

31-OR-208091-T

Court File No.



**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)**

**IN THE MATTER OF THE BANKRUPTCY OF
WHATSWHAT, INC., of the City of Toronto in the Province of Ontario**

APPLICATION FOR A BANKRUPTCY ORDER

Russell Tench, (the “**Applicant**”), hereby applies to the Court for an Order that Whatswhat, Inc., formerly known as Wutzwhat Canada Inc. and Wutzgood Inc. (“**Whatswhat**”), a corporation incorporated pursuant to the federal laws of Canada with its registered office located at 100 Front Street East, Toronto, Ontario, be adjudged bankrupt, and that a bankruptcy order be made in respect of the property of Whatswhat, and says that:

1. Whatswhat has at some time during the year immediately preceding the filing of this Application, carried on business at 100 Front Street East, Toronto, Ontario, and 20 Camden Street, Suite 200, Toronto, Ontario, within the jurisdiction of this Honourable Court.
2. Whatswhat is justly and truly indebted to the Applicant in the approximate amount of \$1,084,800, as of today’s date, plus accruing interest (the “**Indebtedness**”), for moneys loaned to Whatswhat on an unsecured basis.
3. The Applicant does not, nor does any person on his behalf, hold any security on the property of Whatswhat, or any part thereof, for the payment of the Indebtedness.

4. Whatswhat has, within the six (6) months next preceding the date of the filing of this Application, committed the following act of bankruptcy, namely:


(a) ceased to meet its liabilities generally as they become due in that it has failed to pay the Applicant and its other creditors.

5. Dodick Landau Inc. is qualified to act as Trustee of the property of Whatswhat and has agreed to act as such and is acceptable to the Applicant.

<u>Creditor</u>	<u>Amount of Debt</u>
Russell Tench 457 Agnes Street, P.O. Box 2131 New Liskeard, ON P0J 1P0	\$1,084,800

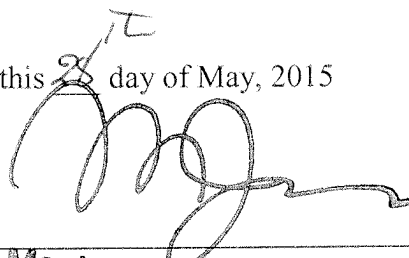
DATED at the Town of Warkentown LAKE, in the Province of Ontario, this 26 day of May, 2015.

Signed by the Applicant in my presence:


Signature of Witness
Print Name: **Raymond A. Warman J.D.**


Name: Russell Tench

ISSUED at the City of Toronto, in the Province of Ontario, this 28 day of May, 2015


Registrar in Bankruptcy
Date: _____

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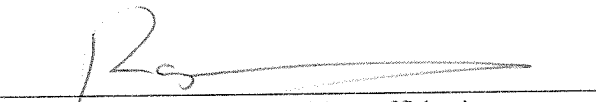
**AFFIDAVIT OF TRUTH OF STATEMENTS IN APPLICATION FOR
BANKRUPTCY ORDER**

I, Russell Tench, of the Town of New Liskeard, in the Province of Ontario, MAKE OATH AND SAY:

1. That I am a shareholder of Whatswhat, Inc. ("**Whatswhat**"), and I am the father of Aaron Tench, a director and co-founder of Whatswhat. In addition, I am responsible for preparing Whatswhat's financial books and records. As such, I have personal knowledge of the facts deposed in this affidavit.
2. That Whatswhat is justly and truly indebted to myself and my wife, Irma Tench, jointly, in the sum of \$1,084,800, plus interest accruing at a rate of 6% per annum (the "**Indebtedness**"), as stated in the said Application.
3. That, from November 2013 through to April 2015, by way of numerous cash injections in amounts ranging from \$1,000 to \$50,000, Irma Tench and I have jointly invested approximately \$2.7 million in Whatswhat. Out of the total amount advanced by myself and Irma Tench, \$1,600,200 was converted to equity and the remainder was an unsecured loan.
4. That Irma Tench and I have lost confidence in the management of Whatswhat.
5. That Irma Tench and I will not be advancing any further funds to Whatswhat and no other sources of funding are forthcoming.

6. That without continued cash injections from Irma Tench and I, Whatswhat is unable to fund its ongoing operations.
7. That Whatswhat has ceased paying its creditors, including its employees, who have been terminated and are owed outstanding wages, termination and severance pay, and is no longer meeting its liabilities as they fall due.
8. That the amount of the Indebtedness is greater than the value of Whatswhat's assets.
9. That Whatswhat is insolvent.
10. That Dodick Landau Inc. ("**Dodick**") has agreed to act as a trustee in bankruptcy of Whatswhat. A copy of Dodick's executed consent is attached hereto as Exhibit "A".
11. That the facts as alleged in the said Application are within my own knowledge and true.


SWORN OR AFFIRMED before me at the
Town of WILLOW LAKE,
in the Province of Ontario, this 26
day of May, 2015.


A Commissioner for taking affidavits.

Raymond A. Warman J.D.


Russell Tench

Exhibit "A" to the Affidavit of Truth
of Statements in Application for Bankruptcy Order,
sworn before me this 26 day of May, 2015.



Commissioner for Taking Affidavits, etc.

Raymond A. Warman J.D.

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CONSENT TO ACT

Dodick Landau Inc., licensed trustee in bankruptcy, consents to act as Trustee in the matter of the bankruptcy of Whatswhat, Inc., pursuant to the *Bankruptcy and Insolvency Act*.

DATED AT Toronto this 22nd day of May, 2015.

DODICK LANDAU INC.

Per:



Name: Rahn Dabak

Title: President

IN THE MATTER OF THE BANKRUPTCY OF WHATSWHAT, INC. of the City of Toronto in the Province of Ontario

TAKE NOTICE that an Application for a Bankruptcy Order in respect of your property will be heard before the presiding Judge of this Honourable Court, in such courtroom as designated by the Court List (or if unopposed, before the Registrar in Bankruptcy), at 330 University Avenue in the City of Toronto on the 16 day of June, 2015, at the hour of 10:00 a.m. or as soon thereafter as the Application can be heard.

AND FURTHER TAKE NOTICE that if a notice of cause against the Application is not filed in Court and a copy thereof served on the lawyer for the Applicant at least two (2) days before the hearing, the Court may make a Bankruptcy Order on such proof of the statements in the Application as the Court shall think sufficient.

DATED at Toronto, this 28th day of May, 2015

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY AND INSOLVENCY)**

PROCEEDING COMMENCED AT
TORONTO, ONTARIO

**APPLICATION FOR BANKRUPTCY
ORDER AND AFFIDAVIT OF TRUTH**

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