



ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-25-00736577-00CL

DATE: September 28, 2026

NO. ON LIST: 2

TITLE OF PROCEEDING: FUKIAGE et al v. CLEARVIEW GARDEN ESTATES INC. et al

BEFORE: JUSTICE CAVANAGH

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Foster Joshua	Mizue Fukiage Akiko Kobayashi Yoshiki Fukiage Toru Fukiage	fosterj@bennettjones.com

For Defendant, Respondent, Responding Party:

Name of Person Appearing	Name of Party	Contact Info
Patryk Sawicki	Counsel for investors	patryk.sawicki@gowlingwlg.com

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
Calvin Horsten / Roula Khairalla	Receiver	chorsten@airdberlis.com / rkhairalla@airdberlis.com
Randy Hoffner	Self Represented (observer)	randyhoffner2024@gmailcom

ENDORSEMENT OF JUSTICE CAVANAGH:

[1] AlixPartners Restructuring, Inc. ("AlixPartners"), formerly known as KSV Restructuring Inc., was appointed as receiver and manager (the "Receiver") of, *inter alia*, the assets, undertakings and property of various companies pursuant to an application made by a group of investors. These investors had invested in certain land banking projects across Ontario, and had brought a receivership application as a result of, among other things, the alleged improper transfer and sale of certain real properties and the alleged improper distribution of sale proceeds. AlixPartners was appointed as Receiver under section 101 of the *Courts of Justice Act* (the "CJA") pursuant to an Order granted on March 6, 2025 (the "Initial Appointment Order"), as amended and restated pursuant to an Order granted on October 23, 2025 (the "ARRO"), and further amended and restated pursuant to an Order granted on June 15, 2026 (the "Second ARRO").

[2] Since its appointment, the Receiver has, among other things, (i) completed the sale of six nominee properties; (ii) taken significant steps to investigate the allegations raised in the receivership application and to protect investors' interests by pursuing assets of the Respondents, including by litigation; (iii) corresponded with stakeholders to keep them informed and understand their interests; and (iv) substantially completed its administration of the claims process established pursuant to the Claims Process and Interest Holdings Identification Order dated October 23, 2025, as amended by an Order dated December 9, 2025 (the "First Claims Process"), subject to a relatively small number of Proofs of Claim and Amendment Requests that remain under review.

[3] On this motion, the Receiver seeks three orders;

- a. an approval and vesting order (the "AVO") in respect of the sale of certain real property located at 0 Dingman Drive in London, Ontario and legally described under PIN 08203-0076 (LT) (the "GVE II Property") pursuant to an agreement of purchase and sale dated August 6, 2026 between the Receiver, as vendor, and Copperstone Farms Inc. ("Copperstone"), as purchaser (the "Transaction");
- b. a second claims process order (the "Second CPO") to assist the Receiver in identifying and quantifying Claims against Greenvalley Estates Inc., Greenvalley Estates II Inc., Lyons Creek Niagara Falls Park Inc., Greenvalley Estates Canada Inc., TSI International-Grandtag A2A GE II Inc., and TGP - Lyons Creek Niagara Falls Park Inc. (collectively, the "Specified Respondents") and confirming with Interest Holders certain Holdings Information (as defined in the form of Second CPO included in the Receiver's Motion Record); and
- c. an order (the "Ancillary Order"), in substance, (i) approving each of the Supplement to the Fourth Report of the Receiver dated December 8, 2025 (the "Supplement to the Fourth Report"), the Fifth Report of the Receiver dated May 5, 2026 (the "Fifth Report"), the Supplement to the Fifth Report of the Receiver dated May 26, 2026 (the "Supplement to the Fifth Report"), the Sixth Report of the Receiver dated June 9, 2026 (the "Sixth Report"), and the Seventh Report (collectively, the "Reports"), and the actions and activities of the Receiver and its counsel described therein; and (ii) approving the fees and disbursements of the Receiver and its counsel for the respective periods described in the Seventh Report, as set out in the applicable fee affidavits.

[4] At the hearing of this motion, counsel for the Receiver directed me to email correspondence from Vincent Salvatore Sr. Mr. Salvatore is the former spouse of Elena Salvatore, a director of the registered owner of the GVE II Property that is the subject of the Transaction. Mr. Salvatore is a director of a company that holds a registered charge on this property securing a stated amount of \$110 million. Mr. Salvatore advised counsel for the Receiver

that the motion materials had not been served with the full period of notice required under the *Rules of Civil Procedure* (six clear days instead of seven). Mr. Salvatore was given the Zoom link for this hearing but he did not attend. No adjournment was requested at the hearing.

[5] I decline to postpone the hearing of this motion and I grant an order validating service. The validity of the charge in question is not being determined on this motion, and the proceeds of sale will stand in the place and stead of the "Purchased Assets". There is no prejudice to the chargee under the charge.

[6] The Receiver reports on the marketing and sale efforts made in respect of the GVE II Property.

[7] Prior to the Receiver's appointment in respect of the Specified Respondents and the GVE II Property, Copperstone entered into an agreement of purchase and sale dated February 7, 2025 with GVE II to purchase the GVE II Property (the "Terminated APS"). Copperstone paid a deposit to Remax West Realty Inc. Brokerage ("Remax") in connection with the Terminated APS, but terminated the Terminated APS upon learning of the Hamilton Proceedings.¹²

[8] The GVE II Property was marketed by Remax for 130 days on the Toronto and London/Niagara Falls multiple listing services beginning in or around August 2024. Remax also installed a "For Sale" sign on the GVE II Property, conducted targeted outreach to approximately 120 surrounding landowners, marketed the GVE II Property online and through social media, and sent an email marketing communication to its database of approximately 9,000 contacts.

[9] Remax continued to actively market the GVE II Property after the expiry of the multiple listing services listing, including through its database and social media channels. The Terminated APS was the only offer received following commencement of the marketing process in August 2024. Remax advised that the limited interest was attributable to certain environmental and other factors affecting the GVE II Property, which limit the potential buyer pool.

[10] In order to obtain an independent view of the marketing process conducted by Remax and the value of the potential transaction, the Receiver consulted Jones Lang LaSalle Real Estate Services, Inc. ("JLL"), a prominent national real estate brokerage, regarding, among other things, whether the purchase price was reasonable based on recent comparable transactions, the current real estate market in London, Ontario, the current use and development potential of the GVE II Property and whether there were any reasons to extend the marketing process and risk losing the proposed transaction.

[11] The Receiver consulted a JLL representative with significant and recent experience in London, Ontario. Based on these discussions and Remax's feedback, the Receiver determined that completing a transaction with Copperstone would be reasonable in the circumstances and that remarketing the GVE II Property would present uncertainty regarding the timing of a transaction and, ultimately, the net realizations therefrom.

[12] The Receiver entered into an agreement of purchase and sale dated August 6, 2026 with Copperstone in respect of the GVE II Property (the "APS"). Because the Terminated APS had been submitted before the Receiver's appointment over the GVE II Property, the Receiver negotiated certain revisions to include standard terms and conditions typically included in real estate transactions completed in receivership proceedings. The only remaining substantive condition under the APS is Court approval, which, under the terms of the APS, must be obtained within 90 days of execution of the APS (placing the deadline in early November 2026).

[13] I am satisfied that the *Soundair* factors support approval of the Transaction for the following reasons:

- a. Remax's marketing process was commercially reasonable and consistent with the customary manner in which real estate is marketed and sold in receivership proceedings, including because the GVE II Property was marketed for several months;

- b. extending the marketing process would add costs, put the Transaction at risk and may result in lower net sale proceeds;
- c. based on feedback from Remax and JLL, the marketing period was sufficiently recent and of sufficient duration, and the Purchase Price is reasonable in light of the current depressed market for raw land in London, Ontario and the environmental and development considerations affecting the GVE II Property;
- d. the terms and conditions of the APS are consistent with those typically approved in court-supervised receivership proceedings;
- e. Copperstone has paid a material, non-refundable Deposit and the Transaction is unconditional except for Court approval;
- f. the Receiver previously completed a transaction with Copperstone in these proceedings and understands that Copperstone has the economic means to close the Transaction; and
- g. Representative Counsel supports the Transaction.

[14] The Receiver is seeking Court approval of the proposed Second CPO to:

- a. identify and quantify Claims against the Specified Respondents, including Claims of Unknown Interest Holders; and
- b. confirm with Interest Holders certain Holdings Information based on the books and records of the Specified Respondents, including the identities of such Interest Holders and the value of any interests held by or in the name of such Interest Holders.

[15] I am satisfied that the proposed claims process is proper and should be approved.

[16] I have reviewed the Receiver's Seventh Report setting out the steps it has taken to protect Investors' Interests.

[17] I am satisfied that the Receiver's activities and those of its counsel should be approved and that the Receiver's reports should be approved. I am satisfied that the activities of the Receiver and its counsel have been reported to the Court and stakeholders in the Reports. I accept that these activities were all necessary and undertaken in good faith in accordance with the Initial Appointment Order, the ARRO and the Second ARRO, and in the best interests of the stakeholders generally.

[18] I am satisfied that the fees of the Receiver and its counsel described in the Seventh Report should be approved.

[19] The Receiver seeks a limited sealing order with respect to the Confidential Appendix which contains an unredacted APS, pending closing of the Transaction or further order of the Court. I am satisfied that the requirements in *Sherman Estate* are met and that the requested sealing order should be made.

[20] Orders to issue in the forms of Orders signed by me today.


