

COURT FILE NO.: CV-25-1143

SUPERIOR COURT OF JUSTICE – ONTARIO

7755 Hurontario Street, Brampton ON L6W 4T6

RE: ROYAL BANK OF CANADA, Applicant**AND:**

DIXIE CHRYSLER LTD, Respondent

BEFORE: Justice Wilkinson

COUNSEL: HORSTEN, Calvin/PARSONS, S, for the Applicant
chorsten@airberlis.com/ sparsons@airdberlis.com
 JAIPARGAS R, HOLLARD, N, RUTMAN, A for the receiver
rjaipargas@blg.com /nhollard@blg.com /aar@zeifmans.ca

HEARD: July 31, 2025, by video conference**ENDORSEMENT**

[1] On May 16, 2025, Justice Shaw issued an endorsement granting an order appointing Zeifman Partners Inc. as the Receiver in this matter. The order included an administrative error declaring Zeifman Partners as Receiver as of March 18, 2025, when the matter was argued. It is appropriate that an order be granted correcting Justice Shaw's order, and confirming that the appointment of the Receiver as of May 16, 2025.

[2] The Receiver also moves for approval of a sale agreement and vesting order as set out in its First Report to address both the vehicles that are assets of Dixie Chrysler, and parts that are the assets of Dixie Chrysler. An Asset Purchase and Termination Agreement dated July 16, 2025 has been reached between the Receiver and Stellantis, which is the parent company responsible for supplying vehicles to Dixie Chrysler, for Stellantis to buy back the vehicles from Dixie Chrysler at the same price for which they were sold to Dixie Chrysler.

[3] The agreement specifies that the monies received through this purchase agreement are to be paid directly to Royal Bank of Canada, rather than being funneled through the Receiver.

[4] The Receiver also moves for an order approving the auction services agreement between the Receiver and McDougall Auctioneers Ltd., and vesting order dated July 9, 2025.

[5] The Receiver also moves for approval of its Interim Statement of Receipts and Disbursements, an order authorizing the Receiver to make one or more distributions to the Royal Bank up to the amount of the RBC indebtedness, and a sealing order with respect to the agreements, given the commercially sensitive nature of the purchase agreement.

[6] Having reviewed the evidence in the record before me, and considering the test as set out in *Royal Bank v. Soundair Corp*, 1991 CanLII2727(Ont. C.A.), I accept the evidence of the Receiver that it considered eight different options, and that the option proposed is the most advantageous for the Dixie Chrysler, and by extension, the creditors in this matter.

[7] Counsel attends the motion on behalf of the Royal Bank to confirm that the Royal Bank is pleased with the work of the Receiver, and fully supports the recommendations of the Receiver. The Royal Bank also fully supports payment to the Receiver of the fees and disbursements as requested in its Supplemental Report.

[8] Given the sensitive nature of the Asset Purchase Agreement, it is appropriate that a sealing order be granted under s.137(2) of the *Courts of Justice Act*, to protect commercially sensitive information regarding the sale of the assets, and property of the debtor. I accept that disclosure of this commercially sensitive information would pose a material risk to the Receiver's ability to maximize recovery for the benefit of the creditors.

[9] Orders to go as attached to this endorsement.



Wilkinson J.