



Court File No. CV-22-00674717-00CL & CV-21-00668821-00CL

Court File No. CV-21-00668821-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE

)

TUESDAY, THE 20TH

)

JUSTICE KIMMEL

)

DAY OF SEPTEMBER, 2022

BETWEEN:

**BERKID INVESTMENTS LIMITED, ROBERT BARRON, THORNBRIDGE CAPITAL
INC., LUCY BER, SUSAN LATREMOILLE, JAMES MACDONALD, SCOTT
TUPLING, NADA TUPLING, TMP INVESTMENTS INC., MARK PIEROG, TARA
PIEROG, RON LAPSKER, 1392530 ONTARIO INC., LANGFORD GRAIN INC., FORE
BEARS FORENSIC SCIENCE INC., FESTIVUS HOLDINGS INC., STEVEN FREIMAN
AND GREGORY IP**

Plaintiffs

- and -

**HUNTER MILBORNE, GREGORY MARCHANT, MM REALTY PARTNERS
INTERNATIONAL, MM REALTY PARTNERS INTERNATIONAL INC., LEGACY
LIFESTYLE DESTIN LIMITED PARTNERSHIP, LEGACY LIFESTYLE DESTIN GP
INC., LEGACY LIFESTYLE SUMMERLIN LIMITED PARTNERSHIP, LEGACY
LIFESTYLE SUMMERLIN GP INC. LEGACY LIFESTYLE TRAILWINDS LIMITED
PARTNERSHIP, LEGACY LIFESTYLE TRAILWINDS GP INC., WAVERLEY
CORPORATE FINANCE SERVICES LTD. and MORGAN MARCHANT**

Defendants

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**LEGACY LIFESTYLES DESTIN LP, LEGACY LIFESTYLES TRAILWINDS LP,
LEGACY LIFESTYLES SUMMERLIN LP, LEGACY LIFESTYLES OCOEE LP,
LEGACY LIFESTYLES LONGLEAF LP**

Applicants

- and -

**LEGACY LIFESTYLES DESTIN PROPERTY LLC, LEGACY LIFESTYLES
TRAILWINDS PROPERTY LLC, LEGACY LIFESTYLES FORT MYERS PROPERTY
LLC, LEGACY LIFESTYLES OCOEE PROPERTY LLC, , LEGACY LIFESTYLES
LONGLEAF PROPERTY LLC**

Respondents

APPLICATION UNDER section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C., C. B-3, as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990, C. C-43, as amended

ORDER

THIS MOTION made by the Zeifman Partners Inc. as receiver (the “**Receiver**”) without security, of all of the assets, undertakings and properties of Legacy Lifestyles Destin LP, Legacy Lifestyles Destin GP Inc., Legacy Lifestyles Summerlin LP, Legacy Lifestyles Summerlin GP Inc., Legacy Lifestyles Trailwinds LP, Legacy Lifestyles Trailwinds GP Inc., Legacy Lifestyles Ocoee LP, Legacy Lifestyles Ocoee GP Inc., Legacy Lifestyles Longleaf LP, Legacy Lifestyles Longleaf GP Inc., Legacy Lifestyles Destin Property LLC, Legacy Lifestyles Trailwinds Property LLC, Legacy Lifestyles Ft. Myers Property LLC, Legacy Lifestyles Ocoee Property LLC and Legacy Lifestyles Longleaf Property LLC, appointed pursuant to the Amended Order of the Honourable Justice Conway, dated February 11, 2022 (the “**Receivership Order**”) for an order amending the Receivership Order to increase the Receiver’s borrowing capacity and granting certain other relief was heard this day by judicial videoconference via Zoom.

ON READING the First Report of the Receiver dated September 9, 2022 (the “**First Report**”), the Supplemental Report to the First Report of the Receiver, dated September 16, 2022 (the “**Supplemental Report**”), the Second Supplemental Report to the First Report of the Receiver, dated September 19, 2022, the Factum of the Receiver, dated September 16, 2022, the affidavit of Allan Rutman affirmed September 8, 2022, the affidavit of Sara-Ann Wilson sworn September 8, 2022, the affidavit of Farley Cohen, affirmed September 9, 2022, and the affidavit of Mark Ber, affirmed September 17, 2022, and on hearing the submissions of counsel for the Receiver, and any such other counsel and parties as were present:

FUNDING OF THE RECEIVERSHIP

1. **THIS COURT ORDERS** that paragraph 29 of the Receivership Order be and is hereby amended by deleting “\$3,600,000.00 CAD” and inserting “\$4,231,845 USD”. All other provisions of the Receivership Order shall remain in full force and effect, unamended hereby.

2. **THIS COURT ORDERS** that the Amendment to Term Sheet between Hillmount Capital Inc. and the Receiver (the “**Amendment to Term Sheet**”), attached as Appendix “C” to the Supplemental Report, be and is hereby approved and the Receiver is authorized and directed to execute the Amendment to Term Sheet with such minor amendments as the Receiver may deem necessary.

GENERAL

3. **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 Receiver and their 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

4. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.



Digitally signed by Jessica
Kimmel
Date: 2022.09.30 12:08:19
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Court File No. CV-22-00674717-00CL & CV-21-00668821-00C

Court File No. CV-21-00668821-00C

BERKID INVESTMENTS LIMITED
Plaintiff

and

HUNTER MILBORNE et al.
Defendant

Court File No. CV-22-00674717-00C

LEGACY LIFESTYLES DESTIN LP, et al.
Applicants

and

LEGACY LIFESTYLES DESTIN PROPERTY LLC, et al.
Responders

	ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST) PROCEEDING COMMENCED AT TORONTO
	ORDER
	DENTONS CANADA LLP 77 King Street West, Suite 400 Toronto-Dominion Centre Toronto, ON M5K 0A1 Kenneth Kraft (LSO # 31919P) Tel: 416-863-4374 Fax: 416 863-4592 kenneth.kraft@dentons.com Sara-Ann Wilson (LSO # 56016C) Tel: (416) 863-4402 sara.wilson@dentons.com <i>Lawyers for Zeitfinan Partners Inc., in its capacity as Court-appointed Receiver</i>