

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE	)	MONDAY, THE 24 <sup>TH</sup>
	)	
JUSTICE J. DIETRICH	)	DAY OF FEBRUARY, 2025

B E T W E E N:

PAUL JOSEPH DIETRICH

Applicant

- and -

STEVEN ROBERT MCLAREN

Respondent

APPLICATION UNDER SECTIONS 207, 209 AND 210 OF THE  
*BUSINESS CORPORATIONS ACT*, R.S.O. 1990, c. B.16

**DISTRIBUTION ORDER**

**THIS MOTION**, made by Albert Gelman Inc. ("**Albert Gelman**") in its capacity as the Court-appointed liquidator (in such capacity, the "**Liquidator**") of all the assets, undertakings and properties of 1827403 Ontario Inc., 1853997 Ontario Inc., 1885926 Ontario Inc., 1950940 Ontario Inc., 1950941 Ontario Inc. and 1950979 Ontario Inc. (collectively, the "**Companies**") for an order approving and authorizing the distribution of the Remaining Funds of the Companies was heard on January 27, 2025 and this day by videoconference.

**ON READING** the Seventh Report of the Liquidator dated January 23, 2025 (the "**Seventh Report**") and on hearing the submissions of counsel for the Liquidator and being advised by

counsel for the Respondent that he does not object, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Julie Mah sworn January 24, 2025, filed:

## **DEFINITIONS**

1. **THIS COURT ORDERS** that all capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Seventh Report.

## **DISTRIBUTION**

2. **THIS COURT ORDERS** that the Liquidator is authorized and directed to distribute the funds remaining in its estate trust account held for each of 1950979 Ontario Inc. and 1827403 Ontario Inc. after payment of all proven claims by creditors and amounts owing to the Liquidator and its counsel for professional fees (the “**Remaining Funds**”), subject to a reserve in the discretion of the Liquidator until its discharge, as follows:

- (a) to the shareholder, Paul Dietrich, in respect of the dissolution of 1827403 Ontario Inc. and 1950979 Ontario Inc.:
  - (i) 50%,
  - (ii) plus 50% of the amounts that Parkview Homes Inc. is unable to repay 1827403; and
- (b) to the shareholder, Steve McLaren, in respect of the dissolution of 1827403 Ontario Inc. and 1950979 Ontario Inc.:
  - (i) 50%;

- (ii) less 50% of the amounts that Parkview Homes Inc. is unable to repay 1827403.

3. **THIS COURT ORDERS** that the Liquidator, its counsel and other agents are hereby authorized to take all necessary or appropriate steps and actions to effect the payments and distributions described in this Order, and shall not incur any liability as a result of making such payments and distributions.

4. **THIS COURT ORDERS** that, notwithstanding anything else contained in this Order, each of the payments and distributions provided for in this Order shall be made free and clear of 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, including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of Gilmore J. dated April 4, 2022; and (ii) all charges security interests, liens, trusts, or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property or real property registry system.

5. **THIS COURT ORDERS** that the Liquidator or any other person facilitating payments and distributions pursuant to this Order shall be entitled to deduct and withhold from any such payment or distribution such amounts as may be required to be deducted or withheld under applicable law and to remit such amounts to the appropriate governmental authority or other person entitled thereto as may be required by applicable law. To the extent that amounts are so withheld or deducted and remitted to the appropriate governmental authority or other person entitled thereto, such withheld or deducted amounts shall be treated for all purposes as having been paid pursuant to this Order.

6. **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 application; and
- (c) any assignment in bankruptcy made in respect of the Companies;

any payment or distribution made pursuant to this Order are final and irreversible and 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 pursuant to 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 law.

#### **GENERAL**

7. **THIS COURT ORDERS** that the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or outside of Canada 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.

8. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01

[5]

a.m. Eastern Time on the date of this Order.



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A handwritten signature, appearing to be "A" followed by a horizontal line, is written over a horizontal line.

PAUL JOSEPH DIETRICH  
Applicant

STEVEN ROBERT MCLAREN  
Respondent

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

**DISTRIBUTION ORDER**

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Lawyers for Albert Gelman Inc. in its capacity as the  
Court-appointed liquidator of 1827403 Ontario Inc.,  
1853997 Ontario Inc., 1885926 Ontario Inc.,  
1950940 Ontario Inc., 1950941 Ontario Inc. and  
1950979 Ontario Inc.