



ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-23-694646-00CL

DATE: May 15, 2024

NO. ON LIST: 1

TITLE OF PROCEEDING: CENTURION MORTGAGE CAPITAL CORPORATION v.
DUNDAS SHORNCLIFFE LIMITED PARTNERSHIP et al

BEFORE: JUSTICE W.D. BLACK

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Colin Hunt	Lawyers for Court Appointed	chunt@robapp.com
Dominique Michaud	Receiver, BDO Canada Limited	dmichaud@robapp.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
David Dolson	Lawyer for Karsten von Wesebe and Contessa Developments Inc.	dwdolson@dolsonlawyer.com

ENDORSEMENT OF JUSTICE BLACK:

[1] This was a motion by the Receiver (BDO) seeking an order:

- (a) Approving the sale and investment solicitation process (“SISP”);

- (b) Approving the agreement of purchase and sale made as of May 10, 2024 (the “Stalking Horse Agreement” or “Stalking Horse Bid”), among the Receiver as Vendor and Centurion Acquisition Corporation, in trust for a corporation to be incorporated (the “Stalking Horse Bidder”) as purchaser;
 - (c) Approving the First Report of the Receiver dated May 10, 2024 and the Receiver’s activities as described in that report; and
 - (d) Sealing the confidential appendices to the First Report contained in a supplementary motion record dated May 13, 2024.
- [2] Justice Kimmel granted an order appointing the Receiver pursuant to s. 243(1) of the BIA on August 4, 2023. The order, in the nature of a “springing receivership” did not actually take effect until March 26, 2024. Given the extraordinary length of that interval, I asked counsel about the activities during that timeframe, and I am satisfied that there were ongoing good faith negotiations and efforts to obviate the need for the Receivership, which unfortunately did not bear fruit. As a series of orders predating Kimmel J.’s August 4, 2023 order confirm, there were parameters in place, including a private receivership, during the relevant period.
- [3] There is no opposition to the relief sought in this motion.
- [4] Counsel for Karsten von Wersebe and Contessa Developments Inc. advised that efforts are still ongoing to raise funds to pay out the debt, and asked that I note in my endorsement that the debt may yet be paid before any sale is concluded pursuant to the SISP. Mr. Michaud of counsel for the Receiver confirmed that of course such a development would be welcome.
- [5] In any event it is contemplated that the Receiver (and other parties as required) will come back to this court for approval of any sale.
- [6] The SISP is described in the materials, and its substance and proposed duration appear sensible and appropriate.
- [7] In the circumstances, and in the absence of opposition (including from the debtor) I am prepared to grant the order approving the SISP.
- [8] I also accept the rationale and content of the Stalking Horse Bid, and approve that as well.
- [9] I have reviewed the First Report, and found it to be appropriate and helpful, and so I am prepared to approve it too.

[10] Lastly, I accept the need for the sealing order to seal the confidential materials delivered in the supplementary motion record dated May 13, 2024, pending the expected sale transaction. I do not see in Caselines a proposed form of sealing Order, and ask that counsel provide it.



W.D. BLACK J.

DATE: MAY 24, 2024