORP.		C

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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND
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73595-0333 (LT)

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

PROPERTY DESCRIPTION: PCL 39000 SEC SES; PT LT 6 CON 1 MCKIM PT 9 TO 11 53R5036; T/W A ROW OVER PT 1 & 2 53R5036; S/T LT25019; GREATER SUDBURY

PROPERTY REMARKS:

ESTATE/QUALIFIER:
FEE SIMPLE
ABSOLUTE

RECENTLY:
FIRST CONVERSION FROM BOOK

OWNERS' NAMES
2009 LONG LAKE HOLDINGS INC.

CAPACITY SHARE

FIN CREATION DATE:
2003/09/22

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT INCLUDES ALL DOCUMENT TYPES (DELETED INSTRUMENTS NOT INCLUDED) **						
LT25019	1926/10/02	TRANSFER EASEMENT		INCO LIMITED	INCO LIMITED	C
		REMARKS: SMOKE EASEMENT UNDER LT881835 SHOULD BE SHOWN AS LT88183 AMENDED UNDER LT881835 , SEE SDI36430 (SHOWN AS LT88183 IS IN ERROR, SHOULD BE SHOWN AS LT881835)				
53R5036	1973/03/30	PLAN REFERENCE				C
LT674168	1990/03/16	NOTICE		THE REGIONAL MUNICIPALITY OF SUDBURY	THE REGIONAL MUNICIPALITY OF SUDBURY	C
LT679224	1990/05/22	NOTICE		THE REGIONAL MUNICIPALITY OF SUDBURY	THE REGIONAL MUNICIPALITY OF SUDBURY	C
LT717189	1991/10/02	NOTICE				C
53R17145	2002/06/12	PLAN REFERENCE				C
SD309727	2016/01/26	TRANSFER	\$2	HEALTHCARE PROPERTIES HOLDINGS LTD.	2009 LONG LAKE HOLDINGS INC.	C
		REMARKS: PLANNING ACT STATEMENTS.				
SD309728	2016/01/26	CHARGE	\$70,000,000	2009 LONG LAKE HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
SD309729	2016/01/26	NO ASSGN RENT GEN		2009 LONG LAKE HOLDINGS INC.	AMERICAN GENERAL LIFE INSURANCE COMPANY THE VARIABLE ANNUITY LIFE INSURANCE COMPANY LEXINGTON INSURANCE COMPANY	C
		REMARKS: SD309728.				
SD352589	2018/03/02	CHARGE	\$1,600,000	2009 LONG LAKE HOLDINGS INC.	GROSS CAPITAL INC.	C
SD379372	2019/07/19	CHARGE	\$6,250,000	2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C
SD379373	2019/07/19	NO ASSGN RENT GEN		2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C
		REMARKS: SD379372. RENTS SD379372				

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
NOTE: ENSURE THAT YOUR PRINTOUT STATES THE TOTAL NUMBER OF PAGES AND THAT YOU HAVE PICKED THEM ALL UP.



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LAND REGISTRY OFFICE #53

73595-0333 (LT)

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

PAGE 2 OF 2
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ON 2021/06/15 AT 15:59:33

* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT * SUBJECT TO RESERVATIONS IN CROWN GRANT *

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
SD379376	2019/07/19 REMARKS: SD352589 TO SD379372	POSTPONEMENT		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD381948	2019/08/29 REMARKS: SD379372	NOTICE	\$2	2009 LONG LAKE HOLDINGS INC.	1592106 ONTARIO INC.	C
SD381949	2019/08/29 REMARKS: SD352589 TO SD381948	POSTPONEMENT		GROSS CAPITAL INC.	1592106 ONTARIO INC.	C
SD386442	2019/11/05	NO SEC INTEREST	\$152,185	DE LAGE LANDEN FINANCIAL SERVICES CANADA INC.		C
SD393216	2020/03/04	NO SEC INTEREST	\$58,240	BLUE CHIP LEASING CORPORATION		C
SD415252	2021/02/19	NO SEC INTEREST	\$65,811	ADD CAPITAL CORP.		C
SD415253	2021/02/19	NO SEC INTEREST	\$134,416	ADD CAPITAL CORP.		C

NOTE: ADJOINING PROPERTIES SHOULD BE INVESTIGATED TO ASCERTAIN DESCRIPTIVE INCONSISTENCIES, IF ANY, WITH DESCRIPTION REPRESENTED FOR THIS PROPERTY.
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This is **Exhibit "C"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

NOMINEE AGREEMENT

THIS AGREEMENT made effective as of the 21st day of January, 2016.

B E T W E E N:

GROSS PROPERTIES INC.

OF THE FIRST PART

- and -

2413667 ONTARIO INC.

OF THE SECOND PART

- and -

2009 LONG LAKE HOLDINGS INC.
65 LARCH HOLDINGS INC.
100 COLBORNE HOLDINGS INC.
240 OLD PENETANGUISH HOLDINGS INC.
249 ONTARIO STREET HOLDINGS INC.
86 ANGELINE STREET HOLDINGS INC.
 (collectively, hereinafter called the "Nominees")

OF THE THIRD PART

WHEREAS:

- A. The Nominees have or are about to acquire an interest in the lands and premises more particularly described in Schedule "A" attached hereto (the "**Property**") as a bare trustee only, and will hold its legal interest therein in trust for and on behalf of Gross Properties Inc. and 2413667 Ontario Inc. (hereinafter collectively referred to as the "**Owners**" and each individually an "**Owner**") in accordance with each of their respective beneficial interests as set out on Schedule "B" hereto (hereinafter collectively referred to as the "**Beneficial Interests**" and each individually a "**Beneficial Interest**"), on the terms and subject to the conditions hereinafter set forth; and
- B. The Nominees were not and are not required to advance any of the funds necessary to acquire, hold or maintain the Property.

NOW THEREFORE in consideration of the mutual covenants and conditions herein contained the parties hereto do hereby agree as follows:

1. The Nominees hereby acknowledges and agrees that they will hold registered title to the Property solely as nominal title holders for the Owners and not for themselves, without any right, ownership or interest in and to the Property or in and to any mortgage

proceeds, rents, income, issues, advantages or benefits therefrom, whether or not it may have executed or may hereafter execute under direction of the Owners any contracts, notes, mortgages, leases or other agreements for the ownership and use of the Property by the occupants or users.

2. The Owners acknowledge that registered title to the Property shall, for the purpose of convenience in dealing with the Property for and on behalf of the Owners, remain in the name of the Nominees.
3. The Nominees shall remain the registered owners and hold legal title to the Property for the Owners; provided that when so requested by any of the Owners, the Nominees will convey registered title to the respective Beneficial Interest or Interests or any part or parts thereof, as applicable, to the respective Owner or Owners or their administrators, executors, successors or assigns by proper transfers of land and other transfers, and will have all other formalities complied with in order to vest registered title to such Beneficial Interest or Interests in the name of the applicable Owner or Owners or their administrators, successors and assigns, all without expense to the Nominees in connection with such transfers of land.
4. The Nominees shall promptly remit to the Owners all rents, revenues and other receipts from the Property, and all funds that are received by the Nominees (whether as registered titleholder of the Property or as a nominal party to any instrument entered into in connection with the Property). The obligation of the Nominees pursuant to the immediately preceding sentence is subject to the rights of any secured creditor, mortgagee or other person who the Nominees reasonably believe has a claim to all or any part of such funds. The Nominees shall incur no liability to any of the Owners for making any such remittance as the Nominees are directed to make pursuant to any notice received from any such creditor, mortgagee or other person, or pursuant to any standing or special instructions received from any of the Owners. The Nominees shall, at the expense and request of any of the Owners, account to any of the Owners for all funds received by the Nominees in connection with the Property.
5. The Nominees shall promptly transmit to the Owners copies of all directions, notices, claims, demands or other communications that the Nominees receive and which relate in any way to the Property. The Nominees shall promptly notify the Owners upon becoming aware of any default by any party to, or beneficiary of, any instrument relating to the Property.
6. All costs and expenses incurred by the Nominees in connection with the performance of its duties and obligations hereunder, or in connection with the holding by the Nominees of the registered title to the Property, shall be borne by the Owners, in accordance with each of the Owner's proportionate Beneficial Interest.
7. No party dealing with the Nominees in relation to the Property in any manner whatsoever and (without limiting the generality of the foregoing) no party to whom the Property or any part thereof or interest therein shall be conveyed, contracted to be sold, leased or mortgaged by the Nominees shall be obligated to investigate whether:

- (a) at the time of such dealings this Agreement was in full force and effect and was unamended;
 - (b) any document, instrument or other writing executed by the Nominee was executed in accordance with the terms and conditions of this Agreement;
 - (c) the Nominee was duly authorized and empowered to execute and deliver every such document, instrument and other writing; and
 - (d) if a conveyance has been made to a successor or successors in trust, that such successor or successors have been properly appointed and are fully vested with all the title, estate, rights, powers, duties and obligations of its or their predecessor.
8. In consideration of the Nominees accepting the responsibilities and obligations set out herein, each of the Owners hereby release the Nominees from any and all liability that the Nominees may incur in respect of any action taken by the Nominees either pursuant to the instructions of any of the Owners or pursuant to the terms of this Agreement. Each of the Owners hereby agrees to indemnify and save harmless the Nominees from any and all manner of actions, causes of action, suits, debts, obligations, accounts, bonds, covenants, contracts, claims and demands whatsoever which may arise against the Nominees by virtue of it holding registered title to the Property or by virtue of it performing its obligations hereunder or by virtue of anything arising out of any dealings with the Property.
9. There shall be no fee payable to the Nominees by the Owners.
10. The Nominees covenant and agree to do all such things and execute all documents that may hereafter be required to give effect to the purpose and intent of this Agreement.
11. The Nominees shall not be obligated to file any income tax returns with respect to the Property, but each of the Owners shall file all such returns and pay all taxes on the earnings and avails of the Property growing out of their respective Beneficial Interests.
12. This Agreement shall not be recorded or registered against the title to the Property or elsewhere except with the consent of all of the Owners.
13. Each of the Owners acknowledges that the Nominees are acting as the bare nominee and trustee for each of the Owners, holding legal title to their respective Beneficial Interest, for and on behalf of each Owner.
14. All notices or other communications and deliveries required by this Agreement or desired to be given or made by any of the parties hereto shall be sufficiently given if personally delivered or if mailed by registered mail, receipt requested, addressed to any or all of the Owners, c/o Gross Capital Group, 200 Ronson Drive, Suite 103 Toronto, ON M9L 1R5 or any or all of the Nominees at 200 Ronson Drive, Suite 103 Toronto, ON M9L 1R5 or to such other address of which written notice is given. Each such notice, communication or delivery shall be deemed delivered on the date of delivery (if personally delivered) or

on the third business day following the date of mailing thereof (if mailed). Notwithstanding the foregoing, notice given by mail during a strike or other generally recognized disruption in mail service shall not be effective until actually received.

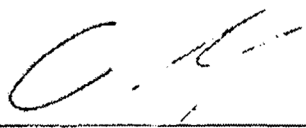
15. This Agreement may be amended, revoked or terminated only by written agreement executed by both parties hereto.
16. Except as herein otherwise provided to the contrary, this Agreement shall be binding upon and enure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors and assigns.

IN WITNESS WHEREOF the parties hereto have duly executed the within Agreement as of the date first written above.

[REMAINDER OF PAGE LEFT BLANK AND SIGNATURE PAGE TO FOLLOW]

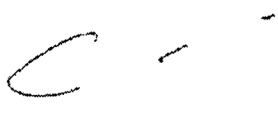
IN WITNESS WHEREOF this agreement has been duly executed by the parties hereto as at the 21st day of January, 2016.

2009 LONG LAKE HOLDINGS INC.
(Nominee)

Per: 


Name: Mark C. Gross
Title: President
I have the authority to bind the corporation

65 LARCH HOLDINGS INC.
(Nominee)

Per: 

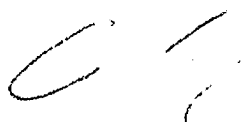
Name: Mark C. Gross
Title: President
I have the authority to bind the corporation

100 COLBORNE HOLDINGS INC.
(Nominee)

Per: 

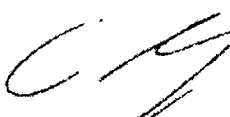
Name: Mark C. Gross
Title: President
I have the authority to bind the corporation

**240 OLD PENETANGUISE HOLDINGS
INC.**
(Nominee)

Per: 


Name: Mark C. Gross
Title: President
*I have the authority to bind the
corporation*

249 ONTARIO STREET HOLDINGS INC.
(Nominee)

Per: 

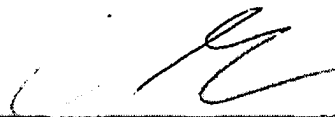
Name: Mark C. Gross
Title: President
*I have the authority to bind the
corporation*

86 ANGELINE STREET HOLDINGS INC.
(Nominee)

Per: 

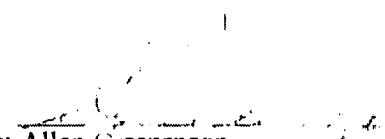
Name: Mark C. Gross
Title: President
*I have the authority to bind the
corporation*

GROSS PROPERTIES INC.

Per: 

Name: Mark C. Gross
Title: Vice-President
I have the authority to bind the corporation

2413667 ONTARIO INC.

Per: 

Name: Allen Greenspoon
Title: President
I have the authority to bind the corporation

SCHEDULE "A"
LEGAL DESCRIPTION

1. Property 1:

Municipal Address: 100 Colborne Street West and 77 Wyandotte Street, Orillia, ON

Legal Description:

Parcel 1: PIN 58650-0115 (LT)

PT LT 10-15, 17 BLK C PL 228 ORILLIA PT 3, 4 & 5, 51R10372; ORILLIA

Parcel 2: PIN 58644-0014 (LT)

LT 16 BLK G PL 228 ORILLIA; PT LT 15 BLK G PL 228 ORILLIA AS IN
RO1453448; ORILLIA

2. Property 2

Municipal Address: 65 Larch Street, Sudbury, ON

Legal Description:

Parcel 1: PIN 73584-0077 (LT)

LT 23 BLK A PL 3SA MCKIM; GREATER SUDBURY

Parcel 2: PIN 73584-0078 (LT)

LT 20-22 BLK A PL 3SA MCKIM; GREATER SUDBURY

Parcel 3: PIN 73584-0097 (LT)

PT N1/2 LT 5 CON 3 MCKIM AS IN S81426 (SECONDLY & THIRDLY); GREATER
SUDBURY

3. Property 3:

Municipal Address: 240 Penetanguishene Road, Midland, ON

Legal Description: PIN 58454-0029 (LT)

PT E1/2 LT 106 CON 1 WPR TINY; PT LT 107 CON 1 WPR TINY PT 3 & 4, 51R18477 & PT
4, 5, 6, 7 & 10 R1026 EXCEPT 51R3985; T/W & S/T RO1045345; MIDLAND

4. **Property 4:**

Municipal Address: 2009 Long Lake Road, Sudbury, ON

Legal Description:

Parcel 1: PIN 73595-0102 (LT)

PCL 8259 SEC SES; PT LT 6 CON 1 MCKIM EXCEPT LT52588, LT53059, LT109847, PT 7 53R4520 & PT 4 53R13501; S/T LT25019; GREATER SUDBURY

Parcel 2: PIN 73595-0174 (LT)

PCL 39445 SEC SES; PT LT 6 CON 1 MCKIM PT 3 TO 7 & 12 TO 15 53R5036; PT LT 6 CON 1 MCKIM PT 5 53R13501; S/T PT 2 & 3 53R13501 AS IN LT717184; S/T LT25019, LT735739; GREATER SUDBURY

Parcel 3: PIN 73595-0333 (LT)

PCL 39000 SEC SES; PT LT 6 CON 1 MCKIM PT 9 TO 11 53R5036; T/W A ROW OVER PT 1 & 2 53R5036; S/T LT25019; GREATER SUDBURY

5. **Property 5:**

Municipal Address: 249 Ontario Street, Port Hope

Legal Description:

PIN: 51078 - 0317

LT 15 E/S ONTARIO ST PL 11 PORT HOPE; PT LT 14 E/S ONTARIO ST, 16 E/S ONTARIO ST, 17 E/S ONTARIO ST, 12 W/S WELLINGTON ST, 13 W/S WELLINGTON ST PL 11 PORT HOPE PT 1 9R2679; S/T PH75108; PORT HOPE

6. **Property 6:**

Municipal Address: 86 Angeline Street South, Lindsay

Legal Description:

Parcel 1: PIN: 63236 - 0017

PT PARKLT A PL 8P AS IN R234666; CITY OF KAWARTHA LAKES

Parcel 2: PIN: 63236 - 0122

PT PARKLT A, PT PARKLT J PLAN 8P DESIGNATED PT 1 57R5672; EXCEPT PT 1 57R9230; CITY OF KAWARTHA LAKES

SCHEDULE "B"

Nominee	Property	Beneficial Owner	Percentage of Investment and Beneficial Interest
2009 Long Lake Holdings Inc.	2009 Long Lake Road, Sudbury, Ontario	Gross Properties Inc.	80%
		2413667 Ontario Inc.	20%
65 Larch Holdings Inc.	65 Larch Street, Sudbury, Ontario	Gross Properties Inc.	80%
		2413667 Ontario Inc.	20%
100 Colborne Holdings Inc.	100 Colborne Street and 77 Wyandotte Street, Orillia, Ontario	Gross Properties Inc.	80%
		2413667 Ontario Inc.	20%
240 Pentanguishene Road, Midland, Ontario	240 Old Penetanguish Holdings Inc.	Gross Properties Inc.	80%
		2413667 Ontario Inc.	20%
86 Angeline Street South, Lindsay, Ontario	86 Angeline Street Holdings Inc.	Gross Properties Inc.	80%
		2413667 Ontario Inc.	20%
249 Ontario Street Holdings Inc.	249 Ontario Street, Port Hope, Ontario	Gross Properties Inc.	80%
		2413667 Ontario Inc.	20%

NOMINEE AGREEMENT

THIS AGREEMENT made effective as of the 21st day of January, 2016.

B E T W E E N:

2413667 ONTARIO INC.

OF THE FIRST PART

- and -

180 VINE PURCHASER INC.

OF THE SECOND PART

- and -

180 VINE INC.

(hereinafter called the "Nominee")

OF THE THIRD PART

WHEREAS:

- A. The Nominee has or is about to acquire an interest in the lands and premises municipally known as 180 Vine Street South, St. Catharines, Ontario and more particularly described in Schedule "A" attached hereto (the "**Property**") as a bare trustee only, and will hold its legal interest therein in trust for and on behalf of 2413667 Ontario Inc. and 180 Vine Purchaser Inc. (hereinafter collectively referred to as the "**Owners**" and each individually an "**Owner**") in accordance with each of their respective beneficial interests as set out on Schedule "B" hereto (hereinafter collectively referred to as the "**Beneficial Interests**" and each individually a "**Beneficial Interest**"), on the terms and subject to the conditions hereinafter set forth; and
- B. The Nominee was not and is not required to advance any of the funds necessary to acquire, hold or maintain the Property.

NOW THEREFORE in consideration of the mutual covenants and conditions herein contained the parties hereto do hereby agree as follows:

1. The Nominee hereby acknowledges and agrees that it will hold registered title to the Property solely as nominal title holder for the Owners and not for itself, without any right, ownership or interest in and to the Property or in and to any mortgage proceeds, rents, income, issues, advantages or benefits therefrom, whether or not it may have executed or may hereafter execute under direction of the Owners any contracts, notes,

mortgages, leases or other agreements for the ownership and use of the Property by the occupants or users.

2. The Owners acknowledge that registered title to the Property shall, for the purpose of convenience in dealing with the Property for and on behalf of the Owners, remain in the name of the Nominee.
3. The Nominee shall remain the registered owner and hold legal title to the Property for the Owners; provided that when so requested by any of the Owners, the Nominee will convey registered title to the respective Beneficial Interest or Interests or any part or parts thereof, as applicable, to the respective Owner or Owners or their administrators, executors, successors or assigns by proper transfers of land and other transfers, and will have all other formalities complied with in order to vest registered title to such Beneficial Interest or Interests in the name of the applicable Owner or Owners or their administrators, successors and assigns, all without expense to the Nominee in connection with such transfers of land.
4. The Nominee shall promptly remit to the Owners all rents, revenues and other receipts from the Property, and all funds that are received by the Nominee (whether as registered titleholder of the Property or as a nominal party to any instrument entered into in connection with the Property). The obligation of the Nominee pursuant to the immediately preceding sentence is subject to the rights of any secured creditor, mortgagee or other person who the Nominee reasonably believes has a claim to all or any part of such funds. The Nominee shall incur no liability to any of the Owners for making any such remittance as the Nominee is directed to make pursuant to any notice received from any such creditor, mortgagee or other person, or pursuant to any standing or special instructions received from any of the Owners. The Nominee shall, at the expense and request of any of the Owners, account to any of the Owners for all funds received by the Nominee in connection with the Property.
5. The Nominee shall promptly transmit to the Owners copies of all directions, notices, claims, demands or other communications that the Nominee receives and which relate in any way to the Property. The Nominee shall promptly notify the Owners upon becoming aware of any default by any party to, or beneficiary of, any instrument relating to the Property.
6. All costs and expenses incurred by the Nominee in connection with the performance of its duties and obligations hereunder, or in connection with the holding by the Nominee of the registered title to the Property, shall be borne by the Owners, in accordance with each of the Owner's proportionate Beneficial Interest.
7. No party dealing with the Nominee in relation to the Property in any manner whatsoever and (without limiting the generality of the foregoing) no party to whom the Property or any part thereof or interest therein shall be conveyed, contracted to be sold, leased or mortgaged by the Nominee shall be obligated to investigate whether:

- (a) at the time of such dealings this Agreement was in full force and effect and was unamended;
 - (b) any document, instrument or other writing executed by the Nominee was executed in accordance with the terms and conditions of this Agreement;
 - (c) the Nominee was duly authorized and empowered to execute and deliver every such document, instrument and other writing; and
 - (d) if a conveyance has been made to a successor or successors in trust, that such successor or successors have been properly appointed and are fully vested with all the title, estate, rights, powers, duties and obligations of its or their predecessor.
8. In consideration of the Nominee accepting the responsibilities and obligations set out herein, each of the Owners hereby releases the Nominee from any and all liability that the Nominee may incur in respect of any action taken by the Nominee either pursuant to the instructions of any of the Owners or pursuant to the terms of this Agreement. Each of the Owners hereby agrees to indemnify and save harmless the Nominee from any and all manner of actions, causes of action, suits, debts, obligations, accounts, bonds, covenants, contracts, claims and demands whatsoever which may arise against the Nominee by virtue of it holding registered title to the Property or by virtue of it performing its obligations hereunder or by virtue of anything arising out of any dealings with the Property.
9. There shall be no fee payable to the Nominee by the Owners.
10. The Nominee covenants and agrees to do all such things and execute all documents that may hereafter be required to give effect to the purpose and intent of this Agreement.
11. The Nominee shall not be obligated to file any income tax returns with respect to the Property, but each of the Owners shall file all such returns and pay all taxes on the earnings and avails of the Property growing out of their respective Beneficial Interests.
12. This Agreement shall not be recorded or registered against the title to the Property or elsewhere except with the consent of all of the Owners.
13. Each of the Owners acknowledges that the Nominee is acting as the bare nominee and trustee for each of the Owners, holding legal title to their respective Beneficial Interest, for and on behalf of each Owner.
14. All notices or other communications and deliveries required by this Agreement or desired to be given or made by any of the parties hereto shall be sufficiently given if personally delivered or if mailed by registered mail, receipt requested, addressed to any or all of the Owners, c/o Gross Capital Group, 200 Ronson Drive, Suite 103 Toronto, ON M9L 1R5 or the Nominee at 200 Ronson Drive, Suite 103 Toronto, ON M9L 1R5 or to such other address of which written notice is given. Each such notice, communication or delivery shall be deemed delivered on the date of delivery (if personally delivered) or on the third

business day following the date of mailing thereof (if mailed). Notwithstanding the foregoing, notice given by mail during a strike or other generally recognized disruption in mail service shall not be effective until actually received.

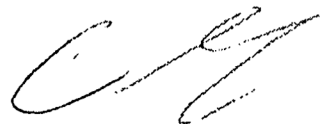
15. This Agreement may be amended, revoked or terminated only by written agreement executed by both parties hereto.
16. Except as herein otherwise provided to the contrary, this Agreement shall be binding upon and enure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors and assigns.

IN WITNESS WHEREOF the parties hereto have duly executed the within Agreement as of the date first written above.

[REMAINDER OF PAGE LEFT BLANK AND SIGNATURE PAGE TO FOLLOW]

180 VINE INC.
(Nominee)

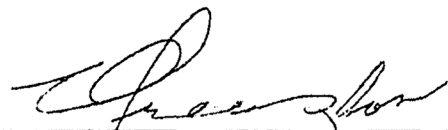
Per:



Name: Mark C. Gross
Title: President
*I have the authority to bind the
corporation*

2413667 ONTARIO INC.

Per:



Name: Allen Greenspoon
Title: President
*I have the authority to bind the
corporation*

180 VINE PURCHASER INC.

Per:



Name: Fausto Carnicelli
Title: Secretary
*I have the authority to bind the
corporation*

SCHEDULE "A"**LEGAL DESCRIPTION**

MUNICIPAL ADDRESS: 180 Vine Street South, St. Catharines, Ontario

PIN: PIN 46272-0086 (LT)

LEGAL DESCRIPTION: PT LT 7, 9-10 BLK D CY PL 46 GRANTHAM; PT BLK A CY PL 79 GRANTHAM; PT BLK A, B CY PL 80 GRANTHAM; PT UNNAMED ST CY PL 46 GRANTHAM , CLOSED BY RO407053, PT 1 30R2209 EXCEPT PT 1 30R3734, PT 1 30R6493, & PT 1 30R7456; ST. CATHARINES

SCHEDULE "B"

Name	Percentage of Investment and Beneficial Interest
2413667 ONTARIO INC.	50%
180 VINE PURCHASER INC.	50%
Total	100%

NOMINEE AGREEMENT

THIS AGREEMENT made effective as of the 22nd day of September, 2015.

B E T W E E N:

2413667 ONTARIO INC.

OF THE FIRST PART

- and -

GROSS PROPERTIES INC.

OF THE SECOND PART

- and -

2478658 ONTARIO LTD.

(hereinafter called the "Nominee")

OF THE THIRD PART

WHEREAS:

- A. The Nominee has or is about to acquire an interest in the lands and premises municipally known as 849 Alexander, Peterborough, Ontario and more particularly described in Schedule "A" attached hereto (the "**Property**") as a bare trustee only, and will hold its legal interest therein in trust for and on behalf of 2413667 Ontario Inc. and Gross Properties Inc. (hereinafter collectively referred to as the "**Owners**" and each individually an "**Owner**") in accordance with each of their respective beneficial interests as set out on Schedule "B" hereto (hereinafter collectively referred to as the "**Beneficial Interests**" and each individually a "**Beneficial Interest**"), on the terms and subject to the conditions hereinafter set forth; and
- B. The Nominee was not and is not required to advance any of the funds necessary to acquire, hold or maintain the Property.

NOW THEREFORE in consideration of the mutual covenants and conditions herein contained the parties hereto do hereby agree as follows:

- 1. The Nominee hereby acknowledges and agrees that it will hold registered title to the Property solely as nominal title holder for the Owners and not for itself, without any right, ownership or interest in and to the Property or in and to any mortgage proceeds, rents, income, issues, advantages or benefits therefrom, whether or not it may have executed or may hereafter execute under direction of the Owners any contracts, notes,

mortgages, leases or other agreements for the ownership and use of the Property by the occupants or users.

2. The Owners acknowledge that registered title to the Property shall, for the purpose of convenience in dealing with the Property for and on behalf of the Owners, remain in the name of the Nominee.
3. The Nominee shall remain the registered owner and hold legal title to the Property for the Owners; provided that when so requested by any of the Owners, the Nominee will convey registered title to the respective Beneficial Interest or Interests or any part or parts thereof, as applicable, to the respective Owner or Owners or their administrators, executors, successors or assigns by proper transfers of land and other transfers, and will have all other formalities complied with in order to vest registered title to such Beneficial Interest or Interests in the name of the applicable Owner or Owners or their administrators, successors and assigns, all without expense to the Nominee in connection with such transfers of land.
4. The Nominee shall promptly remit to the Owners all rents, revenues and other receipts from the Property, and all funds that are received by the Nominee (whether as registered titleholder of the Property or as a nominal party to any instrument entered into in connection with the Property). The obligation of the Nominee pursuant to the immediately preceding sentence is subject to the rights of any secured creditor, mortgagee or other person who the Nominee reasonably believes has a claim to all or any part of such funds. The Nominee shall incur no liability to any of the Owners for making any such remittance as the Nominee is directed to make pursuant to any notice received from any such creditor, mortgagee or other person, or pursuant to any standing or special instructions received from any of the Owners. The Nominee shall, at the expense and request of any of the Owners, account to any of the Owners for all funds received by the Nominee in connection with the Property.
5. The Nominee shall promptly transmit to the Owners copies of all directions, notices, claims, demands or other communications that the Nominee receives and which relate in any way to the Property. The Nominee shall promptly notify the Owners upon becoming aware of any default by any party to, or beneficiary of, any instrument relating to the Property.
6. All costs and expenses incurred by the Nominee in connection with the performance of its duties and obligations hereunder, or in connection with the holding by the Nominee of the registered title to the Property, shall be borne by the Owners, in accordance with each of the Owner's proportionate Beneficial Interest.
7. No party dealing with the Nominee in relation to the Property in any manner whatsoever and (without limiting the generality of the foregoing) no party to whom the Property or any part thereof or interest therein shall be conveyed, contracted to be sold, leased or mortgaged by the Nominee shall be obligated to investigate whether:

- (a) at the time of such dealings this Agreement was in full force and effect and was unamended;
 - (b) any document, instrument or other writing executed by the Nominee was executed in accordance with the terms and conditions of this Agreement;
 - (c) the Nominee was duly authorized and empowered to execute and deliver every such document, instrument and other writing; and
 - (d) if a conveyance has been made to a successor or successors in trust, that such successor or successors have been properly appointed and are fully vested with all the title, estate, rights, powers, duties and obligations of its or their predecessor.
8. In consideration of the Nominee accepting the responsibilities and obligations set out herein, each of the Owners hereby releases the Nominee from any and all liability that the Nominee may incur in respect of any action taken by the Nominee either pursuant to the instructions of any of the Owners or pursuant to the terms of this Agreement. Each of the Owners hereby agrees to indemnify and save harmless the Nominee from any and all manner of actions, causes of action, suits, debts, obligations, accounts, bonds, covenants, contracts, claims and demands whatsoever which may arise against the Nominee by virtue of it holding registered title to the Property or by virtue of it performing its obligations hereunder or by virtue of anything arising out of any dealings with the Property.
9. There shall be no fee payable to the Nominee by the Owners.
10. The Nominee covenants and agrees to do all such things and execute all documents that may hereafter be required to give effect to the purpose and intent of this Agreement.
11. The Nominee shall not be obligated to file any income tax returns with respect to the Property, but each of the Owners shall file all such returns and pay all taxes on the earnings and avails of the Property growing out of their respective Beneficial Interests.
12. This Agreement shall not be recorded or registered against the title to the Property or elsewhere except with the consent of all of the Owners.
13. Each of the Owners acknowledges that the Nominee is acting as the bare nominee and trustee for each of the Owners, holding legal title to their respective Beneficial Interest, for and on behalf of each Owner.
14. All notices or other communications and deliveries required by this Agreement or desired to be given or made by any of the parties hereto shall be sufficiently given if personally delivered or if mailed by registered mail, receipt requested, addressed to any or all of the Owners, c/o Gross Capital Group, 200 Ronson Drive, Suite 103 Toronto, ON M9L 1R5 or the Nominee at 200 Ronson Drive, Suite 103 Toronto, ON M9L 1R5 or to such other address of which written notice is given. Each such notice, communication or delivery shall be deemed delivered on the date of delivery (if personally delivered) or on the third

business day following the date of mailing thereof (if mailed). Notwithstanding the foregoing, notice given by mail during a strike or other generally recognized disruption in mail service shall not be effective until actually received.

15. This Agreement may be amended, revoked or terminated only by written agreement executed by both parties hereto.
16. Except as herein otherwise provided to the contrary, this Agreement shall be binding upon and enure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors and assigns.

IN WITNESS WHEREOF the parties hereto have duly executed the within Agreement as of the date first written above.

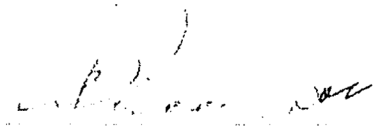
[REMAINDER OF PAGE LEFT BLANK AND SIGNATURE PAGE TO FOLLOW]

2478658 ONTARIO LTD.
(Nominee)

Per: 

Name: Mark C. Gross
Title: President
I have the authority to bind the corporation

2413667 ONTARIO INC.

Per: 

Name: Allen Greenspoon
Title: President
I have the authority to bind the corporation

GROSS PROPERTIES INC.

Per: 

Name: Mark C. Gross
Title: Vice-President
I have the authority to bind the corporation

SCHEDULE "A"**LEGAL DESCRIPTION**

MUNICIPAL ADDRESS: 849 Alexander, Peterborough, Ontario


PIN: PIN 28061-0157 (LT)

LEGAL DESCRIPTION: PT LTS 3 & 4, PL 23Q, PART 1&2, 45R647, NORTH
MONAGHAN ; PETERBOROUGH

SCHEDULE "B"

Name	Percentage of Investment and Beneficial Interest
2413667 ONTARIO INC.	20%
GROSS PROPERTIES INC.	80%
Total	100%

This is **Exhibit "D"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021


A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date	
1775235	SOUTHMOUNT HEALTHCARE CENTRE INC.	2008/09/05	
		Jurisdiction	
		ONTARIO	
Corporation Type	Corporation Status	Former Jurisdiction	
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE	
Registered Office Address	Date Amalgamated	Amalgamation Ind.	
421 BRANT STREET	NOT APPLICABLE	NOT APPLICABLE	
BURLINGTON ONTARIO CANADA L7R 2G3	New Amal. Number	Notice Date	
	NOT APPLICABLE	NOT APPLICABLE	
Mailing Address	Letter Date	NOT APPLICABLE	
421 BRANT STREET			
Suite # 201 BURLINGTON ONTARIO CANADA L7R 2G3	Revival Date	Continuation Date	
	NOT APPLICABLE	NOT APPLICABLE	
	Transferred Out Date	Cancel/Inactive Date	
	NOT APPLICABLE	NOT APPLICABLE	
	EP Licence Eff.Date	EP Licence Term.Date	
	NOT APPLICABLE	NOT APPLICABLE	
	Number of Directors Minimum Maximum	Date Commenced in Ontario	Date Ceased in Ontario
	00001 00005	NOT APPLICABLE	NOT APPLICABLE
Activity Classification			
NOT AVAILABLE			

CORPORATION PROFILE REPORT

Ontario Corp Number

1775235

Corporation Name

SOUTHMOUNT HEALTHCARE CENTRE INC.

Corporate Name History**Effective Date**

SOUTHMOUNT HEALTHCARE CENTRE INC.

2018/02/02

CARRIAGE GATE GROUP INC.

2008/09/05

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Administrator:**Name (Individual / Corporation)**

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2016/01/26

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type**Resident Canadian**

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

1775235

Corporation Name

SOUTHMOUNT HEALTHCARE CENTRE INC.

Administrator:

Name (Individual / Corporation)

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2016/01/26

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 103
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2016/01/26

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

1775235

Corporation Name

SOUTHMOUNT HEALTHCARE CENTRE INC.

**Administrator:
Name (Individual / Corporation)**

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 103
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2016/01/26

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

1775235

Corporation Name

SOUTHMOUNT HEALTHCARE CENTRE INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2015	1C	2018/04/01 (ELECTRONIC FILING)

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ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

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This is **Exhibit "E"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
1743738	180 VINE INC.	2007/08/07
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	VOLUNTARY DISSOLUTION	NOT AVAILABLE
Registered Office Address	Date Amalgamated	Amalgamation Ind.
200 RONSON DRIVE	NOT APPLICABLE	NOT APPLICABLE
Suite # 201 TORONTO ONTARIO CANADA M9W 5Z9	New Amal. Number	Notice Date
	NOT APPLICABLE	NOT APPLICABLE
Mailing Address	Letter Date	
200 RONSON DRIVE	NOT APPLICABLE	
Suite # 201 TORONTO ONTARIO CANADA M9W 5Z9	Revival Date	Continuation Date
	NOT APPLICABLE	NOT AVAILABLE
	Transferred Out Date	Cancel/Inactive Date
	NOT APPLICABLE	2019/05/01
	EP Licence Eff.Date	EP Licence Term.Date
	NOT APPLICABLE	NOT APPLICABLE
	Number of Directors Minimum Maximum	Date Commenced in Ontario
	00001 00010	NOT APPLICABLE
Activity Classification		Date Ceased in Ontario
NOT AVAILABLE		NOT APPLICABLE

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1743738	180 VINE INC.

Corporate Name History	Effective Date
180 VINE INC.	2007/08/07

Current Business Name(s) Exist:	NO
Expired Business Name(s) Exist:	NO

**Administrator:
Name (Individual / Corporation)**

FAUSTO
CARNICELLI

Address

421 BRANT STREET
Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began	First Director
2016/01/26	NOT APPLICABLE

Designation	Officer Type	Resident Canadian
DIRECTOR		Y

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1743738	180 VINE INC.

Administrator: Name (Individual / Corporation)	Address
FAUSTO CARNICELLI	421 BRANT STREET Suite # 201 BURLINGTON ONTARIO CANADA L7R 2G3

Date Began	First Director	Resident Canadian
2016/01/26	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	SECRETARY	Y

Administrator: Name (Individual / Corporation)	Address
MARK C. GROSS	200 RONSON DRIVE Suite # 201 TORONTO ONTARIO CANADA M9W 5Z9

Date Began	First Director	Resident Canadian
2007/08/07	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
DIRECTOR		Y

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1743738	180 VINE INC.

Administrator: Name (Individual / Corporation)	Address
MARK C. GROSS	200 RONSON DRIVE Suite # 201 TORONTO ONTARIO CANADA M9W 5Z9

Date Began	First Director	Resident Canadian
2007/08/07	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	PRESIDENT	Y

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1743738	180 VINE INC.

Last Document Recorded		
Act/Code	Description	Date
BCA	ARTICLES OF DISSOLUTION	2019/05/01

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CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2399028	180 VINE PURCHASER INC.	2013/12/09
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address		Date Amalgamated
200 RONSON DRIVE		NOT APPLICABLE
		Amalgamation Ind.
		NOT APPLICABLE
		New Amal. Number
		NOT APPLICABLE
		Notice Date
		NOT APPLICABLE
		Letter Date
		NOT APPLICABLE
Mailing Address		Revival Date
200 RONSON DRIVE		NOT APPLICABLE
		Continuation Date
		NOT APPLICABLE
		Transferred Out Date
		NOT APPLICABLE
		Cancel/Inactive Date
		NOT APPLICABLE
		EP Licence Eff.Date
		NOT APPLICABLE
		EP Licence Term.Date
		NOT APPLICABLE
		Date Commenced in Ontario
		NOT APPLICABLE
		Date Ceased in Ontario
		NOT APPLICABLE
Activity Classification	Number of Directors Minimum Maximum	
NOT AVAILABLE	00001 00010	NOT APPLICABLE

CORPORATION PROFILE REPORT

Ontario Corp Number

2399028

Corporation Name

180 VINE PURCHASER INC.

Corporate Name History

180 VINE PURCHASER INC.

Effective Date

2013/12/09

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

**Administrator:
Name (Individual / Corporation)**

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2016/01/26

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

CORPORATION PROFILE REPORT

Ontario Corp Number

2399028

Corporation Name

180 VINE PURCHASER INC.

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2013/12/09

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2013/12/09

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2399028	180 VINE PURCHASER INC.

Last Document Recorded		Form	Date
Act/Code	Description		
CIA	ANNUAL RETURN 2018	1C	2019/04/14 (ELECTRONIC FILING)

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This is **Exhibit "F"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

Properties

PIN 46272 - 0086 LT *Interest/Estate* Fee Simple
Description PT LT 7, 9-10 BLK D CY PL 46 GRANTHAM; PT BLK A CY PL 79 GRANTHAM; PT BLK A, B CY PL 80 GRANTHAM; PT UNNAMED ST CY PL 46 GRANTHAM, CLOSED BY RO407053, PT 1 30R2209 EXCEPT PT 1 30R3734, PT 1 30R6493, & PT 1 30R7456; ST. CATHARINES
Address ST. CATHARINES

Consideration

Consideration \$2.00

Transferor(s)

The transferor(s) hereby transfers the land to the transferee(s).

Name HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO AS REPRESENTED BY THE MINISTER OF GOVERNMENT AND CONSUMER SERVICES
Address for Service c/o Infrastructure Ontario
 1 Dundas Street West, Suite 2000
 Toronto, ON M5G 1Z3

Attention: Legal Services

This document is not authorized under Power of Attorney by this party.

This document is being authorized by a representative of the Crown.

Transferee(s)*Capacity**Share*

Name 180 VINE PURCHASER INC.
Address for Service c/o Fogler, Rubinoff LLP
 77 King Street West
 Suite 3000, P.O. Box 95
 TD Centre North Tower
 Toronto, ON M5K 1G8

Statements

The land is being acquired or disposed of by the Crown in Right of Ontario or the Crown in Right of Canada, including any Crown corporation, or any agency, board or commission of the Crown; or a municipal corporation.

Signed By

Jenelle Ariana Kiera Mc Calla 1 Dundas Street West Suite 2000 acting for Signed 2020 08 13
 Toronto Transferor(s)
 M5G 1Z3

Tel 416-327-3937

Fax 416-327-1906

I have the authority to sign and register the document on behalf of the Transferor(s).

Michael Jerome Coleman 77 King Street West Suite 3000 PO acting for Signed 2020 08 13
 Box 95 TD Centre Transferee(s)
 Toronto
 M5K 1G8

Tel 416-864-9700

Fax 416-941-8852

I have the authority to sign and register the document on behalf of the Transferee(s).

Submitted By

FOGLER, RUBINOFF LLP 77 King Street West Suite 3000 PO 2020 08 13
 Box 95 TD Centre
 Toronto
 M5K 1G8

Tel 416-864-9700

Fax 416-941-8852

Fees/Taxes/Payment

Statutory Registration Fee	\$65.05
Provincial Land Transfer Tax	\$0.00
Total Paid	\$65.05

File Number

Transferor Client File Number : FCP2020012 - 180 VINE PURCHASER INC.

LAND TRANSFER TAX STATEMENTS

In the matter of the conveyance of: 46272 - 0086 PT LT 7, 9-10 BLK D CY PL 46 GRANTHAM; PT BLK A CY PL 79 GRANTHAM; PT BLK A, B CY PL 80 GRANTHAM; PT UNNAMED ST CY PL 46 GRANTHAM ,
CLOSED BY RO407053, PT 1 30R2209 EXCEPT PT 1 30R3734, PT 1 30R6493, &
PT 1 30R7456; ST. CATHARINES

BY: HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO AS REPRESENTED BY THE MINISTER OF GOVERNMENT AND
CONSUMER SERVICES

TO: 180 VINE PURCHASER INC.

1. MARK GROSS

I am

- (a) A person in trust for whom the land conveyed in the above-described conveyance is being conveyed;
- (b) A trustee named in the above-described conveyance to whom the land is being conveyed;
- (c) A transferee named in the above-described conveyance;
- (d) The authorized agent or solicitor acting in this transaction for _____ described in paragraph(s) () above.
- (e) The President, Vice-President, Manager, Secretary, Director, or Treasurer authorized to act for 180 VINE PURCHASER INC. described in paragraph(s) (c) above.
- (f) A transferee described in paragraph () and am making these statements on my own behalf and on behalf of _____ who is my spouse described in paragraph () and as such, I have personal knowledge of the facts herein deposed to.

3. The total consideration for this transaction is allocated as follows:

(a) Monies paid or to be paid in cash	\$2.00
(b) Mortgages (i) assumed (show principal and interest to be credited against purchase price)	\$0.00
(ii) Given Back to Vendor	\$0.00
(c) Property transferred in exchange (detail below)	\$0.00
(d) Fair market value of the land(s)	\$0.00
(e) Liens, legacies, annuities and maintenance charges to which transfer is subject	\$0.00
(f) Other valuable consideration subject to land transfer tax (detail below)	\$0.00
(g) Value of land, building, fixtures and goodwill subject to land transfer tax (total of (a) to (f))	\$2.00
(h) VALUE OF ALL CHATTELS -items of tangible personal property	\$0.00
(i) Other considerations for transaction not included in (g) or (h) above	\$0.00
(j) Total consideration	\$2.00

4.

Explanation for nominal considerations:
s) other: No legal change of ownership

5. The land is subject to encumbrance

6. Other remarks and explanations, if necessary.

- The information prescribed for purposes of section 5.0.1 of the Land Transfer Tax Act is not required to be provided for this conveyance.
- The transferee(s) has read and considered the definitions of "designated land", "foreign corporation", "foreign entity", "foreign national", "specified region" and "taxable trustee" as set out in subsection 1(1) of the Land Transfer Tax Act. The transferee(s) declare that this conveyance is not subject to additional tax as set out in subsection 2(2.1) of the Act because:
- (c) The transferee(s) is not a "foreign entity" or a "taxable trustee".
- The transferee(s) declare that they will keep at their place of residence in Ontario (or at their principal place of business in Ontario) such documents, records and accounts in such form and containing such information as will enable an accurate determination of the taxes payable under the Land Transfer Tax Act for a period of at least seven years.
- The transferee(s) agree that they or the designated custodian will provide such documents, records and accounts in such form and containing such information as will enable an accurate determination of the taxes payable under the Land Transfer Tax Act, to the Ministry of Finance upon request.

PROPERTY Information Record

A. Nature of Instrument: Transfer
LRO 30 Registration No. NR549022 Date: 2020/08/13


B. Property(s): PIN 46272 - 0086 Address ST. CATHARINES Assessment 2629030 - 01003800
Roll No

C. Address for Service: c/o Fogler, Rubinoff LLP
77 King Street West
Suite 3000, P.O. Box 95
TD Centre North Tower
Toronto, ON M5K 1G8

D. (i) Last Conveyance(s): PIN 46272 - 0086 Registration No. NR155824
(ii) Legal Description for Property Conveyed: Same as in last conveyance? Yes No Not known

E. Tax Statements Prepared By: Michael Jerome Coleman
77 King Street West Suite 3000 PO Box 95 TD Centre
Toronto M5K 1G8

This is **Exhibit "G"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021


A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2478658	2478658 ONTARIO LTD.	2015/08/12
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address	Date Amalgamated	Amalgamation Ind.
421 BRANT STREET	NOT APPLICABLE	NOT APPLICABLE
Suite # 201 BURLINGTON ONTARIO CANADA L7R 2G3	New Amal. Number	Notice Date
	NOT APPLICABLE	NOT APPLICABLE
Mailing Address	Letter Date	NOT APPLICABLE
421 BRANT STREET		
Suite # 201 BURLINGTON ONTARIO CANADA L7R 2G3	Revival Date	Continuation Date
	NOT APPLICABLE	NOT APPLICABLE
	Transferred Out Date	Cancel/Inactive Date
	NOT APPLICABLE	NOT APPLICABLE
	EP Licence Eff.Date	EP Licence Term.Date
	NOT APPLICABLE	NOT APPLICABLE
	Number of Directors	
	Minimum	Maximum
	00001	00010
Activity Classification	Date Commenced in Ontario	Date Ceased in Ontario
NOT AVAILABLE	NOT APPLICABLE	NOT APPLICABLE

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2478658	2478658 ONTARIO LTD.

Corporate Name History	Effective Date
2478658 ONTARIO LTD.	2015/08/12

Current Business Name(s) Exist:	NO
Expired Business Name(s) Exist:	NO

Administrator: Name (Individual / Corporation)	Address
FAUSTO CARNICELLI	421 BRANT STREET Suite # 201 BURLINGTON ONTARIO CANADA L7R 2G3

Date Began	First Director	
2015/08/12	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
DIRECTOR		Y

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2478658	2478658 ONTARIO LTD.

Administrator: Name (Individual / Corporation)	Address
FAUSTO CARNICELLI	421 BRANT STREET Suite # 201 BURLINGTON ONTARIO CANADA L7R 2G3

Date Began	First Director	Resident Canadian
2015/08/12	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	SECRETARY	Y

Administrator: Name (Individual / Corporation)	Address
MARK C. GROSS	200 RONSON DRIVE Suite # 103 TORONTO ONTARIO CANADA M9W 5Z9

Date Began	First Director	Resident Canadian
2016/01/26	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
DIRECTOR		Y

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2478658	2478658 ONTARIO LTD.

Administrator: Name (Individual / Corporation)	Address
MARK C. GROSS	200 RONSON DRIVE Suite # 103 TORONTO ONTARIO CANADA M9W 5Z9

Date Began	First Director	Resident Canadian
2016/01/26	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	PRESIDENT	Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2478658

Corporation Name

2478658 ONTARIO LTD.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	CHANGE NOTICE	1	2016/03/02 (ELECTRONIC FILING)

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Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021


A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date		
2497230	2009 LONG LAKE HOLDINGS INC.	2015/12/21		
		Jurisdiction		
		ONTARIO		
Corporation Type	Corporation Status	Former Jurisdiction		
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE		
Registered Office Address		Date Amalgamated	Amalgamation Ind.	
200 RONSON DRIVE		NOT APPLICABLE	NOT APPLICABLE	
Suite # 201		New Amal. Number	Notice Date	
TORONTO		NOT APPLICABLE	NOT APPLICABLE	
ONTARIO				
CANADA M9W 5Z9			Letter Date	
Mailing Address			NOT APPLICABLE	
200 RONSON DRIVE		Revival Date	Continuation Date	
		NOT APPLICABLE	NOT APPLICABLE	
Suite # 201		Transferred Out Date	Cancel/Inactive Date	
TORONTO		NOT APPLICABLE	NOT APPLICABLE	
ONTARIO				
CANADA M9W 5Z9				
		EP Licence Eff.Date	EP Licence Term.Date	
		NOT APPLICABLE	NOT APPLICABLE	
		Number of Directors	Date Commenced	Date Ceased
		Minimum	in Ontario	in Ontario
		00001	00010	NOT APPLICABLE
Activity Classification				NOT APPLICABLE
NOT AVAILABLE				

CORPORATION PROFILE REPORT

Ontario Corp Number

2497230

Corporation Name

2009 LONG LAKE HOLDINGS INC.

Corporate Name History

2009 LONG LAKE HOLDINGS INC.

Effective Date

2015/12/21

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

**Administrator:
Name (Individual / Corporation)**

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497230

Corporation Name

2009 LONG LAKE HOLDINGS INC.

Administrator:

Name (Individual / Corporation)

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497230

Corporation Name

2009 LONG LAKE HOLDINGS INC.

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497230

Corporation Name

2009 LONG LAKE HOLDINGS INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2018	1C	2019/04/14 (ELECTRONIC FILING)

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This is **Exhibit "I"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2497225	65 LARCH HOLDINGS INC.	2015/12/21
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address		Date Amalgamated
200 RONSON DRIVE		NOT APPLICABLE
		Amalgamation Ind.
		NOT APPLICABLE
		New Amal. Number
		NOT APPLICABLE
		Notice Date
		NOT APPLICABLE
		Letter Date
		NOT APPLICABLE
Mailing Address		Revival Date
200 RONSON DRIVE		NOT APPLICABLE
		Continuation Date
		NOT APPLICABLE
		Transferred Out Date
		NOT APPLICABLE
		Cancel/Inactive Date
		NOT APPLICABLE
		EP Licence Eff.Date
		NOT APPLICABLE
		EP Licence Term.Date
		NOT APPLICABLE
		Date Commenced in Ontario
		NOT APPLICABLE
		Date Ceased in Ontario
		NOT APPLICABLE
Activity Classification	Number of Directors Minimum Maximum	
NOT AVAILABLE	00001 00010	NOT APPLICABLE

CORPORATION PROFILE REPORT

Ontario Corp Number

2497225

Corporation Name

65 LARCH HOLDINGS INC.

Corporate Name History

65 LARCH HOLDINGS INC.

Effective Date

2015/12/21

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

**Administrator:
Name (Individual / Corporation)**

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497225

Corporation Name

65 LARCH HOLDINGS INC.

Administrator:

Name (Individual / Corporation)

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497225

Corporation Name

65 LARCH HOLDINGS INC.

**Administrator:
Name (Individual / Corporation)**

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497225

Corporation Name

65 LARCH HOLDINGS INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2018	1C	2019/04/14 (ELECTRONIC FILING)

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ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

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This is **Exhibit “J”** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2497216	100 COLBORNE HOLDINGS INC.	2015/12/21
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address	Date Amalgamated	Amalgamation Ind.
200 RONSON DRIVE	NOT APPLICABLE	NOT APPLICABLE
Suite # 201 TORONTO ONTARIO CANADA M9W 5Z9	New Amal. Number	Notice Date
	NOT APPLICABLE	NOT APPLICABLE
Mailing Address	Letter Date	NOT APPLICABLE
200 RONSON DRIVE	Revival Date	Continuation Date
Suite # 201 TORONTO ONTARIO CANADA M9W 5Z9	NOT APPLICABLE	NOT APPLICABLE
	Transferred Out Date	Cancel/Inactive Date
	NOT APPLICABLE	NOT APPLICABLE
	EP Licence Eff.Date	EP Licence Term.Date
	NOT APPLICABLE	NOT APPLICABLE
	Number of Directors	
	Minimum	Maximum
	00001	00010
Activity Classification	Date Commenced in Ontario	Date Ceased in Ontario
NOT AVAILABLE	NOT APPLICABLE	NOT APPLICABLE

CORPORATION PROFILE REPORT

Ontario Corp Number

2497216

Corporation Name

100 COLBORNE HOLDINGS INC.

Corporate Name History

100 COLBORNE HOLDINGS INC.

Effective Date

2015/12/21

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

**Administrator:
Name (Individual / Corporation)**

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type**Resident Canadian**

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497216

Corporation Name

100 COLBORNE HOLDINGS INC.

Administrator:

Name (Individual / Corporation)

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497216

Corporation Name

100 COLBORNE HOLDINGS INC.

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497216

Corporation Name

100 COLBORNE HOLDINGS INC.

Last Document Recorded


Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2018	1C	2019/04/14 (ELECTRONIC FILING)

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This is **Exhibit “K”** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2497211	240 OLD PENETANGUISH HOLDINGS INC.	2015/12/21
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address	Date Amalgamated	Amalgamation Ind.
200 RONSON DRIVE	NOT APPLICABLE	NOT APPLICABLE
Suite # 201 TORONTO ONTARIO CANADA M9W 5Z9	New Amal. Number	Notice Date
	NOT APPLICABLE	NOT APPLICABLE
Mailing Address	Letter Date	NOT APPLICABLE
200 RONSON DRIVE	Revival Date	Continuation Date
Suite # 201 TORONTO ONTARIO CANADA M9W 5Z9	NOT APPLICABLE	NOT APPLICABLE
	Transferred Out Date	Cancel/Inactive Date
	NOT APPLICABLE	NOT APPLICABLE
	EP Licence Eff.Date	EP Licence Term.Date
	NOT APPLICABLE	NOT APPLICABLE
	Number of Directors	
	Minimum	Maximum
	00001	00010
Activity Classification	Date Commenced in Ontario	Date Ceased in Ontario
NOT AVAILABLE	NOT APPLICABLE	NOT APPLICABLE

CORPORATION PROFILE REPORT

Ontario Corp Number

2497211

Corporation Name

240 OLD PENETANGUISH HOLDINGS INC.

Corporate Name History

240 OLD PENETANGUISH HOLDINGS INC.

Effective Date

2015/12/21

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Administrator:

Name (Individual / Corporation)

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497211

Corporation Name

240 OLD PENETANGUISH HOLDINGS INC.

Administrator:

Name (Individual / Corporation)

FAUSTO
CARNICELLI

Address

421 BRANT STREET

Suite # 201
BURLINGTON
ONTARIO
CANADA L7R 2G3

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497211

Corporation Name

240 OLD PENETANGUISH HOLDINGS INC.

Administrator:

Name (Individual / Corporation)

MARK
C.
GROSS

Address

200 RONSON DRIVE

Suite # 201
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2015/12/21

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2497211

Corporation Name

240 OLD PENETANGUISH HOLDINGS INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2018	1C	2019/04/14 (ELECTRONIC FILING)

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This is **Exhibit “L”** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
1578738	GROSS PROPERTIES INC.	2003/06/24
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address	Date Amalgamated	Amalgamation Ind.
200 RONSON DRIVE	NOT APPLICABLE	NOT APPLICABLE
Suite # 201 ETOBICOKE ONTARIO CANADA M9W 5Z9	New Amal. Number	Notice Date
	NOT APPLICABLE	NOT APPLICABLE
Mailing Address	Letter Date	NOT APPLICABLE
200 RONSON DRIVE	Revival Date	Continuation Date
Suite # 101 TORONTO ONTARIO CANADA M9W 5Z9	2013/08/19	NOT APPLICABLE
	Transferred Out Date	Cancel/Inactive Date
	NOT APPLICABLE	NOT APPLICABLE
	EP Licence Eff.Date	EP Licence Term.Date
	NOT APPLICABLE	NOT APPLICABLE
	Number of Directors Minimum Maximum	Date Commenced in Ontario
	00001 00010	NOT APPLICABLE
Activity Classification		Date Ceased in Ontario
NOT AVAILABLE		NOT APPLICABLE

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1578738	GROSS PROPERTIES INC.

Corporate Name History	Effective Date
GROSS PROPERTIES INC.	2003/06/24

Current Business Name(s) Exist:	NO
Expired Business Name(s) Exist:	NO

Administrator: Name (Individual / Corporation)	Address
SHELDON GROSS	200 RONSON DRIVE Suite # 101 TORONTO ONTARIO CANADA M9W 5Z9

Date Began	First Director	
2003/06/24	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
DIRECTOR		Y

CORPORATION PROFILE REPORT

Ontario Corp Number

1578738

Corporation Name

GROSS PROPERTIES INC.

Administrator:

Name (Individual / Corporation)

SHELDON

GROSS

Address

200 RONSON DRIVE

Suite # 101
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2003/06/24

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

MARK

GROSS

Address

200 RONSON DRIVE

Suite # 101
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2003/06/24

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

VICE-PRESIDENT

Resident Canadian

CORPORATION PROFILE REPORT

Ontario Corp Number

1578738

Corporation Name

GROSS PROPERTIES INC.

**Administrator:
Name (Individual / Corporation)**

MARK
GROSS

Address

200 RONSON DRIVE

Suite # 101
TORONTO
ONTARIO
CANADA M9W 5Z9

Date Began

2003/06/24

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

CORPORATION PROFILE REPORT

Ontario Corp Number

1578738

Corporation Name

GROSS PROPERTIES INC.

Last Document Recorded

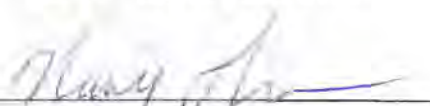
Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2017	1C	2018/04/29 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

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This is **Exhibit "M"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021



A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2413667	2413667 ONTARIO INC.	2014/04/04
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address	Date Amalgamated	Amalgamation Ind.
FAUSTO CARNICELLI 421 BRANT STREET	NOT APPLICABLE	NOT APPLICABLE
Suite # 201	New Amal. Number	Notice Date
BURLINGTON ONTARIO CANADA L7R 2G3	NOT APPLICABLE	NOT APPLICABLE
Mailing Address	Letter Date	NOT APPLICABLE
FAUSTO CARNICELLI 421 BRANT STREET	NOT APPLICABLE	NOT APPLICABLE
Suite # 201	Revival Date	Continuation Date
BURLINGTON ONTARIO CANADA L7R 2G3	NOT APPLICABLE	NOT APPLICABLE
Activity Classification	Transferred Out Date	Cancel/Inactive Date
NOT AVAILABLE	NOT APPLICABLE	NOT APPLICABLE
	EP Licence Eff.Date	EP Licence Term.Date
	NOT APPLICABLE	NOT APPLICABLE
	Date Commenced in Ontario	Date Ceased in Ontario
	NOT APPLICABLE	NOT APPLICABLE
	Number of Directors	
	Minimum Maximum	
	00001 00010	

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2413667	2413667 ONTARIO INC.

Corporate Name History	Effective Date
2413667 ONTARIO INC.	2014/04/04

Current Business Name(s) Exist:	NO
Expired Business Name(s) Exist:	NO

Administrator: Name (Individual / Corporation)	Address
ALLEN GREENSPOON	414 VICTORIA AVENUE NORTH Suite # M1 HAMILTON ONTARIO CANADA L8L 5G8

Date Began	First Director	
2014/04/04	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
DIRECTOR		Y

CORPORATION PROFILE REPORT

Ontario Corp Number

2413667

Corporation Name

2413667 ONTARIO INC.

Administrator:

Name (Individual / Corporation)

ALLEN
GREENSPOON

Address

414 VICTORIA AVENUE NORTH

Suite # M1
HAMILTON
ONTARIO
CANADA L8L 5G8

Date Began

2014/04/04

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

Administrator:

Name (Individual / Corporation)

ALLEN
GREENSPOON

Address

414 VICTORIA AVENUE NORTH

Suite # M1
HAMILTON
ONTARIO
CANADA L8L 5G8

Date Began

2014/04/04

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2413667	2413667 ONTARIO INC.

Last Document Recorded		
Act/Code	Description	Date
CIA	CHANGE NOTICE	2016/03/01 (ELECTRONIC FILING)

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This is **Exhibit "N"** referred to in the
Affidavit of Jacob Baron
sworn before me by video conference
this 18th day of June, 2021


A Commissioner, etc.

Nancy Ann Thompson, a Commissioner, etc.,
Province of Ontario, for Blake, Cassels & Graydon LLP,
Barristers and Solicitors.
Expires July 13, 2021.

65 LARCH STREET (A CO-TENANCY)**FINANCIAL STATEMENTS****DECEMBER 31, 2020****(UNAUDITED - SEE NOTICE TO READER)****INDEX**

	Page
Notice to Reader	1
Balance Sheet	2
Statement of Co-Tenants' Equity	3 - 4
Statement of Income	5
Notes to the Financial Statements	6



SEGAL LLP
Chartered Professional Accountants
4101 Yonge Street
Suite 502, P.O. Box 202
Toronto, ON M2P 1N6

416 391 4499 | 800 206 7307
segalllp.com

NOTICE TO READER

On the basis of information provided by management, we have compiled the balance sheet of 65 Larch Street (A Co-Tenancy) as at December 31, 2020 and the statements of income and co-tenants' equity for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

Segal LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
April 9, 2021

65 LARCH STREET (A CO-TENANCY)**BALANCE SHEET****AS AT DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

	2020	2019
ASSETS		
Cash	\$ 122,861	\$ -
Amounts receivable	143,097	621,874
Prepaid expenses and deposits	63,779	72,810
Mortgage reserve	401,930	709,690
Deferred leasing costs	524	2,077
Deferred financing costs	87,483	31,648
Deferred tenant inducements	45,309	76,466
Revenue producing property, note 1	<u>19,302,213</u>	<u>19,302,213</u>
	<u>\$ 20,167,196</u>	<u>\$ 20,816,778</u>
LIABILITIES		
Bank indebtedness	\$ -	\$ 23,174
Accounts payable and accrued liabilities	121,878	1,949,926
Mortgage interest payable	368,565	28,727
Harmonized sales tax payable	27,462	119,504
Tenants' deposits	40,688	34,489
Advances from Gross Medical Office Buildings, note 2	302,456	496,316
Advances from related company, note 3	8,114,452	5,878,790
Mortgage payable, note 4	<u>8,338,189</u>	<u>8,338,189</u>
	<u>17,313,690</u>	<u>16,869,115</u>
CO-TENANTS' EQUITY		
Co-tenants' equity	<u>2,853,506</u>	<u>3,947,663</u>
	<u>\$ 20,167,196</u>	<u>\$ 20,816,778</u>

Approved on behalf of the Co-tenants:

_____ Co-tenant

_____ Co-tenant

See accompanying notes to the financial statements

65 LARCH STREET (A CO-TENANCY)

STATEMENT OF CO-TENANTS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020
(UNAUDITED - SEE NOTICE TO READER)

	%	Balance, Beginning of Year	Distributions	Net Loss for the Year	Balance, End of Year
Gross Capital In Trust	80.309	\$2,805,028	\$ (78,594)	\$ (800,113)	\$1,926,321
	2.818	161,529	(3,621)	(28,077)	129,831
	1.757	100,904	(1,438)	(17,506)	81,960
	1.500	86,120	(1,228)	(14,945)	69,947
	1.059	60,794	(867)	(10,552)	49,375
	1.054	60,545	(863)	(10,502)	49,180
	0.879	51,421	(719)	(8,757)	41,945
	0.879	50,450	(719)	(8,757)	40,974
	0.879	50,450	(719)	(8,757)	40,974
	0.879	50,810	(719)	(8,757)	41,334
	0.703	41,886	(1,246)	(7,004)	33,636
	0.527	30,990	(432)	(5,250)	25,308
	0.527	30,510	(583)	(5,250)	24,677
	0.439	25,184	(564)	(4,374)	20,246
	0.439	24,853	(547)	(4,374)	19,932
	0.439	25,226	(360)	(4,374)	20,492
	0.439	26,126	(360)	(4,374)	21,392
	0.439	26,126	(360)	(4,374)	21,392
	0.439	25,946	(360)	(4,374)	21,212
	0.395	23,676	(324)	(3,935)	19,417
	0.351	21,045	(288)	(3,497)	17,260
	0.264	15,782	(216)	(2,630)	12,936
	0.176	10,520	(144)	(1,753)	8,623
	0.176	9,868	(200)	(1,753)	7,915
	0.176	10,089	(144)	(1,753)	8,192
	0.176	10,449	(144)	(1,753)	8,552
	0.176	10,288	(193)	(1,753)	8,342
	0.176	10,520	(144)	(1,753)	8,623
	0.176	10,437	(289)	(1,753)	8,395
	0.176	9,885	(371)	(1,753)	7,761
	0.176	10,453	(289)	(1,753)	8,411
	0.176	10,520	(144)	(1,753)	8,623
	0.176	10,233	(144)	(1,753)	8,336
	0.176	10,520	(144)	(1,753)	8,623

See accompanying notes to the financial statements

65 LARCH STREET (A CO-TENANCY)

**STATEMENT OF CO-TENANTS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020
(UNAUDITED - SEE NOTICE TO READER)**

	%	Balance, Beginning of Year	Distributions	Net Loss for the Year	Balance, End of Year
	0.105	6,314	(86)	(1,046)	5,182
	0.105	6,314	(86)	(1,046)	5,182
	0.088	5,260	(72)	(877)	4,311
	0.088	5,332	(72)	(877)	4,383
	<u>0.088</u>	<u>5,260</u>	<u>(72)</u>	<u>(877)</u>	<u>4,311</u>
	<u>100.000</u>	<u>\$ 3,947,663</u>	<u>\$ (97,865)</u>	<u>\$ (996,292)</u>	<u>\$ 2,853,506</u>

See accompanying notes to the financial statements

65 LARCH STREET (A CO-TENANCY)
STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2020
 (UNAUDITED - SEE NOTICE TO READER)

	2020	2019
Revenue		
Tenant recoveries	\$ 616,888	\$ 807,178
Rental income	619,095	721,135
Interest and sundry income	<u>2,159</u>	<u>18,702</u>
	<u>1,238,142</u>	<u>1,547,015</u>
Recoverable expenses		
Realty tax	249,689	247,117
Utilities	215,054	284,866
Repairs and maintenance	141,702	169,674
Property management fees	37,500	37,500
Superintendent wages	36,510	41,643
Landscaping and snow removal	21,263	24,875
Insurance	13,412	11,130
Consulting	4,900	15,925
Parking costs	<u>-</u>	<u>870</u>
	<u>720,030</u>	<u>833,600</u>
Non-recoverable expenses		
Loan interest	524,836	593,930
Bad debt expense	502,465	-
Office and general	60,179	9,496
Professional fees	5,235	11,525
Amortization of deferred financing costs	49,141	28,146
Amortization of deferred tenant inducements	31,157	31,157
Amortization of deferred leasing costs	<u>1,553</u>	<u>1,553</u>
	<u>1,174,566</u>	<u>675,807</u>
Income (loss) before the undernoted	<u>(656,454)</u>	<u>37,608</u>
Other expenses		
Mortgage interest	<u>339,838</u>	<u>348,738</u>
Net loss for the year	<u><u>\$ (996,292)</u></u>	<u><u>\$ (311,130)</u></u>

See accompanying notes to the financial statements

65 LARCH STREET (A CO-TENANCY)**NOTES TO THE FINANCIAL STATEMENTS****DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

1. REVENUE PRODUCING PROPERTY

	2020	2019
Land	\$ 2,193,649	\$ 2,193,649
Building	11,241,348	11,241,348
Building improvements	<u>5,867,216</u>	<u>5,867,216</u>
	<u>\$ 19,302,213</u>	<u>\$ 19,302,213</u>

Title to the revenue producing property is held by 65 Larch Holdings Inc. in trust for the co-tenants.

2. ADVANCES FROM GROSS MEDICAL OFFICE BUILDINGS

The advances from Gross Medical Office Buildings are non- interest bearing and consist of a number of balances with other co-tenancies under the management of Gross Capital Inc.

3. ADVANCES FROM RELATED COMPANY

The advances from Gross Capital Inc. bear interest at 9% per annum and have no specific terms of repayment.

4. MORTGAGE PAYABLE

	2020	2019
The mortgage payable bears interest at 4.17% per annum, is repayable in blended monthly principal and interest instalments of \$46,663 and matures on February 1, 2026.	<u>\$ 8,338,189</u>	<u>\$ 8,338,189</u>

No principal or interest payments, as required under the mortgage, were made during the year.

65 LARCH STREET (A CO-TENANCY)
**INCOME TAX INFORMATION
 FOR THE YEAR ENDED DECEMBER 31, 2020
 (UNAUDITED - SEE NOTICE TO READER)**
1. NET INCOME FOR THE YEAR BEFORE CCA

Net loss for the year per financial statements	\$ (996,292)
Add: Amortization - deferred financing costs for accounting	49,141
Less: Amortization - deferred financing costs for tax	(49,141)
Add: Amortization - deferred tenant inducements for accounting	31,157
Less: Amortization - deferred tenant inducements for tax	(31,157)
Add: Amortization - deferred leasing costs for accounting	1,553
Less: Amortization - deferred leasing costs for tax	(1,553)
Add: Non-deductible interest	<u>10,245</u>

Net income for the year before CCA \$ (986,047)

Co-tenant's ownership interest _____ %

Co-tenant's share of net income for the year before CCA \$

2. CAPITAL COST ALLOWANCE**CLASS 1**

Co-tenant's share of UCC, beginning of year \$

Co-tenant's CCA - 4% _____

Co-tenant's share of UCC, end of year \$

Note: The capital cost allowance claimed by each co-tenant should be calculated by applying the statutory rate to the co-tenant's share of undepreciated capital cost. The actual capital cost allowance claimed by each co-tenant will depend on the particular co-tenant's overall tax situation. Each co-tenant should consult with his/her tax advisor to determine the amount of capital cost allowance to be deducted.

100 COLBORNE STREET (A CO-TENANCY)**FINANCIAL STATEMENTS****DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

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SEGAL LLP
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NOTICE TO READER

On the basis of information provided by management, we have compiled the balance sheet of 100 Colborne Street (A Co-Tenancy) as at December 31, 2020 and the statements of income and co-tenants' equity for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

A handwritten signature in black ink that reads "Segal LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
April 8, 2021

100 COLBORNE STREET (A CO-TENANCY)**BALANCE SHEET****AS AT DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

	2020	2019
ASSETS		
Cash	\$ 12,116	\$ -
Amounts receivable	447,434	998,975
Harmonized sales tax recoverable	33,360	-
Prepaid expenses and deposits	11,844	14,612
Mortgage reserve	167,685	466,568
Deferred tenant inducement	192,470	192,470
Deferred financing costs	55,404	20,742
Revenue producing property, note 1	<u>9,710,809</u>	<u>9,710,809</u>
	<u>\$ 10,631,122</u>	<u>\$ 11,404,176</u>
LIABILITIES		
Bank indebtedness	\$ -	\$ 6,883
Accounts payable and accrued liabilities	124,332	300,616
Mortgage interest payable	243,236	18,941
Harmonized sales tax payable	-	66,006
Advances from Gross Medical Office Buildings, note 2	875,490	931,641
Advances from related company, note 3	2,017,294	1,684,687
Mortgage payable, note 4	<u>5,497,707</u>	<u>5,497,707</u>
	<u>8,758,059</u>	<u>8,506,481</u>
CO-TENANTS' EQUITY		
Co-tenants' equity	<u>1,873,063</u>	<u>2,897,695</u>
	<u>\$ 10,631,122</u>	<u>\$ 11,404,176</u>

Approved on behalf of the Co-tenants:

_____ Co-tenant

_____ Co-tenant

See accompanying notes to the financial statements

100 COLBORNE STREET (A CO-TENANCY)

STATEMENT OF CO-TENANTS' EQUITY
 FOR THE YEAR ENDED DECEMBER 31, 2020
 (UNAUDITED - SEE NOTICE TO READER)

	% Ownership	Balance, Beginning of Year	Distributions	Net Loss for the Year	Balance, End of Year
Gross Capital In Trust	80.309	\$ 2,499,549	\$ (28,684)	\$ (794,194)	\$1,676,671
	2.818	56,253	(1,322)	(27,868)	27,063
	1.757	35,144	(525)	(17,375)	17,244
	1.500	29,993	(448)	(14,834)	14,711
	1.059	21,173	(316)	(10,473)	10,384
	1.054	21,087	(315)	(10,423)	10,349
	0.879	17,924	(263)	(8,693)	8,968
	0.879	17,570	(263)	(8,693)	8,614
	0.879	17,570	(263)	(8,693)	8,614
	0.879	17,701	(262)	(8,693)	8,746
	0.703	14,614	(455)	(6,952)	7,207
	0.527	10,805	(158)	(5,212)	5,435
	0.527	10,630	(213)	(5,212)	5,205
	0.439	8,771	(206)	(4,341)	4,224
	0.439	8,650	(200)	(4,341)	4,109
	0.439	8,787	(131)	(4,341)	4,315
	0.439	9,115	(131)	(4,341)	4,643
	0.439	9,115	(131)	(4,341)	4,643
	0.439	9,049	(131)	(4,341)	4,577
	0.395	8,262	(118)	(3,906)	4,238
	0.351	7,344	(105)	(3,471)	3,768
	0.264	5,507	(79)	(2,611)	2,817
	0.176	3,671	(52)	(1,740)	1,879
	0.176	3,432	(73)	(1,740)	1,619
	0.176	3,513	(52)	(1,740)	1,721
	0.176	3,644	(52)	(1,740)	1,852
	0.176	3,580	(71)	(1,740)	1,769
	0.176	3,671	(52)	(1,740)	1,879
	0.176	3,640	(106)	(1,740)	1,794
	0.176	3,439	(135)	(1,740)	1,564
	0.176	3,646	(106)	(1,740)	1,800
	0.176	3,671	(52)	(1,740)	1,879
	0.176	3,565	(52)	(1,740)	1,773
	0.176	3,671	(53)	(1,740)	1,878

See accompanying notes to the financial statements

100 COLBORNE STREET (A CO-TENANCY)

**STATEMENT OF CO-TENANTS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020
(UNAUDITED - SEE NOTICE TO READER)**

	%	Balance, Beginning of Year	Distributions	Net Loss for the Year	Balance, End of Year
	Ownership				
	0.105	2,204	(32)	(1,038)	1,134
	0.105	2,204	(32)	(1,038)	1,134
	0.088	1,835	(26)	(870)	939
	0.088	1,861	(26)	(870)	965
	<u>0.088</u>	<u>1,835</u>	<u>(26)</u>	<u>(870)</u>	<u>939</u>
	<u>100.000</u>	<u>\$ 2,897,695</u>	<u>\$ (35,717)</u>	<u>\$ (988,915)</u>	<u>\$1,873,063</u>

See accompanying notes to the financial statements

100 COLBORNE STREET (A CO-TENANCY)
STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2020
 (UNAUDITED - SEE NOTICE TO READER)

	2020	2019
Revenue		
Rental income	\$ 311,815	\$ 264,311
Tenant recoveries	203,870	247,331
Interest and sundry income	<u>1,905</u>	<u>8,015</u>
	<u>517,590</u>	<u>519,657</u>
Recoverable expenses		
Realty tax	154,874	157,367
Repairs and maintenance	63,372	63,916
Utilities	36,170	54,899
Landscaping and snow removal	19,500	13,798
Property management fees	14,000	24,000
Insurance	<u>4,821</u>	<u>3,841</u>
	<u>292,737</u>	<u>317,821</u>
Non-recoverable expenses		
Bad debts	774,568	-
Loan interest	151,700	106,883
Office and general	24,155	4,427
Professional fees	6,379	6,060
Consulting	1,800	5,400
Amortization of deferred financing costs	30,871	17,765
Amortization of deferred tenant inducements	-	18,977
Amortization of deferred leasing costs	<u>-</u>	<u>289</u>
	<u>989,473</u>	<u>159,801</u>
Income (loss) before the undernoted	<u>(764,620)</u>	<u>42,035</u>
Other expenses		
Mortgage interest	<u>224,295</u>	<u>229,937</u>
Net loss for the year	<u><u>\$ (988,915)</u></u>	<u><u>\$ (187,902)</u></u>

See accompanying notes to the financial statements

100 COLBORNE STREET (A CO-TENANCY)**NOTES TO THE FINANCIAL STATEMENTS****DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

1. REVENUE PRODUCING PROPERTY

	2020	2019
Land	\$ 1,550,401	\$ 1,550,401
Building	8,049,938	8,049,938
Building improvements	<u>110,470</u>	<u>110,470</u>
	<u>\$ 9,710,809</u>	<u>\$ 9,710,809</u>

Title to the revenue producing property is held by 100 Colborne Holdings Inc. in trust for the co-tenants.

2. ADVANCES FROM GROSS MEDICAL OFFICE BUILDINGS

The advances from Gross Medical Office Buildings are non- interest bearing and consist of a number of balances with other co-tenancies under the management of Gross Capital Inc.

3. ADVANCES FROM RELATED COMPANY

The advances from Gross Capital Inc. bear interest at 9% per annum and have no specific terms of repayment.

4. MORTGAGE PAYABLE

	2020	2019
The mortgage payable bears interest at 4.17% per annum, is repayable in blended monthly principal and interest instalments of \$30,767 and matures on April 1, 2025.	<u>\$ 5,497,707</u>	<u>\$ 5,497,707</u>

No principal or interest payments, as required under the mortgage, were made during the year.

100 COLBORNE STREET (A CO-TENANCY)
**INCOME TAX INFORMATION
 FOR THE YEAR ENDED DECEMBER 31, 2020
 (UNAUDITED - SEE NOTICE TO READER)**

1. NET LOSS FOR THE YEAR BEFORE CCA

Net loss for the year per financial statements	\$ (988,915)
Add: Amortization - deferred financing costs for accounting	30,871
Less: Amortization - deferred financing costs for tax	(30,871)
Add: Non-deductible interest	<u>23,781</u>
Net loss for the year before CCA	<u>\$ (965,134)</u>
Co-tenant's ownership interest	_____ %
Co-tenant's share of net loss for the year before CCA	<u>\$ _____</u>

2. CAPITAL COST ALLOWANCE**CLASS 1**

Co-tenant's share of UCC, beginning of year	\$ _____
Co-tenant's CCA - 4%	_____
Co-tenant's share of UCC, end of year	<u>\$ _____</u>

Note: The capital cost allowance claimed by each co-tenant should be calculated by applying the statutory rate to the co-tenant's share of undepreciated capital cost. The actual capital cost allowance claimed by each co-tenant will depend on the particular co-tenant's overall tax situation. Each co-tenant should consult with his/her tax advisor to determine the amount of capital cost allowance to be deducted.

180 VINE PURCHASER (A CO-TENANCY)**FINANCIAL STATEMENTS****DECEMBER 31, 2020****(UNAUDITED - SEE NOTICE TO READER)****INDEX**

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NOTICE TO READER

On the basis of information provided by management, we have compiled the balance sheet of 180 Vine Purchaser (A Co-Tenancy) as at December 31, 2020 and the statements of income and co-tenants' equity for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
April 19, 2021

180 VINE PURCHASER (A CO-TENANCY)**BALANCE SHEET****AS AT DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

	2020	2019
ASSETS		
Cash	\$ 81,446	\$ -
Amounts receivable	117,944	219,440
Prepaid expenses and deposits	81,250	84,871
Mortgage reserve	388,411	670,477
Deferred leasing costs	165	330
Deferred financing costs	77,434	28,060
Revenue producing property, note 1	<u>15,193,686</u>	<u>15,162,836</u>
	<u>\$ 15,940,336</u>	<u>\$ 16,166,014</u>
LIABILITIES		
Bank indebtedness	\$ -	\$ 13,389
Accounts payable and accrued liabilities	28,999	62,738
Mortgage interest payable	530,113	27,541
Harmonized sales tax payable	81,624	217,036
Tenants' deposits	18,185	18,185
Advances from Gross Medical Office Buildings, note 2	75,283	54,037
Advances from related company, note 3	582,541	540,342
Mortgages payable, note 4	<u>11,020,047</u>	<u>11,065,490</u>
	<u>12,336,792</u>	<u>11,998,758</u>
CO-TENANTS' EQUITY		
Co-tenants' equity	<u>3,603,544</u>	<u>4,167,256</u>
	<u>\$ 15,940,336</u>	<u>\$ 16,166,014</u>

Approved on behalf of the Co-tenants:

_____ Co-tenant

_____ Co-tenant

See accompanying notes to the financial statements

180 VINE PURCHASER (A CO-TENANCY)

STATEMENT OF CO-TENANTS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020
(UNAUDITED - SEE NOTICE TO READER)

	% Ownership	Balance, Beginning of Year	Distributions	Net loss for the Year	Balance, End of Year
Gross Capital In Trust	76.794	\$ 3,576,736	\$ (36,623)	\$ (397,878)	\$ 3,142,235
1012689 Ontario Ltd	3.515	-	-	(18,212)	(18,212)
	2.818	83,577	(1,689)	(14,600)	67,288
	1.757	52,199	(671)	(9,103)	42,425
	1.500	44,553	(573)	(7,772)	36,208
	1.059	31,451	(404)	(5,487)	25,560
	1.054	31,319	(403)	(5,461)	25,455
	0.879	26,553	(335)	(4,554)	21,664
	0.879	26,100	(335)	(4,554)	21,211
	0.879	26,100	(335)	(4,554)	21,211
	0.879	26,269	(335)	(4,554)	21,380
	0.703	21,591	(576)	(3,642)	17,373
	0.527	15,995	(201)	(2,730)	13,064
	0.527	15,771	(272)	(2,730)	12,769
	0.439	13,030	(263)	(2,274)	10,493
	0.439	12,876	(255)	(2,274)	10,347
	0.439	13,050	(168)	(2,274)	10,608
	0.439	13,469	(168)	(2,274)	11,027
	0.439	13,469	(168)	(2,274)	11,027
	0.439	13,385	(168)	(2,274)	10,943
	0.395	12,197	(151)	(2,047)	9,999
	0.351	10,842	(134)	(1,819)	8,889
	0.264	8,132	(101)	(1,368)	6,663
	0.176	5,423	(67)	(912)	4,444
	0.176	5,119	(93)	(912)	4,114
	0.176	5,222	(67)	(912)	4,243
	0.176	5,389	(67)	(912)	4,410
	0.176	5,314	(90)	(912)	4,312
	0.176	5,423	(67)	(912)	4,444
	0.176	5,383	(134)	(912)	4,337
	0.176	5,126	(173)	(912)	4,041
	0.176	5,390	(134)	(912)	4,344
	0.176	5,423	(67)	(912)	4,444
	0.176	5,289	(67)	(912)	4,310
	0.176	5,423	(67)	(912)	4,444

See accompanying notes to the financial statements

180 VINE PURCHASER (A CO-TENANCY)

STATEMENT OF CO-TENANTS' EQUITY
 FOR THE YEAR ENDED DECEMBER 31, 2020
 (UNAUDITED - SEE NOTICE TO READER)

	%	Balance, Beginning of Year	Distributions	Net loss for the Year	Balance, End of Year
	Ownership				
	0.105	3,252	(40)	(544)	2,668
	0.105	3,252	(40)	(544)	2,668
	0.088	2,710	(34)	(456)	2,220
	0.088	2,744	(34)	(456)	2,254
	<u>0.088</u>	<u>2,710</u>	<u>(34)</u>	<u>(456)</u>	<u>2,220</u>
	<u>100.000</u>	<u>\$ 4,167,256</u>	<u>\$ (45,603)</u>	<u>\$ (518,109)</u>	<u>\$ 3,603,544</u>

See accompanying notes to the financial statements

180 VINE PURCHASER (A CO-TENANCY)**STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2020
(UNAUDITED - SEE NOTICE TO READER)**

	2020	2019
Revenue		
Rental income	\$ 416,179	\$ 804,130
Tenant recoveries	142,336	217,751
Interest and sundry income	<u>2,764</u>	<u>21,264</u>
	<u>561,279</u>	<u>1,043,145</u>
Recoverable expenses		
Repairs and maintenance	128,666	141,131
Realty tax	98,841	114,701
Utilities	65,465	101,012
Landscaping and snow removal	38,776	30,576
Property management fees	12,000	12,000
Insurance	<u>6,187</u>	<u>5,024</u>
	<u>349,935</u>	<u>404,444</u>
Non-recoverable expenses		
Bad debts	81,795	-
Loan interest	49,566	-
Office and general	28,853	2,990
Professional fees	6,917	7,238
Consulting	2,300	7,592
Amortization of deferred financing costs	43,853	24,928
Amortization of deferred leasing costs	<u>165</u>	<u>165</u>
	<u>213,449</u>	<u>42,913</u>
Income (loss) before the undernoted	<u>(2,105)</u>	<u>595,788</u>
Other expenses		
Mortgage interest	<u>516,004</u>	<u>570,409</u>
Net income (loss) for the year	<u><u>\$ (518,109)</u></u>	<u><u>\$ 25,379</u></u>

See accompanying notes to the financial statements

180 VINE PURCHASER (A CO-TENANCY)**NOTES TO THE FINANCIAL STATEMENTS****DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

1. REVENUE PRODUCING PROPERTY

	2020	2019
Land	\$ 2,412,527	\$ 2,412,527
Building	12,671,500	12,671,500
Building improvements	<u>109,659</u>	<u>78,809</u>
	<u>\$ 15,193,686</u>	<u>\$ 15,162,836</u>

Title to the revenue producing property is held by 180 Vine Inc. in trust for the co-tenants.

2. ADVANCES FROM GROSS MEDICAL OFFICE BUILDINGS

The advances from Gross Medical Office Buildings are non- interest bearing and consist of a number of balances with other co-tenancies under the management of Gross Capital Inc.

3. ADVANCES FROM RELATED COMPANY

The advances from Gross Capital Inc. bear interest at 9% per annum and have no specific terms of repayment.

4. MORTGAGES PAYABLE

	2020	2019
First Mortgage		
The mortgage payable bears interest at 4.17% per annum, is repayable in blended monthly principal and interest instalments of \$44,099 and matures on April 1, 2026.	\$ 7,880,047	\$ 7,925,490
Second Mortgage		
Vendor-take-back mortgage bears interest at 7.50% per annum, interest only is payable monthly. The mortgage is open for repayment at any time without notice or penalty.	<u>3,140,000</u>	<u>3,140,000</u>
	<u>\$ 11,020,047</u>	<u>\$ 11,065,490</u>

Principal and interest payments, as required under the first mortgage, were not made during the year.

180 VINE PURCHASER (A CO-TENANCY)**INCOME TAX INFORMATION
FOR THE YEAR ENDED DECEMBER 31, 2020
(UNAUDITED - SEE NOTICE TO READER)****1. NET LOSS FOR THE YEAR BEFORE CCA**

Net loss for the year per financial statements	\$ (518,109)
Add: Amortization - deferred financing costs for accounting	43,853
Less: Amortization - deferred financing costs for tax	(43,853)
Add: Amortization - deferred leasing costs for accounting	165
Less: Amortization - deferred leasing costs for tax	(165)
Add: Non-deductible interest	<u>27,845</u>
Net loss for the year before CCA	<u>\$ (490,264)</u>
Co-tenant's ownership interest	_____ %
Co-tenant's share of net loss for the year before CCA	<u>\$ _____</u>

2. CAPITAL COST ALLOWANCE**CLASS 1**

Co-tenant's share of UCC, beginning of year	\$ _____
Addition	<u>\$ 30,850</u>
Co-tenant's ownership interest	_____ %
Co-tenant's share of additions	\$ _____
Co-tenant's balance available for CCA	\$ _____
Co-tenant's CCA - 4% (Subject to half-year rule in respect of current year additions above)	_____
Co-tenant's share of UCC, end of year	<u>\$ _____</u>

Note: The capital cost allowance claimed by each co-tenant should be calculated by applying the statutory rate to the co-tenant's share of undepreciated capital cost. The actual capital cost allowance claimed by each co-tenant will depend on the particular co-tenant's overall tax situation. Each co-tenant should consult with his/her tax advisor to determine the amount of capital cost allowance to be deducted.

240 OLD PENETANGUIISH ROAD (A CO-TENANCY)**FINANCIAL STATEMENTS****DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

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NOTICE TO READER

On the basis of information provided by management, we have compiled the balance sheet of 240 Old Penetanguish Road (A Co-Tenancy) as at December 31, 2020 and the statements of income and co-tenants' equity for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

A handwritten signature in black ink that reads "Segal LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
April 9, 2021

240 OLD PENETANGUIH ROAD (A CO-TENANCY)**BALANCE SHEET****AS AT DECEMBER 31, 2020**

(UNAUDITED - SEE NOTICE TO READER)

	2020	2019
ASSETS		
Cash	\$ 136,759	\$ 1,177
Amounts receivable	209,777	395,428
Prepaid expenses and deposits	16,283	19,634
Harmonized sales tax recoverable	25,256	-
Advances to Gross Medical Office Buildings, note 1	237,175	157,871
Mortgage reserve	100,099	333,243
Deferred leasing costs	289	537
Deferred tenant inducements	180,619	198,546
Deferred financing costs	42,468	16,658
Revenue producing property, note 2	<u>8,376,156</u>	<u>8,376,156</u>
	<u>\$ 9,324,881</u>	<u>\$ 9,499,250</u>
LIABILITIES		
Accounts payable and accrued liabilities	\$ 139,859	\$ 287,535
Mortgage interest payable	173,485	13,574
Harmonized sale tax payable	-	83,495
Tenants' deposits	-	5,229
Advances from related company, note 3	939,925	821,674
Mortgage payable, note 4	<u>3,940,023</u>	<u>3,940,023</u>
	<u>5,193,292</u>	<u>5,151,530</u>
CO-TENANTS' EQUITY		
Co-tenants' equity	<u>4,131,589</u>	<u>4,347,720</u>
	<u>\$ 9,324,881</u>	<u>\$ 9,499,250</u>

Approved on behalf of the Co-tenants:

_____ Co-tenant

_____ Co-tenant

See accompanying notes to the financial statements

240 OLD PENETANGUIH ROAD (A CO-TENANCY)

STATEMENT OF CO-TENANTS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020
(UNAUDITED - SEE NOTICE TO READER)

	% Ownership	Balance, Beginning of Year	Distributions	Net Income for the Year	Balance, End of Year
Gross Capital In Trust	80.309	\$ 3,711,056	\$ (35,376)	\$ (138,196)	\$ 3,537,484
	2.818	90,213	(1,630)	(4,849)	83,734
	1.757	56,334	(647)	(3,023)	52,664
	1.500	48,083	(553)	(2,581)	44,949
	1.059	33,942	(390)	(1,822)	31,730
	1.054	33,799	(388)	(1,814)	31,597
	0.879	28,607	(324)	(1,513)	26,770
	0.879	28,170	(324)	(1,513)	26,333
	0.879	28,170	(324)	(1,513)	26,333
	0.879	28,331	(324)	(1,513)	26,494
	0.703	23,220	(561)	(1,210)	21,449
	0.527	17,223	(194)	(907)	16,122
	0.527	17,007	(263)	(907)	15,837
	0.439	14,064	(254)	(755)	13,055
	0.439	13,915	(246)	(755)	12,914
	0.439	14,083	(162)	(755)	13,166
	0.439	14,487	(162)	(755)	13,570
	0.439	14,487	(162)	(755)	13,570
	0.439	14,406	(162)	(755)	13,489
	0.395	13,112	(146)	(680)	12,286
	0.351	11,653	(129)	(604)	10,920
	0.264	8,743	(97)	(454)	8,192
	0.176	5,830	(65)	(303)	5,462
	0.176	5,536	(90)	(303)	5,143
	0.176	5,636	(65)	(303)	5,268
	0.176	5,797	(65)	(303)	5,429
	0.176	5,725	(87)	(303)	5,335
	0.176	5,830	(65)	(303)	5,462
	0.176	5,792	(130)	(303)	5,359
	0.176	5,544	(167)	(303)	5,074
	0.176	5,800	(130)	(303)	5,367
	0.176	5,830	(65)	(303)	5,462
	0.176	5,700	(65)	(303)	5,332
	0.176	5,830	(65)	(303)	5,462

See accompanying notes to the financial statements

240 OLD PENETANGUIISH ROAD (A CO-TENANCY)

**STATEMENT OF CO-TENANTS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020
(UNAUDITED - SEE NOTICE TO READER)**

	%	Balance, Beginning of Year	Distributions	Net Income for the Year	Balance, End of Year
	Ownership				
	0.105	3,494	(39)	(181)	3,274
	0.105	3,494	(39)	(181)	3,274
	0.088	2,915	(32)	(151)	2,732
	0.088	2,947	(32)	(151)	2,764
	<u>0.088</u>	<u>2,915</u>	<u>(32)</u>	<u>(151)</u>	<u>2,732</u>
	<u>100.000</u>	<u>\$ 4,347,720</u>	<u>\$ (44,051)</u>	<u>\$ (172,080)</u>	<u>\$ 4,131,589</u>

See accompanying notes to the financial statements