



Court File No.: CV-20-00644241-00CL

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

THE HONOURABLE

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JUSTICE STEELE

TUESDAY, THE 23RD

DAY OF JANUARY, 2024

B E T W E E N :

GEORGE VASTIS

Plaintiff
(Defendant to the Counterclaim)

- and -

HELEN VASTIS

Plaintiff

- and -

CHRISTOS KOMMATAS

Defendant
(Plaintiff to the Counterclaim)

- and -

CALLDRON GAS BARS LTD. and 1195705 ONTARIO INC.,
carrying on business as OLD PRO DRIVING RANGE

Defendants
(Defendants to the Counterclaim)

APPROVAL AND VESTING ORDER

THIS MOTION, made by The Fuller Landau Group Inc., in its capacity as the Court-appointed liquidator and receiver (in these capacities, the "**Liquidator**") of the undertaking, property and assets of Calldron Gas Bars Ltd. ("**Calldron**") and 1195705 Ontario Inc. o.a. Old Pro Driving Range ("**Old Pro**", and together with Calldron are the "**Companies**") for an order:

1. approving the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale (the "**Sale Agreement**") between the Liquidator and 1000744590

Ontario Inc. (the “**Purchaser**”), as successor in interest to Giampaolo Investments Limited dated November 29, 2023; and

2. vesting in the Purchaser, Calldron’s right, title and interest in and to the assets described in the Sale Agreement (the “**Purchased Assets**”);

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifth Report of the Liquidator, dated January 9, 2024 (the “**Fifth Report**”), the Confidential Supplement, and on hearing the submissions of counsel for the Liquidator, Christos Kommatas (“**Chris**”) and George Vastis (“**George**”, and together with Chris are the “**Principals**”), and the Purchaser, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Victoria Gifford sworn January 11, 2024, filed:

APPROVAL OF TRANSACTION AND VESTING OF PURCHASED ASSETS

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Liquidator is hereby authorized and approved, with such minor amendments as the Liquidator may deem necessary. The Liquidator is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Liquidator’s certificate to the Purchaser substantially in the form attached as **Schedule “A”** hereto (the “**Liquidator’s Certificate**”), all of Calldron’s right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing, all charges, security interests or claims (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances and restrictive covenants listed on **Schedule “D”**) and, for greater certainty, this Court orders that all of the Encumbrances

affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for Peel (number 43) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in **Schedule “B”** hereto (the **“Real Property”**) in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule “C”** hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Liquidator’s Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS AND DIRECTS** the Liquidator to file with the Court a copy of the Liquidator’s Certificate, forthwith after delivery thereof.

6. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Liquidator is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Companies’ records pertaining to the Companies’ past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Companies.

7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Companies and any bankruptcy order issued pursuant to any such applications; and

(c) any assignment in bankruptcy made in respect of the Companies;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Companies and shall not be void or voidable by creditors of the Companies, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

FOREIGN RECOGNITION

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Liquidator and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Liquidator and its agents in carrying out the terms of this Order.



Digitally signed
by Jana Steele
Date: 2024.01.23
14:42:45 -05'00'

Schedule A – Form of Liquidator’s Certificate

Court file no. CV-22-00680668-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BETWEEN:

GEORGE VASTIS

Plaintiff
(Defendant to the Counterclaim)

- and -

HELEN VASTIS

Plaintiff

- and -

CHRISTOS KOMMATAS

Defendant
(Plaintiff to the Counterclaim)

- and -

CALLDRON GAS BARS LTD. and 1195705 ONTARIO INC.,
carrying on business as OLD PRO DRIVING RANGE

Defendants
(Defendants to the Counterclaim)

LIQUIDATOR’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Dietrich of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated December 20, 2022, The Fuller Landau Group Inc. was appointed as the receiver and liquidator (the “**Liquidator**”) of the property, assets and undertaking of Calldron Gas Bars Ltd. (“**Calldron**”) and 1195705 Ontario Inc. cob as Old Pro Driving Range (“**Old Pro**” and together with Calldron are the “**Companies**”).

B. Pursuant to an Order of the Court dated January 23, 2024 (the “**Approval Order**”), the Court approved the agreement of purchase and sale made as of November 29, 2023 (the “**Sale Agreement**”) between the Liquidator and 1000744590 Ontario Inc. (the “**Purchaser**”), as successor in interest to Giampaolo Investments Limited, and provided for the vesting in the Purchaser of the Calldron’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Liquidator to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Liquidator and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Liquidator.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement, or the Approval Order.

THE LIQUIDATOR CERTIFIES the following:

1. The Purchaser has paid and the Liquidator has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Liquidator and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Liquidator, and the sealing of the Confidential Supplement, as provided for in paragraph * of the Approval Order, can be dissolved.
4. This Certificate was delivered by the Liquidator at _____ on _____.

The Fuller Landau Group Inc. in its capacity as Liquidator of the property, assets and undertaking of Calldron Gas Bars Ltd. and 1195705 Ontario Inc. cob as Old Pro Driving Range, and not in its personal capacity

Per: _____
Name:
Title:

Schedule "B"
Purchased Assets

The land legally described as:

PT LT 10 CON 5 WHS CHINGUACOUSY AS IN VS276607 EXCEPT PT 1, VS81821, PT 3, 43R16796 AND PTS 1, 2, 3, 4, 5, 6 & 7, 43R27286 AND PTS 1, 5, EXPROPRIATION PL PR2078646; S/T EASEMENT OVER PTS 2, 3, 4, 6, EXPROPIRATION PL PR2078646 UNTIL 2015/09/23 AS IN PR2078646; SUBJECT TO AN EASEMENT AS IN PR2202348; SUBJECT TO AN EASEMENT IN GROSS OVER PT 2, 3, 4 & 6 EXPROPRIATION PL PR2078646 UNTIL 2014/07/30 AS IN PR2239240; CITY OF BRAMPTON

PIN 14092-0320 (LT)

And municipally described as:

9980 Mississauga Road/2055 Bovaird Drive West, Brampton, Ontario

Schedule “C”
Claims to be deleted and expunged from title

PR4163405 – Application for Court Order

Schedule "D"
Permitted Encumbrances

43R16796 – Plan Reference

RO905589 – Agreement

RO963008 – Agreement

RO1004185 – Notice

RO1089708 – Notice of Lease

RO1174274 – Agreement

43R2786 – Plan Reference

PR323300 – Notice

PR323301 – Notice

PR836083 – Notice

PR2078646 – Plan Expropriation

43R34580 – Plan Reference

PR2202348 – Transfer Easement

PR2239240 – Transfer Easement

PR2239242 – Postponement

43R35875 – Plan Reference

PR2566063 – Notice of Lease

PR2837463 – Notice

PR4067518 – Notice of Lease