



SUPERIOR COURT OF JUSTICE

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-20-00644241-00CL

DATE: MARCH 27, 2024

NO. ON LIST: 2

TITLE OF PROCEEDING: VASTIS et al. v. KOMMATAS et al.

BEFORE: JUSTICE STEELE

PARTICIPANT INFORMATION

For Plaintiff:

Name of Person Appearing	Name of Party	Contact Info
Kevin Fisher	Counsel for the Plaintiffs, George Vastis and Helen Vastis	kfisher@grllp.com

For Defendant:

Name of Person Appearing	Name of Party	Contact Info
James Wortzman	Counsel for the Defendant, Christos Kommatas	jwortzman@teplitskyllp.com
Catherine Allen		callen@teplitskyllp.com

For Other, Moving Party:

Name of Person Appearing	Name of Party	Contact Info
Domenico Magisano	Counsel for the Liquidator, The Fuller Landau Group Inc. – David Filice	dmagisano@lernalers.ca
Spencer Jones		sjones@lernalers.ca

ENDORSEMENT OF JUSTICE STEELE:

- [1] The Liquidator seeks an order approving its sixth report, the fees and disbursements of the Liquidator and its counsel, and a proposed distribution to Chris Kommatas and George Vastis.
- [2] No party objected to the relief sought today. However, as discussed below, Mr. Vastis was of the view that an additional \$250,000 payment should have been addressed.
- [3] Calldron Gas Bars Ltd. and 1195705 Ontario Inc., carrying on business as Old Pro Driving Range, are equally owned by Mr. Kommatas and Mr. Vastis. A dispute arose between Mr. Kommatas and Mr. Vastis resulting in the litigation.
- [4] On or about October 11, 2022, Dietrich J. granted a judgment that included the requirement that Calldron and Old Pro be wound up. The Fuller Landau Group Inc. was appointed as liquidator and receiver for the purpose of winding up the companies.
- [5] On January 23, 2024, the Liquidator was granted Court approval of the sale of several properties, including the Mississauga Road Property. The Mississauga Road Property sold for a purchase price of \$122,500,000.00 and closed on February 22, 2024. There was no mortgage on the property.
- [6] The Liquidator is holding \$122,329,833.82.
- [7] The only remaining registration against the Companies is in favour of CWB Maxium Financial Inc. related to certain leased equipment.
- [8] The Liquidator proposes to distribute \$100,000,000 with \$22,329,833.82 held back to address:
 - a. Capital gains tax owing on the sale of the Mississauga Road Property;
 - b. Account for future income tax obligations of Calldron and Old Pro;
 - c. Create a reserve for ongoing liquidation costs; and
 - d. Create a reserve for a potential argument from Mr. Kommatas and Mr. Vastis regarding unequal distribution.
- [9] The proposed interim distribution includes the holdback to ensure that there will be sufficient funds to cover these additional expenses.
- [10] The proposed distribution is not equal due to the minor difference in the shareholder loan repayment to each of Mr. Kommatas and Mr. Vastis.
- [11] The Liquidator is permitted to make distributions as approved by the Court [para. 13 of the Winding Up Order].

[12] Counsel for Mr. Vastis directed the Court to paragraph 2 of the Order of Dietrich J., dated October 11, 2022, which provides:

THIS COURT ORDERS AND ADJUDGES that the plaintiff George Vastis shall receive the sum of \$250,000 for executive services provided to Calldron Gas Bars Ltd. and 1195705 Ontario Inc. carrying on business as “Old Pro Driving Range” (the “Companies”), which amount shall be deducted from the share of the liquidation proceeds payable to Mr. Christos Kommatas from the sale of the assets of the Companies.

[13] The distribution to Mr. Vastis from Mr. Kommatas’ share that was ordered by the Court in 2022 has not yet been made. Counsel for Mr. Vastis requested that this distribution be made. Counsel for Mr. Kommatas indicated that this was the first he had heard about the \$250,000 payment being addressed today, as it was not in the Liquidator’s Sixth Report. The Liquidator indicated that it would be addressed when the Liquidator returns to Court for the next distribution.

[14] The Liquidator also seeks approval of its fees and those of its counsel. Fee affidavits were filed. I am satisfied that the fees sought to be approved are fair and reasonable in the circumstances.

[15] The Liquidator also asked the Court to sign an amended approval and vesting order in a form that will be accepted by the Land Registry Office. The Court had previously signed the Amended AVO to reflect the name of the company that would be taking title to the property (January 23, 2024). However, the Land Registry Office advised that they would not accept the Amended order in the form previously signed by the Court.

[16] Orders attached.

A handwritten signature in blue ink, appearing to be 'J. Vastis', is located at the bottom right of the page.