



SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COUNSEL/ENDORSEMENT SLIP

COURT FILE NO.: CV-24-00726047-00CL

DATE: MARCH 28, 2025

NO. ON LIST: 1

TITLE OF PROCEEDING:

**SURACE, NICOLA
V
REIS, JASON / V.G.A. CARPENTRY LIMITED / 1905247 ONTARIO INC. /
DUPONT CARPENTRY LIMITED**

BEFORE: Justice J. Dietrich

PARTICIPANT INFORMATION

For Plaintiff, Applicant:

Name of Person Appearing	Name of Party	Contact Info
Mark De Sanctis	Surace, Nicola	mdesanctis@millerthomson.com
Craig Mills		cmills@millerthomson.com

For Defendant, Respondent:

Name of Person Appearing	Name of Party	Contact Info
Paul Stern	Reis, Jason / Dupont Carpentry / 1905247 Ontario Inc.	pstern@sternlaw.ca
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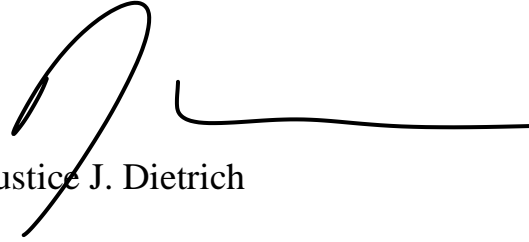
For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info
George Benchetrit	Counsel for the Interim Receiver	george@chaitons.com
Rahn Dodick	Receiver	rahn.dodick@dodick.ca
Jennifer L. Siemon	Counsel for Non-Party Daniels Corporation	jsiemon@torkinmanes.com

ENDORSEMENT OF JUSTICE J. DIETRICH:

- [1] This case conference was scheduled by endorsement of Justice Penny made on February 13, 2025.
- [2] As background, Justice Penny originally issued an order appointing Dodick Landau LLP as interim receiver of the business of V.G.A. Carpentry Ltd. ("**VGA**") on October 22, 2024 (the "**IR Order**"). The IR Order was amended and restated on November 28, 2024 (the "**Amended IR Order**").
- [3] The Amended IR Order was made following an application by Nicola Surace, who is an officer, director and 51% shareholder of VGA, under s. 101 of the *Courts of Justice Act* and s. 248 of the *Business Corporations Act* (Ontario) (the "**OBCA**"). Jason Reis, also a respondent, is the 49% shareholder in VGA. Mr. Surace and Mr. Reis had entered into a shareholders agreement in 2022 which contemplated the transition of management duties of VGA to be completed by Mr. Reis with a view to wind down and/or dissolve VGA.
- [4] However, beginning in July of 2023, Mr. Surace discovered certain matters which made him concerned about Mr. Reis' management of VGA. This led Mr. Surace to commence the underlying application.
- [5] Since its appointment the Interim Receiver has delivered two reports. The most recent, the second report was delivered on February 10, 2025 (the "**Second Report**"). In the Second Report, the Interim Receiver made certain observations regarding Mr. Reis' lack of cooperation, the overstatement of VGA's payroll (including because a portion of Dupont's payroll appears to have been paid by VGA) and estimated that approximately \$2.6 million was owing by Dupont (Mr. Reis' company) to VGA. The Interim Receiver is also continuing to collect accounts receivable owing to VGA.
- [6] Mr. Surace now seeks to schedule a timetable for the remaining relief in his Notice of Application, in particular the oppression remedy portion sought under the OBCA. Mr. Reis and the other respondents take issue with a number of matters raised in the Second Report and claim that certain amounts are owing by Mr. Surace to VGA.
- [7] Rather than schedule a full timetable for the remaining steps in the oppression application, at this time, the following partial schedule is ordered. The respondents will deliver answers to the outstanding requests of the Interim Receiver on or before April 10, 2025. The Interim Receiver will deliver a further report on or before April 30, 2025. The Applicant will deliver a supplemental record on or before June 30, 2025. The foregoing dates may be amended on the consent of the parties. A further case conference is scheduled for **one hour on July 16, 2025 at 10:00 am** before me at which time next steps will be addressed. Parties are directed to deliver and upload to case center aide memoirs of no more than 3 pages at least 2 days prior to the scheduled case conference.

[8] As well, to the extent the respondents' answers to the Receiver's questions are not provided by way affidavit, such answers are not evidence and will not be relied on as such by this Court. As well, Ms. Siemon, counsel for Daniels has advised that her client takes issue with the characterization of Daniels' cooperation in the Second Report. That issue, however, is not before me today.

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a horizontal line.

Justice J. Dietrich

March 28, 2025