

2022 012 4092

IN THE SUPREME COURT OF NEWFOUNDLAND AND LABRADOR  
GENERAL DIVISION  
IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF** an application of the  
Roman Catholic Episcopal Corporation of  
St. John's

**AND IN THE MATTER OF** the *Companies'*  
*Creditors Arrangement Act*, RSC 1985,  
c C-36, as amended

**ORDER**

**UPON IT APPEARING THAT** Ernst & Young Inc. in its capacity as Monitor (the "**Monitor**") of the Applicant, Roman Catholic Episcopal Corporation of St. John's, has applied for an order approving certain sales of real property owned by the Applicant pursuant to a Tender Process approved by this Court by order dated March 4, 2022, and a sealing order in respect of the Supplemental Second Report of the Monitor;

**AND UPON HEARING** Maurice Chiasson, Q.C. and Joe Thorne on behalf of Ernst & Young Inc. acting in its capacity as Monitor; Geoffrey Spencer and Meghan King on behalf of the Applicant; and Clifton Prophet and Geoffrey Budden acting in their capacity as Representative Counsel;

**AND UPON** reading the material as filed by counsel;

**IT IS HEREBY ORDERED:**

1. The time for service of this application is hereby abridged, service of the application is validated and further service is dispensed with;
2. The sales of 42 parcels of Accepted Bid Properties, as defined in the Second Report of the Monitor and this application and set out in **Schedule A** to this order, are approved;

3. The Monitor and the Applicant are authorized and empowered to take all steps and execute all documents as they deem necessary in order to complete the sales of the Accepted Bid Properties;
4. Effective immediately upon the filing with this Court of a Monitor's Certificate substantially in the form attached hereto as **Schedule B** (the "**Monitor's Certificate**"), signed by the Monitor confirming that all terms and conditions under any agreement for the sale of an Accepted Bid Property (a "**Purchase Agreement**") made between the Applicant and the approved bidder (a "**Purchaser**") have been either satisfied or waived and that the transactions contemplated by the Purchase Agreement have been completed to the satisfaction of the Monitor, all right, title and interest of the Applicant in and to all of the real property in each Accepted Bid Property subject to the Purchase Agreement shall vest and are hereby vested in and to the Purchaser, absolutely and forever, without limitation, 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, including but not limited to the Administrative Charge previously granted by this Court over the assets of the Applicant;
5. Notwithstanding:
  - (a) the pendency of these proceedings;
  - (b) any applications for a bankruptcy order now or in the future issued pursuant to the BIA in respect of the Applicant and any bankruptcy order issued pursuant to any such applications; and
  - (c) any assignment in bankruptcy made in respect of the Applicant;

the vesting of the purchased property in and to the Purchaser pursuant to this order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicant and shall not be void or voidable by creditors of the Applicant, nor shall it constitute or be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at under value or other reviewable transaction under the BIA 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; and

6. The Supplemental Second Report of the Monitor is sealed until further order of this Court.

**DATED** at St. John's, in the Province of Newfoundland and Labrador, this \_\_\_\_ day of July, 2022.

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**Roman Catholic Episcopal Corporation of St. John's ("RCCECSJ")  
Summary of Accepted Tenders**

Tender Parcel	Property Description	Successful Bidder Recommendation
1A	Basilica Cathedral and Pastoral Centre	Basilica Heritage Foundation, Inc.
1B	St. Bonaventure's College	Basilica Heritage Foundation, Inc.
1C	St. Bon's Forum	Basilica Heritage Foundation, Inc.
2A	St. Patrick's Church	Howard Real Estate Holdings
2C	Vacant Land (located at 18 Deaneary Ave, St. John's)	84392 Newfoundland and Labrador Inc.
2D	Vacant Land (located on Patrick Street, St. John's)	St. John's Independent School Inc.
3A	St. Teresa's Church and other adjoining structures	St. Teresa's Mundy Pond Corporation
4A	Corpus Christi Church, Parish Office and Community Centre	Stewart McKeivley, as Agent
4B	Vacant Land (231 Waterford Bridge Road, St. John's)	Stewart McKeivley, as Agent
5A	St. Plus X Church and St. Plus X Junior High School	Association For New Canadians
6A	Mary Queen of Peace Church and Rectory	54105 Newfoundland and Labrador Ltd.
6B	Mary Queen of Peace Hall	10981 Newfoundland Ltd.
8B	Vacant Land (Topsail Road, Mount Pearl)	P.M.C. Holdings Ltd.
8C	Vacant Land (Topsail Road, Mount Pearl)	City of Mount Pearl
8D	Vacant Land (Pinebud Crescent, Mount Pearl)	City of Mount Pearl
9B	St. Peter's Rectory	84392 Newfoundland and Labrador Inc.
11A	St. Thomas of Villanova Church and Vacant Land (Ball Field)	Archdiocesan Renewal Corp.
12B	St. Edward's Rectory	Pine Bud Investments Inc.
12C	Vacant Land (St. Edwards Road, Conception Bay South)	Pine Bud Investments Inc.
13A	Holy Rosary Church, Rectory and Hall	Portugal Cove-St. Phillip's Chamber of Commerce Inc. / Holy Rosey on behalf of Newco
14A	St. Joseph's Church	89149 Newfoundland and Labrador Corp.
14B	Vacant Land (Cribbies Road, Petty Harbour-Maddox Cove)	89149 Newfoundland and Labrador Corp.
15A	St. Francis of Assisi Church	Rocky Hill Holdings Inc.
15B	Archbishop's Residence	Rocky Hill Holdings Inc.
15C	St. Francis of Assisi Rectory	Rocky Hill Holdings Inc.
15D	Vacant Land (51 Outer Cove Road, Logy Bay-Middle Cove-Outer Cove)	Rocky Hill Holdings Inc.
15E	Vacant Land (23 - 25 Outer Cove Rd, Logy Bay-Middle Cove-Outer Cove)	Pine Bud Investments Inc.
16B	Holy Trinity Parish Hall	YBC Development Ltd.
17A	St. Michael's Church	Town of Flatrock
17B	Our Lady of Lourdes Grotto	Town of Flatrock
18A	St. Agnes Church and Rectory	G.J. Shortall Ltd.
19A	O'Dwyer Apartments	Ashley and Wajdi Bensaid
19B	Vacant Land (51 Hazelwood Crescent, St. John's)	P.M.C. Holdings Ltd.
20A	Ecole Rocher du Nord	Emerald Atlantic Group Inc
20B	Vacant Land (Ricketts Road, St. John's)	Emerald Atlantic Group Inc
20C	Vacant Land (Ricketts Road, St. John's)	Emerald Atlantic Group Inc
23C	Vacant Land (370-410 Beachy Cove Road)	Emerald Atlantic Group Inc
25A	<i>Intentionally Deleted</i>	N/A
25B	Vacant Land (Octagon Pond, Paradise)	Emerald Atlantic Group Inc
25D	Vacant Land (456-466 Bauline Line, Torbay)	640 Torbay Road Inc.
25E	Vacant Land (27A Piperstock Place, Torbay)	Blair White
25F	Vacant Land (Bullock Town Road, Torbay)	YBC Development Ltd.
25G	Vacant Land (Route 90, Salmonier Arm)	Nature Conservancy of Canada

**SCHEDULE B**

**District of Newfoundland and Labrador  
Division No. 01-NL  
Court No. 24092  
Estate No. 51-2792506**

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**MONITOR'S CERTIFICATE**

Ernst & Young Inc. in its capacity as Monitor for the Applicant, Roman Catholic Episcopal Corporation of St. John's, hereby confirms that all terms and conditions under the Agreement of Purchase and Sale dated [date] made between the Roman Catholic Episcopal Corporation of St. John's and [Purchaser] with respect to real property with legal description set out in **Exhibit A** (the "**Purchase Agreement**") have been either satisfied or waived, and that the transactions contemplated by the Purchase Agreement have been completed to the satisfaction of the Monitor.

DATED at Halifax, in the Province of Nova Scotia, this \_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Witness

**ERNST & YOUNG INC.**, in its capacity as  
Monitor for the Applicant, Roman Catholic  
Episcopal Corporation of St. John's

Per: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**EXHIBIT A**

**[LEGAL DESCRIPTION]**