

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Sections 243(1) and 47(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

B E T W E E N:

THE TORONTO-DOMINION BANK

Applicant

- and -

1882540 ONTARIO INC.

Respondent

**MOTION RECORD
(Returnable June 13, 2016)**

June 10, 2016

Thornton Grout Finnigan LLP
Barristers and Solicitors
100 Wellington Street West
Suite 3200
Toronto ON M5K 1K7

Leanne Williams (LSUC# 41877E)
Tel: 416-304-0060
Email: lwilliams@tgf.ca

Rachel Bengino (LSUC# 68348V)
Tel: 416-304-1153
Fax: 416-304-1313
Email: rbengino@tgf.ca

Lawyers for the Applicant

INDEX

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Sections 243(1) and 47(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

B E T W E E N:

THE TORONTO-DOMINION BANK

Applicant

- and -

1882540 ONTARIO INC.

Respondent

INDEX

Tab	Document
1	Notice of Motion returnable June 13, 2016
2	First Report to the Court of the Receiver dated June 10, 2016
A	Receivership Order dated May 19, 2016
B	Corporation Profile Report with respect to 1882540 Ontario Inc.
C	Corporation Profile Report with respect to 1665651 Ontario Ltd.
D	PPSA Enquiry Response Certificate from the Ministry dated May 23, 2016 in respect of 1665651 Ontario Ltd.
E	Corporation Profile Report with respect to 2495584 Ontario Inc.
F	PPSA Enquiry Response Certificate from the Ministry dated May 19, 2016 in respect of 2495584 Ontario Inc.
G	Corporation Profile Report with respect to 1873349 Ontario Inc.

H	PPSA Enquiry Response Certificate from the Ministry dated May 19, 2016 in respect of 1873349 Ontario Inc.
I	Affidavit of Daniel Prupas, sworn May 17, 2016
J	Corporation Profile Report with respect to 1632032 Ontario Ltd.
K	Master Relationship Agreement between 188 and SCI
L	1632032 Ontario Ltd. Guarantees and the General Security Agreement
M	PPSA Enquiry Response Certificate from the Ministry dated February 15, 2016 in respect of 1632032 Ontario Ltd.
N	Demand Letter and the BIA Notice issued to 1632032 Ontario Ltd. by TD
O	Canada Revenue Agency Letter to the Debtor at the Head Office
P	Financial Statements of the WAB Group as at April 30, 2016
Q	Receipts and Disbursements prepared by the Receiver
3	Draft Order

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Sections 243(1) and 47(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

B E T W E E N:

THE TORONTO-DOMINION BANK

Applicant

- and -

1882540 ONTARIO INC.

Respondent

**NOTICE OF MOTION
(Returnable June 13, 2016)**

THE TORONTO DOMINION BANK (the “**Applicant**”) and **DODICK LANDAU INC.** (“**Dodick Landau**”), in its capacity as court-appointed receiver of 1882540 Ontario Inc. (the “**Receiver**”) will make a motion to a Judge presiding over the Commercial List on June 13, 2016, at 10:00 a.m. or as soon after that time as the motion can be heard at the Courthouse located at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: This Motion is to be heard orally.

THIS MOTION IS FOR:

1. An Order, *inter alia*:
 - (a) permitting this Motion to proceed without notice and abridging the time for service of this Notice of Motion and the materials filed in support of the motion and dispensing with further service thereof;
 - (b) expanding the definition of “Debtor” in the Receivership Order granted on May 19, 2016 to include 1665651 Ontario Ltd. (“**166**”), 2495584 Ontario Inc. (“**249**”), 1873349 Ontario Inc. (“**187**”) and 1632032 Ontario Ltd. (“**163**”);
 - (c) removing the location of the debtor listed in the Receivership Order as 1444 Dupont Street, Unit 11, Toronto, Ontario, M6E 1P8 (the “**Dupont Location**”); and
 - (d) such further and other relief as counsel may advise and that this Court may permit.

THE GROUNDS FOR THE MOTION are as follows:

2. Pursuant to an Order of this Honourable Court dated May 19, 2016, Dodick Landau was appointed as Receiver of the property, assets and undertaking of 1882540 Ontario Inc. (the “**Debtor**”) pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*¹ (the “**BIA**”) and section 101 of the *Courts of Justice Act*² (the “**CJA**”).

¹ R.S.C. 1985, c. B-3, as amended.

² R.S.O. 1990 c. C-43, as amended.

3. The Applicant now seeks to expand the definition of “Debtor” in the Receivership Order to the following entities that are intricately linked with the Debtor: 1632032 Ontario Ltd. (“**163**”), 1665651 Ontario Ltd. (“**166**”), 2495584 Ontario Inc. (“**249**”), 1873349 Ontario Inc. (“**187**”) (the latter three parties together with the Debtor, the “**WAB Group**”).

Expanding the definition of “Debtor” in the Receivership Order

4. The Debtor operates an online flower retail and delivery business from several retail and distribution locations. The Debtor and its director and President, Cesario Ginjo, also operate the same online and retail flower delivery business using multiple domain sites including whatabloom.com, memorialflowers.ca, dignity.memorialflowers.ca, 1800flowers.ca, flowercrazy.com and flowerscanada.com (collectively, the “**WAB Group Websites**”).
5. The Receiver has begun performing a variety of investigative activities in furtherance of its responsibilities under the Receivership Order. During its investigation, the Receiver discovered that the operation and functions of the Debtor are substantially intertwined with the other numbered companies that form the WAB Group.
6. For instance, each of the WAB Group Websites are run from the same locations, with the same employees, assets and inventory.
7. The Debtor maintains two accounts with the Applicant and another account with the Royal Bank of Canada, the latter was opened in April 2016. The Debtor has paid the operating

expenses of the entire WAB Group through its accounts. On several occasions, it also has received transfers from 187, which it then transferred to 166 and 249.

8. Revenues from online sales are not deposited into the Debtor's account, but rather, are deposited into accounts of other members of the WAB Group.
9. Mr. Ginjo is the principal of each company of the WAB Group. Funds are constantly transferred amongst the accounts without regard to observing corporate formalities.
10. Property of the Debtor has been used to pay expenses of the WAB Group, even though sales receipts of the WAB Group was not deposited into the Debtor's accounts. The Applicant has effectively been funding the entire WAB Group without its knowledge.
11. As such, the Receiver has been unable to perform its duties in locating and ascertaining the assets and property of the Debtor given that the cash management functions of the WAB Group are interconnected. The Receiver requires access to the property, assets, books and records of the WAB Group in order to track the Debtor's property.

It is just and convenient to appoint a receiver over the WAB Group

12. 163 has guaranteed the obligations of the Debtor to the Applicant and granted a general security interest in all of its assets, property and undertaking in favour of the Applicant. The Applicant issued a demand and notice of intention to enforce its security pursuant to s. 244 of the BIA to 163. 163 failed to pay the sum demanded and the 10 days' notice period has expired.

13. The Applicant does not hold security in 166, 187 and 249.
14. Mr. Ginjo used the WAB Group interchangeably and deposited funds generated by the Debtor into the accounts of other members of the WAB Group. The Debtor used the Applicant's financing to fund the entire WAB Group.
15. Canada Revenue Agency has commenced a criminal investigation against the Debtor's trust accounts. The Debtor did not inform the Applicant of this investigation and it was only discovered by the Receiver after the date of the Receivership Order.
16. Without expanding the definition of "Debtor" in the Receivership Order to include 163, 166, 187 and 249, the Receiver will be unable to perform its duties without access to the other WAB Group's banking records and accounts.
17. In the circumstances, it is just and convenient to expand the definition of "Debtor" in the Receivership Order to 163, 166, 187 and 249.

Removal of the Dupont Location from the Receivership Order

18. On the date that the Receivership Order was granted, the Receiver attended to the Dupont Location. This was listed as the registered head office of the Debtor. It was then discovered that the Dupont Location had been sold by 163 to a third party on or around April 2015. The Debtor and 163 vacated the Dupont Location.

19. As such, neither the Debtor nor 163 own, lease or operate from the Dupont Location. It is not necessary for the Dupont Location to form part of this Receivership and can be removed from the list of locations of the Debtor on the Receivership Order.
20. Section 101 of the CJA.
21. Such other grounds as counsel may advise and this Honourable Court may deem just.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of this application:

1. First Report of the Receiver to the Court dated June 10th, 2016; and
2. such further and other evidence as counsel may advise and this Honourable Court may permit.

June 10, 2016

Thornton Grout Finnigan LLP
Barristers and Solicitors
100 Wellington Street West
Suite 3200
Toronto ON M5K 1K7

Leanne Williams (LSUC# 41877E)
Tel: 416-304-0060
Email: lwilliams@tgf.ca

Rachel Bengino (LSUC# 68348V)
Tel: 416-304-1153
Fax: 416-304-1313
Email: rbengino@tgf.ca

Lawyers for the Applicant

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Sections 243(1) and 47(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

THE TORONTO-DOMINION BANK and
Applicant

1882540 ONTARIO INC.

Respondent

Court File No.: CV-16-11398-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at **Toronto**

NOTICE OF MOTION

Thornton Grout Finnigan LLP
Barristers and Solicitors
100 Wellington Street West
Suite 3200
Toronto ON M5K 1K7

Leanne Williams (LSUC# 41877E)
Tel: 416-304-0060
Email: lwilliams@tgf.ca

Rachel Bengino (LSUC# 68348V)
Tel: 416-304-1153
Fax: 416-304-1313
Email: rbengino@tgf.ca

Lawyers for the Applicant

TAB 2

ONTARIO
SUPERIOR COURT OF JUSTICE

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Sections 243(1) and 47(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

B E T W E E N:

THE TORONTO-DOMINION BANK

Applicant

- and -

1882540 ONTARIO INC.

Respondent

FIRST REPORT TO THE COURT
OF DODICK LANDAU INC., AS RECEIVER

June 10, 2016

BACKGROUND

1. On May 19, 2016, The Toronto-Dominion Bank (“**TD**”) made an application to the Court for an order (“**Receivership Order**”), which the Court granted, appointing Dodick Landau Inc. (“**DLI**”) as receiver (in such capacity, the “**Receiver**”) pursuant to section 243 of the *Bankruptcy & Insolvency Act* (“**BIA**”) and section 101 of the *Courts of Justice Act* (“**CJA**”) of the assets, undertakings and property (collectively, the “**Property**”) of 1882540 Ontario Inc. (“**188**”; the “**Debtor**”). A copy of the issued Receivership Order is attached as **Appendix “A”** to this Report.
2. The Receivership Order, among other things, authorizes and empowers the Receiver to:
 - (a) take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;

- (b) receive and collect all monies and accounts now owed or hereafter owing to the Debtor and to exercise all remedies of the Debtor in collecting such monies, including, without limitation, to enforce any security held by the Debtor;
- (c) execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtor, for any purpose pursuant to this Order;
- (d) report to, meet with and discuss with such affected persons as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable; and
- (e) market any or all of the Property, including soliciting offers in respect of the Property and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate.

PURPOSE

3. This is the first report to the Court of the Receiver (the “**First Report**”). The purpose of this First Report is to:
 - (a) provide the Court with an overview of the Debtor and its operations;
 - (b) update the Court on the actions taken to date by the Receiver in preserving and protecting the Property;
 - (c) update the Court on the actions taken to date by the Receiver in its investigation of the location and/or disposition of assets reasonably believed to be, or to have been, property of the Debtor, and the issues identified through those procedures;
 - (d) support the Applicant’s request that the Court grant an Order:
 - (i) expanding the definition of “Debtor” in the Receivership Order granted on May 19, 2016 to include 1665651 Ontario Ltd. (“**166**”), 2495584 Ontario

Inc. (“**249**”), 1873349 Ontario Inc. (“**187**”) and 1632032 Ontario Ltd. (“**163**”); and

- (ii) removing the location of the debtor listed in the Receivership Order as 1444 Dupont Street, Unit 11, Toronto, Ontario, M6E 1P8.

DISCLAIMER

4. In preparing this First Report, the Receiver has relied upon certain unaudited, draft and/or internal financial information, the Company’s books and records that were available to the Receiver, discussions with the management of the Company (“**Management**”) and information from other third-party sources (collectively, the “**Information**”). Except as described in this First Report:
 - (a) the Receiver has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the Canadian Institute of Chartered Accountants Handbook and, accordingly, the Receiver expresses no opinion or other form of assurance in respect of the Information; and
 - (b) the Receiver has prepared this Report in its capacity as a Court-appointed officer.
5. Future oriented financial information referred to in this First Report was prepared based on Management’s estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.
6. Unless otherwise stated, all monetary amounts contained herein are in Canadian dollars.

OVERVIEW OF THE DEBTOR AND ITS OPERATIONS

Corporate and Senior Management Structure

7. The Receiver's understanding of the ownership and management structure and operations of the Debtor and its affiliates is set out below:

(a) 188:

According to the records maintained by the Ontario Ministry of Government Services (the "**Ministry**"), the Debtor was formed by way of amalgamation of 1404605 Ontario Limited ("**140**") and 2023644 Ontario Ltd. ("**202**"), pursuant to the laws of the Province of Ontario on September 21, 2012. In addition, on May 21, 2013, 188 was registered as an extra-provincial corporation in Alberta. Although not registered with the Ministry, the Debtor operates as "What a Bloom".

188's registered head office is listed as 1444 Dupont St., Unit 11, Toronto, Ontario, M6P 4H3 ("**Dupont Location**"), however, the Receiver has learned that in or around April 2014, the Dupont Location was sold and 188 moved its head office to 65A Wingold Avenue, Toronto, Ontario, M6B 1P8 (hereinafter defined as the "**Head Office**") and remained the Head Office until the date of the Receivership.

Mr. Cesario Ginjo ("**Mr. Ginjo**") is the individual responsible for overall direction of the Debtor. The Corporation Profile Report for the Borrower lists Cesario Ginjo, James F. McCann and Ilda Rites-Ginjo as its directors and Cesario Ginjo as the President of the Borrower. Attached as **Appendix "B"** is a true copy of the Corporation Profile Report with respect to the Debtor.

(b) 166:

Pursuant to the records maintained by the Ministry, 166 was incorporated on April 11, 2012 and lists the Dupont Location as its registered head office. Although not registered with the Ministry, 166 also operates as "Michael Adams Gourmet". Mr. Ginjo is registered as the sole officer and director of 166. It appears that 166 also operated from the Head Office until the Receiver was appointed and has since

relocated its operations to 2700 Dufferin Street, Unit 81, Toronto, ON, (“**Dufferin Location**”). The lease for the Dufferin Location is in the name of 188 which subleased it to 166. Attached as **Appendix “C”** is a true copy of the Corporation Profile Report with respect to 166.

There are registrations in favour of Bank of Montreal (“**BMO**”) and Lease Check Ltd. against 166 pursuant to the *Personal Property Security Act* (the “**PPSA**”). The Receiver has been unable to ascertain whether BMO is currently financing 166 but has been put on notice in respect of the receivership of the Debtor. Attached as **Appendix “D”** is a copy of a certified PPSA Enquiry Response Certificate from the Ministry dated May 23, 2016 in respect of 166.

(c) 249:

Pursuant to the records maintained by the Ministry, 249 was incorporated on December 11, 2015 and lists the Head Office Location as its registered head office. Mr. Ginjo is a director, President, Treasurer and Secretary of 249. Mr. James McCan is also listed as a director. Attached as **Appendix “E”** is a true copy of the Corporation Profile Report with respect to 249.

There are no registrations against 249 pursuant to the PPSA. Attached as **Appendix “F”** is a copy of a certified PPSA Enquiry Response Certificate from the Ministry dated May 19, 2016 in respect of 249.

(d) 187:

Pursuant to the records maintained by the Ministry, 187 was incorporated on April 23, 2012 and lists 1 Old Country Road, Suite 500, Carle Place, New York as its registered head office address. The directors and officers of 187 are Susan Janice Conway, Gerard Gallagher, Thomas Hartnett, James McCann, Christopher McCann and William Shea. It is the Receiver’s understanding that 187 records sales received through the 1800flowers.ca website and the Debtor funds all of the operating expenses relating to the order processing and administration functions

with respect to 187 from the Wingold Location. Attached as **Appendix “G”** is a true copy of the Corporation Profile Report with respect to 187.

There are no registrations against 187 pursuant to the PPSA. Attached as **Appendix “H”** is a copy of a certified PPSA Enquiry Response Certificate from the Ministry dated May 19, 2016 in respect of 187.

(e) *163:*

Pursuant to the records maintained by the Ministry, 163 was incorporated on September 14, 2004 and is the real estate holding company that owns 494 Gilbert Avenue, Toronto, Ontario (the “**Production Centre**”) which was used as a storage and fulfillment centre for flower orders in the Greater Toronto Area for 188 and its affiliates. Ilda Rites-Ginjo, Mr. Ginjo’s former spouse, is listed as the President, Secretary and Treasurer and is the sole director of 163. As outlined in the affidavit of Daniel Prupas, sworn May 17, 2016 (the “**Prupas Affidavit**”), a copy of which is attached (without exhibits) as **Appendix “I”**, 163 provided written guarantees of the Debtor’s obligations to TD as set out in more detail below. Attached as **Appendix “J”** is a true copy of the Corporation Profile Report with respect to 163.

166, 249 and 187, together are referred to as the “**WAB Group**” in this First Report.

Operations

8. The WAB Group sells fresh flowers to individual consumers and corporations, including funeral homes, primarily through its online websites, websites of its corporate partners (e.g. Costco Wholesale) and from leased premises at the following locations:
 - (a) the Head Office;
 - (b) the Production Centre; and
 - (c) the following retail operations, which are also used to service local production from online sales:

- (i) 343-3750-46 Avenue SE, Calgary AB;
- (ii) 843 King Street West, Oshawa, ON; and
- (iii) 4487 Chemin de la Cote-des-Neiges, Montreal, QC (the “**Montreal Location**”).

(collectively, the “**Retail Locations**”).

- 9. It is the Receiver’s understanding that each of the Head Office, the Production Centre and the Retail Locations (collectively, the “**Premises**”) are leased facilities and 188 is the lessee in all cases. As mentioned earlier, the real property over which the Production Centre is situated is owned by 163.
- 10. It is the Receiver’s understanding that the majority of the WAB Group’s sales are made to consumers through a number of websites registered in the name of CMG Media Group or Mr. Ginjo personally. According to the records maintained by the Ministry, CMG Media Group is not a corporation or business name registered in Ontario. In the case of 1800flowers.ca, in the name of 1800flowers.com. As noted in the Prupas Affidavit, 1800flowers.ca is related to the American publically-traded 1-800-flowers.com, Inc. which was founded by Jim McCann and which owns approximately 20% of the shares of the Debtor. In addition, online sales are made through corporate partner websites (“**Partner Websites**”) who earn a commission for providing access to their online customers.
- 11. The website operated by the What A Bloom Group that are known to the Receiver at this time include:
 - (a) whatabloom.com
 - (b) memorialflowers.ca
 - (c) dignity.memorialflowers.ca
 - (d) 1800flowers.ca
 - (e) flowercrazy.com

(f) flowerscanada.com

(collectively, the “**WAB Websites**”).

12. At the time the Receivership Order was granted, the addresses for each of the Premises were listed on each of the WAB Websites, however, these locations have since been removed.
13. The partners owning Partner Websites through which the WAB Group sells fresh flowers, which are known to the Receiver at this time, include Costco Wholesale, FTD, Dignity Memorial, among others.
14. Following the date of the Receivership Order, Mr. Ginjo has:
 - (a) continued to operate the same, or similar, fresh flower sale and distribution operations in the names of 166, 249 and 187 using the Dufferin Location as his new head office and continuing to receive fresh flower orders from the WAB Group Websites, which he controls;
 - (b) financed this new fresh flower sales operation by utilising pre-receivership sales receipts which he has assigned to 166, 249 and 187. The Receiver has investigated these transactions with information found in the Head Office records in its possession, and information provided to the Receiver by TD, as set out below;
 - (c) interfered with the operation of the Receivership by redirecting accounts receivable payable to the Debtor to his new business after the Receivership commenced. On May 27, 2016, the Receiver deposited a cheque in its trust account payable to the Debtor from the Greater Toronto Airport Authority (“**GTAA**”) totalling approximately \$5,000 which was received in the Debtor’s mail. On June 1, 2016, the GTAA had the cheque returned. When the Receiver enquired as to why this was done, the GTAA advised that Mr. Ginjo had contacted them, advised them that the cheque was stolen and asked that they cancel the cheque and re-issue it. Mr. Ginjo then picked up the cheque from the GTAA personally and deposited it into a non-Debtor bank account. The GTAA advised that they are in receipt of the

Receiver's letter dated May 20, 2016 advising them of the Receivership, however, they claim that they had only received the letter after June 1, 2016 after the cheque was already returned. On another occasion, Mr. Ginjo requested a credit card from a customer and charged that customer for an amount the customer owed to 188;

- (d) claimed that three vehicles in the possession of the Receiver, and registered in the name of 140 (one of the pre-amalgamation entities of the Debtor) are his property and should be available for his use in his new business. Following verification, the Receiver advised him that he has no right to them and maintained possession of the vehicles. In addition, there is one vehicle owned by 140 that is missing, which the Receiver believes may be in the possession of Mr. Ginjo, however, to date, Mr. Ginjo has not denied that this vehicle is in his possession but has not returned the vehicle. The Receiver is in possession of a fourth vehicle registered to 166. Mr. Ginjo has requested that the Receiver return this vehicle to him. To date, and since the Debtor funded the costs associated with this vehicle, the Receiver has not returned this vehicle to Mr. Ginjo; and
- (e) counsel to the Receiver was contacted by counsel to the owner of the Montreal Location, Service Corporation International (Canada) ULC ("**SCI**") in respect of the continued operation of the business at that location. The Montreal Location was leased by 188 from SCI as a retail operation and a distribution centre for orders placed through dignity.memorialflowers.ca. The operations of the Montreal Location were governed by a Master Relationship Agreement between 188 and SCI, a copy of which is attached as Appendix "**K**". The Receiver was recently informed by counsel to SCI that Mr. Ginjo had advised SCI that 166 was now operating the Montreal Location. On June 8, 2016, the Receiver terminated the lease for the Montreal Location.

15. Mr. Ginjo has treated each of the WAB Group entities as interchangeable and has disregarded the actual contractual relationships between the entities unless it suited his purposes.

CREDITORS

Secured Creditors

TD

16. As set out in the Prupas Affidavit, TD was the operating lender and primary secured creditor of the Debtor. As at May 16, 2016, the Debtor was indebted to the Bank under its credit facilities in the principal amount of \$1,497,849.64 (“**TD Debt**”).
17. The Receiver understands that TD holds:
 - (a) two guarantees from 163 in the maximum principle amounts of \$72,000 and \$239,000 respectively (the “**163 Guarantees**”); and
 - (b) unlimited guarantees from each of Mr. Ginjo and Ms. Ilda Rites-Ginjo in respect of the TD Debt.

163, Mr. Ginjo and Ms. Rites-Ginjo are collectively referred to as the “**Guarantors**”.
18. As set out in the Prupas Affidavit, in support of the 163 Guarantees, 163 granted a security agreement to TD dated May 8, 2014 (the “**GSA**”). Attached as **Appendix “L”** are copies of the 163 Guarantees and the GSA.
19. TD registered its security interest against 163 pursuant to the PPSA on July 18, 2014 against all classes of collateral, except “consumer goods”. Business Development Bank of Canada (“**BDC**”) has a registration prior to the registration of TD over all categories of collateral except for “consumer goods”. Attached as **Appendix “M”** is a copy of a certified PPSA Enquiry Response Certificate from the Ministry dated February 15, 2016 in respect of 163.
20. As outlined in the Prupas Affidavit, on February 18, 2016, TD demanded payment from each of the Guarantors in respect of their respective indebtedness to TD and TD issued a Notice of Intention to Enforce Security pursuant to Section 244 of the *Bankruptcy and*

Insolvency Act (Canada) (a “**BIA Notice**”) to 163. Attached as **Appendix “N”** are copies of the demand letter and the BIA Notice issued to 163 by TD.

BDC

21. The Receiver understands that the BDC:
 - (a) is a secured creditor of the Debtor with regards to three loans totalling approximately \$150,000; and
 - (b) has subordinated priority of its security interest in the Debtor in favour of TD pursuant to a priority agreement dated May 5, 2014.

Canada Revenue Agency (“CRA”)

22. The Receiver understands that in relation to the criminal investigation described below, the CRA registered a security interest under the PPSA against the Debtor in the approximate amount of \$1.8 million on January 15, 2016 (the “**CRA Registration**”).

Unsecured Creditors

23. To date, the Receiver has calculated the Debtor’s unsecured debt to be approximately \$660,000. These unsecured creditors are primarily trade creditors and suppliers.

RECENT EVENTS

24. On December 3, 2014, the CRA commenced a trust accounts examination with respect to the payroll source deductions, HST and income tax trust accounts of the Debtor and requested a review of the Debtor’s books and records for the period-ended November 30, 2014.
25. On May 28, 2015, TD entered into its credit facility agreement with the Debtor which was further amended on October 6, 2015.
26. On January 15, 2016, the CRA made the CRA Registration against the Debtor.

27. In early February 2016, TD discovered unusual transactions involving the Debtor's accounts. TD transferred the 188 account to its special loans group for further investigation.
28. On February 18, 2016, TD moved to enforce its security and issued demands to the Debtor and the Guarantors, accompanied by BIA Notices in favour of the Debtor and 163.
29. On March 11, 2016 the Debtor entered into a forbearance agreement (the "**Forbearance Agreement**") with TD.
30. On March 30, 2016, CRA advised the Debtor that it has commenced a criminal investigation with respect to the financial operations of the Debtor, its pre-amalgamation entities (1404605 Ontario Limited and 2023644 Ontario Ltd.) as well as 1784936 Ontario Inc., 1723534 Ontario Inc. and 1757742 Ontario Ltd. Mr. Ginjo is a director and officer of each of these legal entities under criminal investigation. Under the authority of Section 487 and 489 of the *Criminal Code*, CRA exercised warrants to remove books and records from the Head Office and Production Centre as well as other non-Debtor locations. The Receiver understands that this investigation remains ongoing. The Debtor did not inform TD that it was under criminal investigation. The Receiver discovered the criminal investigation when it found a letter from CRA to the Debtor at the Head Office, a copy of which is attached as **Appendix "O"**.
31. In early April 2016, TD expressed to the Debtor its concerns with regards to the reliability of the values on the borrowing base certificate TD had received from the Debtor for the month of February 2016. The Debtor certified in its February 2016 borrowing base certificate that its borrowing base totalled approximately \$1.3 million which was comprised of margined accounts receivable of approximately \$1.1 million and margined non-perishable inventory of approximately \$242,000.
32. As described in further detail below, according to the Debtor's accounting records, gross accounts receivable at the date of the Receivership had a book value of approximately \$45,000 and the Receiver obtained a liquidation proposal of the non-perishable inventory at the Head Office and the Production Centre estimating their gross realizable value at

\$25,000 to \$35,000, including furniture, fixtures and equipment, none of which are margined. Based on the Receiver's review to date of the Debtor's books and records, it appears that the margined asset values provided by the Debtor to TD in its margining certificate were significantly overstated.

33. On April 11, 2016, DLI was hired as a consultant (the "**Consultant**") by TD to review the business of the Debtor. In the Forbearance Agreement, the Debtor consented to the Bank's right to appoint a consultant.
34. On April 26, 2016, TD advised the Debtor that it committed a termination event pursuant to the Forbearance Agreement and that, among other things, if it did not consent to the Consultant's engagement and allow it to carry-out a business review of 188, TD would terminate the Debtor's loan facility.
35. On April 28, 2016 the Debtor provided its acknowledgement and agreement to the appointment of DLI, however, the Debtor requested that the Consultant's review not commence until after Mother's Day since Mother's Day weekend was the Debtor's busiest time of the year. The Debtor was granted this short deferral in order to attempt to gain its cooperation, however, after Mother's Day weekend, the Debtor refused to cooperate with TD, did not permit the Consultant to carry-out its business review and stopped responding to inquiries made by TD or its legal counsel.
36. As described above, on May 19, 2016, the Court granted an Order appointing DLI as Receiver.

ACTIVITIES OF THE RECEIVER, INCLUDING PRE-APPOINTMENT ACTIVITIES OF DLI

Activities Prior to Appointment

37. Prior to the issuance of the Receivership Order, DLI undertook numerous activities to plan for the execution of its responsibilities if appointed as Receiver. These activities included:
 - (a) discussions with TD and its legal counsel to obtain a preliminary understanding of the assets, operations and liabilities of the Debtors;

- (b) review of the financial information and borrowing base certificates provided to TD by the Debtor; and
- (c) numerous attempts to meet Mr. Ginjo in person to obtain an understanding of the assets and operations of the Debtor, and particularly the physical location of the Property, in order to plan the steps that would be required to preserve and protect the Property.

Limitations on Availability of Financial Information to the Receiver

- 38. The Receiver has been advised by Mr. Ginjo that there is no individual available who could provide certain financial information requested by the Receiver. Mr. Ginjo first advised that he was the only person with access to the Debtor's accounting records. Later, he advised that a former employee did all the bookkeeping but has refused to provide the Receiver with the name of that former employee.
- 39. Prior to the Receivership appointment, DLI asked Mr. Ginjo whether all sales receipts were deposited at TD. Mr. Ginjo advised that all sales receipts have always been deposited at TD. As a result of the Receiver's investigations, which are described in further detail below, it appears that the majority of the WAB Group's sales receipts were deposited in bank accounts owned by 166 and 187, and not the TD accounts owned by 188.
- 40. On May 27, 2016, the Receiver obtained access to what appears to be the Debtor's accounting system.
- 41. The absence of a qualified individual with knowledge of the accounting records and past transactions has limited the ability of the Receiver to exercise its powers on a timely basis.

Activities of the Receiver to Preserve and Protect the Property

- 42. Since the issuance of the Receivership Order, the Receiver has taken the following steps to preserve and protect the Property of the Debtor:
 - (a) changed the locks at the Production Centre and Wingold Location. After sending agents to the Retail Locations, the Receiver determined that it was not cost effective

to take possession of the Retail Locations as there was likely no net realizable value available to the Receivership in the assets at the Retail Locations;

- (b) attended at the Dupont Location, which is the registered office of the Debtor, in order to take possession of this location, however, the Receiver was advised by the current occupant upon its attendance that 163, which had previously leased the Dupont Location to the Debtor, had sold the property to a third-party purchaser and the Debtor had vacated the Dupont Location on or around April 2015. Consequently, the Receiver did not take possession of the Dupont Location. As the occupant of the Dupont Location was concerned at the time the Receiver attended at the Premises, he had contacted the police. The representatives of the Receiver remained on site until the Police arrived, cooperated with the Police's inquiries, provided a copy of the Court Order to the Police, as well as to the occupant, and advised them both of the circumstances resulting in the Receiver's attendance at the Dupont Location;
- (c) notified the Receiver's insurer of the appointment of the Receiver and placed insurance coverage over the assets in the Receiver's possession;
- (d) arranged for a count of furniture, fixtures and equipment and invited liquidation proposals from three liquidators. Only one liquidator, Danbury Global Ltd., agreed to submit a liquidation proposal while the other liquidators responded that the value of the assets were not significant enough for it to be worth their while to submit a proposal;
- (e) obtained copies of the accounts receivable subledger of the Debtor and issued letters to customers who received credit from the Debtor in order to pursue collection;
- (f) forwarded the Debtor's mail to the Receiver's office from each of its locations; and
- (g) obtained copies of the fixed and leased asset listings of the Debtor that are available from the records of the Debtor, and attempted to confirm the existence and location of the items on those lists. Other than a number of leased and owned vehicles used

by the Debtor to make flower deliveries, the majority of the Debtor's fixed assets consist of furniture, fixtures and equipment and appear to have a nominal value.

Activities of the Receiver to Investigate the Location/Disposition of Assets

43. Subject to the information limitations described above, the information obtained to date by the Receiver indicates that the working capital assets of the Debtor as at the date of the Receivership Order may be substantially less than those reported on the most recent unaudited internal financial statements and borrowing base certificates provided to TD by the Debtor. Attached as **Appendix "P"** is a copy of what the Receiver believes to be the most recent consolidated unaudited internal financial statements of the WAB Group as at April 30, 2016 (the "**April Statements**").
44. During the course of the Receiver's review of the books, records and affairs of the WAB Group, the Debtor has not been able to adequately account for approximately \$1.1 million of the inventory and \$3.5 million of accounts receivable referred to in the April Statements. This discrepancy is substantial.
45. To date, Mr. Ginjo has been unable to provide explanations in respect of inventory and accounts receivable that are consistent with the available financial information or supported by other documentation.
46. Based on the information available to the Receiver to date, it is unlikely that sufficient value can be realized from the Property of the Debtor to fully repay the TD Debt.
47. In view of the above, in consultation with TD, the Receiver has taken a number of steps to investigate the location and/or disposition of assets it believes may be, or have been, the Property of the Debtor. These steps centered around a review of certain hard copy and electronic banking records of the Debtor obtained from TD directly, and those found at the Head Office. The records reviewed included, inter alia, wire transfer records, cancelled cheques and bank statements from bank accounts for the period of December 1, 2015 to the date of the Receivership.

48. It appears that accounting and banking transactions associated with the flower selling operations at the Premises for the period up to the date of the Receivership are recorded on two Quickbook files saved on a desktop computer located at the Head Office and used by Mr. Ginjo. These Quickbook files include banking transactions recorded in bank accounts owned by 188 at TD (A/C #1968-5306024 and #1968-5304285) as well as an account owned by 166 at BMO (A/C #27952-1995912). In addition, Mr. Ginjo opened a new bank account at BMO on March 30, 2016 (A/C #29492-1989413) which is owned by 249. There are no transactions in the Quickbooks file with respect to this account. However, included among the Debtor records were banking records for this account which included numerous transactions with 188's TD A/C #1968-5306024 and 166's BMO A/C #1995912.
49. The Receiver has reviewed the banking and accounting records in its possession in detail in order to gain an understanding of the flow of receipts and disbursements (“**R&D**”) throughout the WAB Group’s operations during the period of December 1, 2015 to the date of the Receivership (the “**Period**”). In summary, it appears that:
- (a) all, or substantially all, of the sales receipts from the WAB Group’s operations are received by six bank accounts owned by four legal entities as follows:
- (i) two TD Bank accounts (A/C #1968-5306024 and #1968-5304285) owned by 188 and used to collect WAB Group Partner Websites sales receipts and to pay **all** of the WAB Group’s operating expenses, until April 2016;
 - (ii) one Royal Bank of Canada (“**RBC**”) account owned by 188 (A/C #1009703) which was opened in April 2016, which received funds from 187 and transferred those funds to 166 and 249;
 - (iii) one BMO account owned by 166 (A/C # 27952-1995912) which appears to receive **all** sales receipts from all website sales, except 1800flowers.ca;
 - (iv) one BMO account owned by 249 (A/C # 29492-1989413) opened on March 30, 2016 which began to collect the WAB Group Partner Websites sales receipts and pay **all** of WAB Group’s operating expenses beginning in April 2016, instead of 188 as described above; and

- (v) JP Morgan Chase (A/C #400010430) owned by 187 which appears to collect all online sales receipts from 1800flowers.ca flower sales.
- (b) approximately \$2.3 million of known receipts from third-parties were received during the Period by 166 and 187 of which 100% were received from online website flower sales. As the Receiver's information is not complete, and for the most part is based on TD receipt records, there are likely additional receipts received by 166 and 187 not recorded on the R&D;
- (c) during the Period, 166 and 187 transferred approximately \$2.3 million to 188 (TD accounts #5306024 and #5304285) which was used to fund third-party disbursements during the Period for the WAB Group operations which totalled approximately \$2.4 million;
- (d) beginning on March 30, 2016, 249 received approximately \$680,000 from related parties, in addition to approximately \$66,000 it received from customer sales, to fund third-party disbursements for the WAB Group operations which totalled approximately \$759,000;
- (e) as described above, on March 30, 2016 CRA advised 188 that it had commenced a criminal investigation with respect to the financial operations of 188. Also on March 30, 2016, Mr. Ginjo opened a new account in the name of 249 (BMO account #1989413) and began receiving transfers into it from related parties to fund WAB Group's operating expenses, as described above. It appears that beginning on March 30, 2016, 249 replaced 188 as the entity being used by the WAB Group to receive related party funds and fund all the operating expenses of the WAB Group; and
- (f) during the Period, approximately \$397,000, \$28,000 and \$17,000 was paid by 188, 166 and 249, respectively, to Mr. Ginjo and/or Ilda Ginjo. In addition, Cesario and/or Ilda Ginjo transferred approximately \$161,000, \$119,000 and \$17,000 to 188, 166 and 249, respectively, during the Period. In addition, approximately \$200,000 in credit card bills were paid by 188 during the Period.

Therefore, it appears that the Debtor's bank accounts at TD and RBC were funded by the bank accounts owned by 166 and 187, at BMO and JP Morgan Chase, with sufficient funds to pay the operating expenses of the WAB Group. The remaining sales receipts were kept by 166 and 187 or possibly diverted elsewhere by Mr. Ginjo. The Receiver is not aware of any agreement in place between these related parties permitting this funding arrangement. As well, the Receiver is not aware of TD agreeing to 188 utilising its TD operating line to fund all of the operating expenses of the WAB Group while the operating line did not receive all of the receipts which those expenses contributed to generating. It appears that 166 and 187 transferred sufficient funds to 188 only to fund the WAB Group's operating expenses and nothing more. There remains a possibility that either 166, 187, 249 or all three, have Property of the Debtor in their possession. Without extending the Receivership Order to include these entities, the Receiver will be unable to take possession of any of the Debtor's Property which may be in the possession of these related parties.

A detailed analysis of these transactions is included in the R&D prepared by the Receiver which is attached as **Appendix "Q"** to this Report.

CONCLUSION

50. Based on the foregoing, it appears that the Property of 188 has been diverted to 187, 166 and 249 in order to avoid it being used to repay 188's secured creditors. In addition, 187, 249 and 166 are only shell companies used to receive online flower sales receipts and prior to the Receivership had no significant operations of their own. Therefore, due to the fact that the cash management functions, and operations, of the WAB Group are integrated, the Receiver has been unable to perform all of its functions, including taking possession of any Property of the Debtor that is in the possession of 166, 249 and 187.
51. Consequently, for the reasons described in this First Report, the Receiver is of the view that it would be just and convenient for the Receivership Order to be expanded to include 187, 166 and 249 as additional debtors.

52. TD is seeking the appointment of a receiver in respect of 163 pursuant to section 243 of the BIA. The Receiver is of the view that the Receivership Order should be expanded to also include 163.

RELIEF SOUGHT BY THE APPLICANT

53. The Applicant respectfully requests that this Court grant an order:
- (a) extending the Receivership Order granted on May 19, 2016 to include 166, 249, 187 and 163; and
 - (b) removing the location of the debtor listed in the Receivership Order as 1444 Dupont Street, Unit 11, Toronto, Ontario, M6E 1P8.

All of which is respectfully submitted this 10th day of June 2016.

DODICK LANDAU INC.

Acting in its capacity as Receiver of
1882540 Ontario Inc. o/a What A Bloom Canada, Memorial
Flowers, Flower Crazy, Flowers Canada, Hanna Florist, Special
Moments and 1800flowers.ca
and not in its personal or corporate capacity.

Per:



Rahn Dodick, CA, CIRP, LIT
President

APPENDIX “A”

APPENDIX "A"

Court File No.: CV-16-11398-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)
JUSTICE *Newburn*)
)

THURSDAY, THE 19TH
DAY OF MAY, 2016

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

THE TORONTO-DOMINION BANK

Applicant

- and -

1882540 ONTARIO INC.

Respondent

ORDER
(appointing Receiver)

THIS APPLICATION made by The Toronto-Dominion Bank (the "**Bank**") for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "**CJA**") appointing Dodick Landau Inc. ("**Dodick Landau**") as receiver (the "**Receiver**") without security, of all of the assets, undertakings and properties of 1882540 Ontario Inc. (the "**Debtor**") acquired for, or used in relation to a business carried on by the Debtor, wherever located, whether leased or owned, including but not limited to, the following premises:

1. 1444 Dupont Street, Unit 11, Toronto, Ontario, M6E 1C4;
2. 65A Wingold Avenue, North York, Ontario, M6B 1P8;
3. 494 Gilbert Ave, Toronto, ON, M6E 4X5;
4. 843 King Street West, Oshawa, ON, L1J 2L5;
5. 343-3750-46 AVE SE, Calgary, AB, T2B 0L1; and
6. 4487 Chemin de la Cote-des-Neiges, Montreal, QC, H3V 1E7,

(the “**Premises**”) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Daniel Prupas sworn May 17, 2016 and the Exhibits thereto and on hearing the submissions of counsel for the Applicant and on reading the consent of Dodick Landau to act as the Receiver,

SERVICE

1. **THIS COURT ORDERS** that this Application insofar as it relates to the appointment of a Receiver may proceed without notice and that the time for service of the Notice of Application and the Application is hereby abridged and validated so that this application is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the Debtor, Receiver and their counsel are at liberty to serve or distribute this Order, any other materials and orders as may be reasonably required in these proceedings, including any notices, or other correspondence, by forwarding true copies thereof by electronic message to the Applicant's creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in

satisfaction of a legal or juridical obligation, and notice requirements within the meaning of clause 3(c) of the Electronic Commerce Protection Regulations, Reg. 81000-2-175 (SOR/DORS).

APPOINTMENT

3. **THIS COURT ORDERS** that pursuant to section 243(1) of the BIA and section 101 of the CJA, Dodick Landau is hereby appointed Receiver, without security, of all of the assets, undertakings and properties of the Debtor, including the Premises, acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof (the “**Property**”).

RECEIVER’S POWERS

4. **THIS COURT ORDERS** that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without limiting in any way the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
- (b) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, arranging for the provision of utilities and insurance, the relocation of the Property to safeguard it, the engagement of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
- (c) to manage, operate, and carry on the business of the Debtor, including the powers to enter into any agreements, incur any obligations in the ordinary course of

business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtor;

- (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Debtor or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to the Debtor and to exercise all remedies of the Debtor in collecting such monies, including, without limitation, to enforce any security held by the Debtor;
- (g) to settle, extend or compromise any indebtedness owing to the Debtor;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtor, for any purpose pursuant to this Order;
- (i) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtor, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;

- (j) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
- (k) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
 - (i) without the approval of this Court in respect of any transaction not exceeding \$10,000, provided that the aggregate consideration for all such transactions does not exceed \$50,000; and
 - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;and in each such case notice under subsection 63(4) of the Ontario *Personal Property Security Act* (“PPSA”), subsection 60(4) of the Alberta PPSA, subsection 59(6) of the British Columbia PPSA and section 2784 of the *Civil Code of Quebec*, where applicable, shall not be required, and in each case the Ontario *Bulk Sales Act* shall not apply.
- (l) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;
- (m) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the

receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;

- (n) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (o) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtor;
- (p) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtor, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtor;
- (q) to exercise any shareholder, partnership, joint venture or other rights which the Debtor may have;
- (r) to make an assignment in bankruptcy on behalf of the Debtor; and
- (s) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations,

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtor, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

5. **THIS COURT ORDERS** that (i) the Debtor, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations,

governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being “Persons” and each being a “Person”) shall forthwith advise the Receiver of the existence of any Property in such Persons’ possession or control, shall grant to the Receiver immediate and continued access to the Property, and shall deliver all such Property to the Receiver upon the Receiver's request.

6. **THIS COURT ORDERS** that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, bank account information and any other papers, records and information of any kind related to the business or affairs of the Debtor, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the “Records”) in such Persons’ possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 6 or in paragraph 7 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

7. **THIS COURT ORDERS** that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the

information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

8. **THIS COURT ORDERS** that the Receiver shall provide each of the relevant landlords with notice of the Receiver's intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Receiver's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Receiver, or by further Order of this Court upon application by the Receiver on at least two (2) days notice to such landlord and any such secured creditors.

NO PROCEEDINGS AGAINST THE RECEIVER

9. **THIS COURT ORDERS** that no proceeding or enforcement process in any court or tribunal (each, a "**Proceeding**"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY

10. **THIS COURT ORDERS** that no Proceeding against or in respect of the Debtor or the Property shall be commenced or continued except with the written consent of the Receiver or

with leave of this Court and any and all Proceedings currently underway against or in respect of the Debtor or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

11. **THIS COURT ORDERS** that all rights and remedies against the Debtor, the Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any “eligible financial contract” as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtor to carry on any business which the Debtor is not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtor from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

12. **THIS COURT ORDERS** that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtor, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

13. **THIS COURT ORDERS** that all Persons having oral or written agreements with the Debtor or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtor are hereby restrained until further Order of this Court from discontinuing, altering,

interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to the continued use of the Debtor's current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Debtor or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

RECEIVER TO HOLD FUNDS

14. **THIS COURT ORDERS** that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "**Post Receivership Accounts**") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

15. **THIS COURT ORDERS** that all employees of the Debtor shall remain the employees of the Debtor until such time as the Receiver, on the Debtor's behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in

respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

PIPEDA

16. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a “Sale”). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by the Debtor, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

17. **THIS COURT ORDERS** that nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, “Possession”) of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or

relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the “**Environmental Legislation**”), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver’s duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE RECEIVER’S LIABILITY

18. **THIS COURT ORDERS** that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

19. **THIS COURT ORDERS** that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the “**Receiver’s Charge**”) on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver’s Charge shall form a first

charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

20. **THIS COURT ORDERS** that the Receiver and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

21. **THIS COURT ORDERS** that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the standard rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

22. **THIS COURT ORDERS** that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$50,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the “**Receiver’s Borrowings Charge**”) as security for the payment of the monies borrowed, together with interest and charges thereon,

in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

23. **THIS COURT ORDERS** that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

24. **THIS COURT ORDERS** that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the "Receiver's Certificates") for any amount borrowed by it pursuant to this Order.

25. **THIS COURT ORDERS** that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

RETENTION OF LAWYERS

26. **THIS COURT ORDERS** that the Receiver may retain solicitors to represent and advise the Receiver in connection with the exercise of the Receiver's powers and duties, including without limitation, those conferred by this Order. Such solicitors may include Thornton Grout Finnigan LLP, solicitors for the Applicant herein, in respect of any matter where there is no conflict of interest. The Receiver shall, however, retain independent solicitors in respect of any legal advice or services where a conflict exists, or may exist.

SERVICE AND NOTICE

27. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “Protocol”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL ‘<<http://dodick.ca/public-documents/what-a-bloom-inc/>>’.

28. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Receiver is at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery, facsimile or email transmission to the Debtor's creditors or other interested parties at their respective addresses as last shown on the records of the Debtor and that any such service or distribution by courier, personal delivery, facsimile or email transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

29. **THIS COURT ORDERS** that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

30. **THIS COURT ORDERS** that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtor.

31. **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 its 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.

32. **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, and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

33. **THIS COURT ORDERS** that the Applicant shall have its costs of this application, up to and including entry and service of this Order, provided for by the terms of the Applicant's security or, if not so provided by the Applicant's security, then on a substantial indemnity basis to be paid by the Receiver from the Debtor's estate with such priority and at such time as this Court may determine.

34. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party

likely to be affected by the order sought or upon such other notice, if any, as this Court may order.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

MAY 19 2016

PER / PAR: 

SCHEDULE "A"

RECEIVER CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

1. THIS IS TO CERTIFY that Dodick Landau Inc., the receiver (the "Receiver") of the assets, undertakings and properties 1882540 Ontario Inc. (the "Debtor") acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof (collectively, the "Property") appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated the ___ day of _____, 2016 (the "Order") made in an action having Court file number CV-_____, has received as such Receiver from the holder of this certificate (the "Lender") the principal sum of \$_____, being part of the total principal sum of \$_____ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily][monthly not in advance on the _____ day of each month] after the date hereof at a notional rate per annum equal to the rate of _____ per cent above the prime commercial lending rate of Bank of _____ from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and

the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.
5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.
6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.
7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the ____ day of _____, 2016.

DODICK LANDAU INC., solely in its capacity
as Receiver of the Property, and not in its
personal capacity

Per: _____
Name:
Title:

IN THE MATTER OF Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended and Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C-43, as amended

THE TORONTO-DOMINION BANK

and

1882540 ONTARIO INC.

Applicant

Respondent

Court File No.: CV- 16-11398-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

ORDER APPOINTING RECEIVER

Thornton Grout Finnigan LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7
Fax: (416) 304-1313

Leanne Williams (LSUC# 41877E)
Tel: 416-304-0060
Email: lwilliams@tgf.ca

Rachel Bengino (LSUC# 68348V)
Tel: 416-304-1153
Fax: 416-304-1313
Email: rbengino@tgf.ca

Lawyers for the Applicant, The Toronto-Dominion Bank

APPENDIX “B”

Request ID: 018632622
Transaction ID: 60267524
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/02/16
Time Report Produced: 14:37:08
Page: 1

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

APPENDIX "B"

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Amalgamation Date	
1882540	1882540 ONTARIO INC.	2012/09/21	
		Jurisdiction	
		ONTARIO	
		Former Jurisdiction	
		NOT APPLICABLE	
Registered Office Address		Date Amalgamated	Amalgamation Ind.
1444 DUPONT STREET UNIT 11		NOT APPLICABLE	A
TORONTO ONTARIO CANADA M6E 1C4		New Amal. Number	Notice Date
		NOT APPLICABLE	NOT APPLICABLE
			Letter Date
			NOT APPLICABLE
Mailing Address		Revival Date	Continuation Date
1444 DUPONT STREET UNIT 11		NOT APPLICABLE	NOT APPLICABLE
TORONTO ONTARIO CANADA M6E 1C4		Transferred Out Date	Cancel/Inactive Date
		NOT APPLICABLE	NOT APPLICABLE
		EP Licence Eff.Date	EP Licence Term.Date
		NOT APPLICABLE	NOT APPLICABLE
		Date Commenced in Ontario	Date Ceased in Ontario
		NOT APPLICABLE	NOT APPLICABLE
		Number of Directors Minimum Maximum	
		00001 00010	
Activity Classification			
NOT AVAILABLE			

Request ID: 018632622
Transaction ID: 60267524
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/02/16
Time Report Produced: 14:37:08
Page: 2

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1882540

1882540 ONTARIO INC.

Corporate Name History

Effective Date

1882540 ONTARIO INC.

2012/09/21

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Amalgamating Corporations

Corporation Name

Corporate Number

2023644 ONTARIO LTD.

2023644

1404605 ONTARIO LIMITED

1404605

Request ID: 018632622
Transaction ID: 60267524
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/02/16
Time Report Produced: 14:37:08
Page: 3

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1882540	1882540 ONTARIO INC.

Administrator: Name (Individual / Corporation)	Address
CESARIO GINJO	140 PINEMEADOW DRIVE WOODBIDGE ONTARIO CANADA L4L 9J4

Date Began	First Director	Resident Canadian
2012/09/21	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
DIRECTOR		Y

Administrator: Name (Individual / Corporation)	Address
CESARIO GINJO	140 PINEMEADOW DRIVE WOODBIDGE ONTARIO CANADA L4L 9J4

Date Began	First Director	Resident Canadian
2012/09/21	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	PRESIDENT	

Request ID: 018632622
Transaction ID: 60267524
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/02/16
Time Report Produced: 14:37:08
Page: 4

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1882540

1882540 ONTARIO INC.

Administrator:
Name (Individual / Corporation)

Address

JAMES
F.
MCCANN

500 1 OLD COUNTRY ROAD

CARLE PLACE
NEW YORK
UNITED STATES OF AMERICA 11514

Date Began

First Director

2012/09/21

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

N

Administrator:
Name (Individual / Corporation)

Address

ILDA
RITES-GINJO

140 PINEMEADOW DRIVE

WOODBIDGE
ONTARIO
CANADA L7L 9J4

Date Began

First Director

2012/09/21

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

Y

Request ID: 018632622
Transaction ID: 60267524
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/02/16
Time Report Produced: 14:37:08
Page: 5

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1882540

1882540 ONTARIO INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	CHANGE NOTICE	1	2014/04/29 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE

The issuance of this certified report in electronic form is authorized by the Ministry of Government Services.

APPENDIX “C”

Request ID: 018947882
Transaction ID: 61089411
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/12
Time Report Produced: 10:35:11
Page: 1

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

APPENDIX

"C"

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date	
1665651	1665651 ONTARIO LTD.	2005/07/07	
		Jurisdiction	
		ONTARIO	
Corporation Type	Corporation Status	Former Jurisdiction	
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE	
Registered Office Address	Date Amalgamated	Amalgamation Ind.	
117 AMY COURT	NOT APPLICABLE	NOT APPLICABLE	
	New Amal. Number	Notice Date	
WOODBIDGE ONTARIO CANADA L4L 7R5	NOT APPLICABLE	NOT APPLICABLE	
		Letter Date	
		NOT APPLICABLE	
Mailing Address	Revival Date	Continuation Date	
117 AMY COURT	NOT APPLICABLE	NOT APPLICABLE	
WOODBIDGE ONTARIO CANADA L4L 7R5	Transferred Out Date	Cancel/Inactive Date	
	NOT APPLICABLE	NOT APPLICABLE	
	EP Licence Eff. Date	EP Licence Term. Date	
	NOT APPLICABLE	NOT APPLICABLE	
	Number of Directors Minimum Maximum	Date Commenced in Ontario	Date Ceased in Ontario
	00001 00010	NOT APPLICABLE	NOT APPLICABLE
Activity Classification			
NOT AVAILABLE			

Request ID: 018947882
Transaction ID: 61089411
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/12
Time Report Produced: 10:35:11
Page: 2

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1665651

1665651 ONTARIO LTD.

Corporate Name History

Effective Date

1665651 ONTARIO LTD.

2005/07/07

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

YES - SEARCH REQUIRED FOR DETAILS

Administrator:
Name (Individual / Corporation)

Address

MATTHEW
GINJO

117 AMY COURT

WOODBIDGE
ONTARIO
CANADA L4L 7R5

Date Began

First Director

2005/07/07

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

Y

Request ID: 018947882
Transaction ID: 61089411
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/12
Time Report Produced: 10:35:11
Page: 3

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1665651	1665651 ONTARIO LTD.

Administrator:
Name (Individual / Corporation)

Address

CESARIO
MATHEW
GINJO

117 AMY COURT

WOODBIDGE
ONTARIO
CANADA L4L 7R5

Date Began

First Director

2005/07/07

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

Y

Administrator:
Name (Individual / Corporation)

Address

CESARIO
MATHEW
GINJO

117 AMY COURT

WOODBIDGE
ONTARIO
CANADA L4L 7R5

Date Began

First Director

2009/02/02

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

PRESIDENT

Y

Request ID: 018947882
Transaction ID: 61089411
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/12
Time Report Produced: 10:35:11
Page: 4

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1665651	1665651 ONTARIO LTD.

Administrator:
Name (Individual / Corporation)

Address

CESARIO
MATHEW
GINJO

117 AMY COURT

WOODBIDGE
ONTARIO
CANADA L4L 7R5

Date Began

First Director

2009/02/02

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

SECRETARY

Y

Administrator:
Name (Individual / Corporation)

Address

CESARIO
MATHEW
GINJO

117 AMY COURT

WOODBIDGE
ONTARIO
CANADA L4L 7R5

Date Began

First Director

2009/02/02

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

TREASURER

Y

Request ID: 018947882
Transaction ID: 61089411
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/12
Time Report Produced: 10:35:11
Page: 5

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1665651	1665651 ONTARIO LTD.

Administrator: Name (Individual / Corporation)	Address
CESARIO MATHEW GINJO	117 AMY COURT WOODBIDGE ONTARIO CANADA L4L 7R5

Date Began	First Director	Resident Canadian
2009/02/02	NOT APPLICABLE	
Designation	Officer Type	Resident Canadian
OFFICER	GENERAL MANAGER	Y

Request ID: 018947882
Transaction ID: 61089411
Category ID: (C)CC/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/12
Time Report Produced: 10:35:11
Page: 6

Certified a true copy of the data as recorded on the Ontario Business Information System.



Director
Ministry of Government Services
Toronto, Ontario

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1665651

1665651 ONTARIO LTD.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	CHANGE NOTICE	1	2009/03/10

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this certified report in electronic form is authorized by the Ministry of Government Services.

APPENDIX “D”

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : (4628)

RUN NUMBER : 145
RUN DATE : 2016/05/24
ID : 20160524124324.83

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

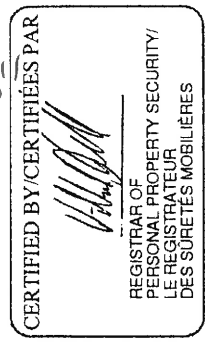
TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : 1665651 ONTARIO LTD.
FILE CURRENCY : 23MAY 2016

ENQUIRY NUMBER 20160524124324.83 CONTAINS 9 PAGE(S), 5 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME
WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER
SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

THORNTON GROUT FINNIGAN LLP - ROXANA MANEA
3200-100 WELLINGTON STREET WEST
TORONTO ON M5K 1K7

APPENDIX "D"



CONTINUED . . . 2



PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

RUN NUMBER : 145
RUN DATE : 2016/05/24
ID : 20160524124324.83

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : 1665651 ONTARIO LTD.
FILE CURRENCY : 23MAY 2016

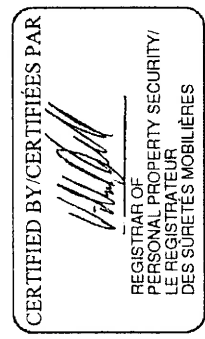
FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 711623655
CAUTION TOTAL REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES NO. OF PAGES UNDER PERIOD
001 1 20151109 1548 7036 8629 P PPSA 4
01 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
BUSINESS NAME 1665651 ONTARIO LTD. ONTARIO CORPORATION NO.
ADDRESS 65A WINGOLD AVE. TORONTO ON M6B 1P8
02 DEBTOR
03 NAME
04 ADDRESS
05 DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 DEBTOR BUSINESS NAME ONTARIO CORPORATION NO.
07 NAME ADDRESS
08 SECURED PARTY / LEASE CHECK LTD. TORONTO ON M6N 3B7
09 LIEN CLAIMANT ADDRESS 699 OLD WESTON RD.

10 COLLATERAL CLASSIFICATION MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
CONSUMER INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
GOODS X 45000 09NOV2019
MODEL V.I.N. 3C6TRVED4GE106993
YEAR MAKE 2016 RAM PROMASTER

11 MOTOR 2016 RAM
12 VEHICLE
13 GENERAL
14 COLLATERAL LEASE CHECK LTD. TORONTO ON M6N 3B7
15 DESCRIPTION 699 OLD WESTON RD.
16 REGISTERING
17 AGENT

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***
CONTINUED... 4



PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

RUN NUMBER : 145
RUN DATE : 2016/05/24
ID : 20160524124324.83

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : 1665651 ONTARIO LTD.
FILE CURRENCY : 23MAY 2016

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER 6911176906
01 CAUTION FILING TOTAL PAGE NO. OF PAGES 1
MOTOR VEHICLE SCHEDULE 20131018 1311 7036 3403 P PPSA 4
REGISTERED UNDER PERIOD 4

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME TORONTO
03 NAME BUSINESS NAME 1404605 ONTARIO LTD. ONTARIO CORPORATION NO.
04 ADDRESS 1444 DUPONT ST. UNIT 11 TORONTO MSP 4H3

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME ONTARIO CORPORATION NO.
07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / LEASE CHECK LTD.
09 LIEN CLAIMANT ADDRESS 699 OLD WESTON RD. TORONTO ON M6N 3B7

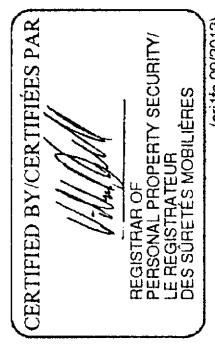
10 COLLATERAL CLASSIFICATION
CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE
X X 26800 18OCT2017

11 MOTOR YEAR MAKE MODEL V.I.N. 3N6CM0KN8DK693616
12 VEHICLE 2013 NISSAN NCV COMPACT CARGO

13 GENERAL
14 COLLATERAL
15 DESCRIPTION LEASE CHECK LTD. TORONTO ON M6N 3B7

16 REGISTERING AGENT ADDRESS 699 OLD WESTON RD. TORONTO ON M6N 3B7

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***
CONTINUED... 7



PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

RUN NUMBER : 145
RUN DATE : 2016/05/24
ID : 20160524124324.83

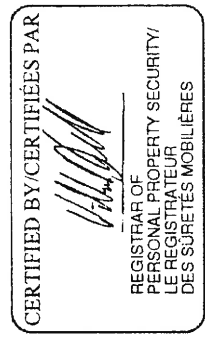
TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : 1665651 ONTARIO LTD.
FILE CURRENCY : 23MAY 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

01	CAUTION FILING	PAGE NO. OF	TOTAL MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
21	RECORD REFERENCED	001	001	20160201 1413 7036 2516	
			FILE NUMBER		RENEWAL PERIOD
			691176906		
22			PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED YEARS
			001		A AMENDMENT
23	REFERENCE		FIRST GIVEN NAME	INITIAL	SURNAME
24	DEBTOR/TRANSFEROR		BUSINESS NAME		
			1404605 ONTARIO LTD.		
25	OTHER CHANGE				
26	REASON/DESCRIPTION		AMENDMENT		
27			TO AMEND THE BUSINESS DEBTOR NAME AND ADDRESS		
28					
02/05	DEBTOR/TRANSFEREE		DATE OF BIRTH	FIRST GIVEN NAME	INITIAL SURNAME
03/06				1665651 ONTARIO LTD.	
04/07			ADDRESS	65A WINGOLD AVENUE	TORONTO
					ONTARIO CORPORATION NO. M6B1P8

29	ASSIGNOR				
08	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE				
09					
	COLLATERAL CLASSIFICATION		ADDRESS		
	CONSUMER				
	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER
					INCLUDED
					MOTOR VEHICLE
					DATE OF MATURITY
					OR MATURITY DATE
10					AMOUNT
					V. I. N.
11	MOTOR	YEAR	MAKE	MODEL	
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR				
17	SECURED PARTY/LIEN CLAIMANT		ADDRESS		
			LEASE CHECK LTD.		
			699 OLD WESTON RD		
				TORONTO	
					ON M6N3B7

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***
CONTINUED ... 9



REGISTRAR OF PERSONAL PROPERTY SECURITY / LE REGISTREUR DES SÛRETÉS MOBILIÈRES (c/2s 09/2013)



PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : P5SR060
PAGE : 9
(4636)

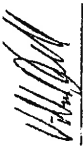
RUN NUMBER : 145
RUN DATE : 2016/05/24
ID : 20160524124324.83

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : 1665651 ONTARIO LTD.
FILE CURRENCY : 23MAY 2016

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
714108519	20160217	1308	1532 7289
711623655	20151109	1548	7036 8629
698920704	20140814	1330	1532 7234
698920713	20140814	1330	1532 7235
691176906	20131018	1311	7036 3403
	20151013	1249	7036 7270
	20160201	1413	7036 2516

7 REGISTRATIONS(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES
(cert 09/2013)





APPENDIX “E”

Request ID: 018979640
Demande n° :
Transaction ID: 61171270
Transaction n° :
Category ID: CT
Catégorie :

Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

Date Report Produced: 2016/05/20
Document produit le :
Time Report Produced: 11:51:09
Imprimé à :

CERTIFICATE OF STATUS **APPENDIX "E"** ATTESTATION DU STATUT JURIDIQUE

This is to certify that according to the records of the Ministry of Government Services

D'après les dossiers du Ministère des Services gouvernementaux, nous attestons que la société

2 4 9 5 5 8 4 O N T A R I O I N C .

Ontario Corporation Number

Numéro matricule de la société (Ontario)

0 0 2 4 9 5 5 8 4

is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est une société constituée, prorogée ou née d'une fusion aux termes des lois de la Province de l'Ontario.

The corporation came into existence on

La société a été fondée le

D E C E M B E R 1 1 D É C E M B R E , 2 0 1 5

and has not been dissolved.

et n'est pas dissoute.

Dated

Fait le

M A Y 2 0 M A I , 2 0 1 6



Director
Directeur

The issuance of this certificate in electronic form is authorized by the Ministry of Government Services.

La délivrance du présent certificat sous forme électronique est autorisée par le Ministère des Services gouvernementaux.

Request ID: 018979643
Transaction ID: 61171277
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:17
Page: 1

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2495584	2495584 ONTARIO INC.	2015/12/11
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address		Date Amalgamated
CESARIO GINJO, PRESIDENT 65A WINGOLD AVENUE		NOT APPLICABLE
		Amalgamation Ind.
		NOT APPLICABLE
		New Amal. Number
TORONTO ONTARIO CANADA M6B 1P8		NOT APPLICABLE
		Notice Date
		NOT APPLICABLE
		Letter Date
		NOT APPLICABLE
Mailing Address		Revival Date
CESARIO GINJO, PRESIDENT 65A WINGOLD AVENUE		NOT APPLICABLE
		Continuation Date
		NOT APPLICABLE
		Transferred Out Date
TORONTO ONTARIO CANADA M6B 1P8		NOT APPLICABLE
		Cancel/Inactive Date
		NOT APPLICABLE
		EP Licence Eff.Date
		NOT APPLICABLE
		EP Licence Term.Date
		NOT APPLICABLE
	Number of Directors	Date Commenced
	Minimum	in Ontario
	Maximum	
	00001	00010
Activity Classification		Date Ceased
NOT AVAILABLE		in Ontario
		NOT APPLICABLE

Request ID: 018979643
Transaction ID: 61171277
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:17
Page: 2

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2495584

2495584 ONTARIO INC.

Corporate Name History

Effective Date

2495584 ONTARIO INC.

2015/12/11

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Administrator:
Name (Individual / Corporation)

Address

CESARIO
GINJO

140 PINEMEADOW DRIVE

WOODBIDGE
ONTARIO
CANADA L4L 9J4

Date Began

First Director

2015/12/11

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

Y

Request ID: 018979643
Transaction ID: 61171277
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:17
Page: 3

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2495584

2495584 ONTARIO INC.

Administrator:
Name (Individual / Corporation)

Address

CESARIO

140 PINEMEADOW DRIVE

GINJO

WOODBIDGE
ONTARIO
CANADA L4L 9J4

Date Began

First Director

2015/12/11

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

PRESIDENT

Y

Administrator:
Name (Individual / Corporation)

Address

CESARIO

140 PINEMEADOW DRIVE

GINJO

WOODBIDGE
ONTARIO
CANADA L4L 9J4

Date Began

First Director

2015/12/11

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

SECRETARY

Y

Request ID: 018979643
Transaction ID: 61171277
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:17
Page: 4

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2495584

2495584 ONTARIO INC.

Administrator:
Name (Individual / Corporation)

Address

CESARIO

140 PINEMEADOW DRIVE

GINJO

WOODBIDGE
ONTARIO
CANADA L4L 9J4

Date Began

First Director

2015/12/11

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

TREASURER

Y

Administrator:
Name (Individual / Corporation)

Address

JAMES

1 OLD COUNTRY ROAD
CARLE PLACE
Suite # 500
NEW YORK
NEW YORK
UNITED STATES OF AMERICA 11514

MCCAN

Date Began

First Director

2015/12/11

YES

Designation

Officer Type

Resident Canadian

DIRECTOR

N

Request ID: 018979643
Transaction ID: 61171277
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:17
Page: 5

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2495584

2495584 ONTARIO INC.

Administrator:
Name (Individual / Corporation)

Address

JAMES
MCCANN

1 OLD COUNTRY ROAD

NEW YORK
NEW YORK
UNITED STATES OF AMERICA 11514

Date Began
2015/12/11

First Director
NOT APPLICABLE

Designation
DIRECTOR

Officer Type

Resident Canadian
Y

Request ID: 018979643
Transaction ID: 61171277
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:17
Page: 6

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2495584

2495584 ONTARIO INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	INITIAL RETURN	1	2016/03/29

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Ministry of Government Services.

APPENDIX “F”

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

RUN NUMBER : 141
RUN DATE : 2016/05/20
ID : 20160520115326.06

REPORT : PSSR060
PAGE : 1
(5054)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : 2495584 ONTARIO INC.


FILE CURRENCY : 19MAY 2016

ENQUIRY NUMBER 20160520115326.06 CONTAINS 1 PAGE(S), 0 FAMILY(IES).

NO REGISTRATIONS ARE REPORTED IN THIS ENQUIRY RESPONSE.

THORNTON GROUT FINNIGAN LLP - ROXANA MANEA
3200 - 100 WELLINGTON STREET WEST,
TORONTO ON M5K 1K7

APPENDIX

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SURETES MOBILIERES
(crf3 09/2013)



APPENDIX “G”

Request ID: 018979648
Demande n° :
Transaction ID: 61171291
Transaction n° :
Category ID: CT
Catégorie :

Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

Date Report Produced: 2016/05/20
Document produit le :
Time Report Produced: 11:51:34
Imprimé à :

APPENDIX "G"

CERTIFICATE OF STATUS ATTESTATION DU STATUT JURIDIQUE

This is to certify that according to the records of the Ministry of Government Services

D'après les dossiers du Ministère des Services gouvernementaux, nous attestons que la société

1 8 7 3 3 4 9 O N T A R I O I N C .

Ontario Corporation Number

Numéro matricule de la société (Ontario)

0 0 1 8 7 3 3 4 9

is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est une société constituée, prorogée ou née d'une fusion aux termes des lois de la Province de l'Ontario.

The corporation came into existence on

La société a été fondée le

A P R I L 2 3 A V R I L , 2 0 1 2

and has not been dissolved.

et n'est pas dissoute.

Dated

Fait le

M A Y 2 0 M A I , 2 0 1 6



Director
Directeur

The issuance of this certificate in electronic form is authorized by the Ministry of Government Services.

La délivrance du présent certificat sous forme électronique est autorisée par le Ministère des Services gouvernementaux.

Request ID: 018979649
Transaction ID: 61171292
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:34
Page: 1

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
1873349	1873349 ONTARIO INC.	2012/04/23
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address		Date Amalgamated
1 OLD COUNTRY ROAD		NOT APPLICABLE
Suite # 500		Amalgamation Ind.
CARLE PLACE		NOT APPLICABLE
NEW YORK		
UNITED STATES OF AMERICA		Notice Date
		NOT APPLICABLE
Mailing Address		Letter Date
1 OLD COUNTRY ROAD		NOT APPLICABLE
Suite # 500		Revival Date
CARLE PLACE		NOT APPLICABLE
NEW YORK		Continuation Date
UNITED STATES OF AMERICA		NOT APPLICABLE
		Transferred Out Date
		NOT APPLICABLE
		Cancel/Inactive Date
		NOT APPLICABLE
		EP Licence Eff. Date
		NOT APPLICABLE
		EP Licence Term. Date
		NOT APPLICABLE
	Number of Directors	Date Commenced
	Minimum	in Ontario
	Maximum	
	00001	00010
Activity Classification		Date Ceased
NOT AVAILABLE		in Ontario
		NOT APPLICABLE

Request ID: 018979649
Transaction ID: 61171292
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:34
Page: 2

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1873349

1873349 ONTARIO INC.

Corporate Name History

Effective Date

1873349 ONTARIO INC.

2012/04/23

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Administrator:
Name (Individual / Corporation)

Address

SUSAN
JANICE
CONWAY

5580 GOLDENBROOK DRIVE

STREETSVILLE
ONTARIO
CANADA L5M 3W1

Date Began

First Director

2012/04/23

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

Y

Request ID: 018979649
Transaction ID: 61171292
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:34
Page: 3

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1873349

1873349 ONTARIO INC.

Administrator:
Name (Individual / Corporation)

Address

GERARD
GALLAGHER

ONE OLD COUNTRY ROAD
Suite # 500
CARLE PLACE
NEW YORK
UNITED STATES OF AMERICA 11514

Date Began

First Director

2012/04/23

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

SECRETARY

Administrator:
Name (Individual / Corporation)

Address

THOMAS
HARTNETT

ONE OLD COUNTRY PLACE
Suite # 500
CARLE PLACE
NEW YORK
UNITED STATES OF AMERICA 11514

Date Began

First Director

2014/05/22

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

N

Request ID: 018979649
Transaction ID: 61171292
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:34
Page: 4

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1873349

1873349 ONTARIO INC.

Administrator:
Name (Individual / Corporation)

Address

JAMES
MCCANN

ONE OLD COUNTRY ROAD
Suite # 500
CARLE PLACE
NEW YORK
UNITED STATES OF AMERICA 11514

Date Began
2012/04/23

First Director
NOT APPLICABLE

Designation
OFFICER

Officer Type
CHAIRMAN

Resident Canadian

Administrator:
Name (Individual / Corporation)

Address

CHRISTOPHER
MCCANN

ONE OLD COUNTRY ROAD
Suite # 500
CARLE PLACE
NEW YORK
UNITED STATES OF AMERICA 11514

Date Began
2012/04/23

First Director
NOT APPLICABLE

Designation
OFFICER

Officer Type
PRESIDENT

Resident Canadian

Request ID: 018979649
Transaction ID: 61171292
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:34
Page: 5

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1873349

1873349 ONTARIO INC.

Administrator:
Name (Individual / Corporation)

Address

WILLIAM
SHEA

ONE OLD COUNTRY ROAD
Suite # 500
CARLE PLACE
NEW YORK
UNITED STATES OF AMERICA 11514

Date Began

First Director

2012/04/23

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

TREASURER

Administrator:
Name (Individual / Corporation)

Address

WILLIAM
SHEA

ONE OLD COUNTRY ROAD
Suite # 500
CARLE PLACE
NEW YORK
UNITED STATES OF AMERICA 11514

Date Began

First Director

2012/04/23

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

VICE-PRESIDENT

Request ID: 018979649
Transaction ID: 61171292
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/05/20
Time Report Produced: 11:51:34
Page: 6

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1873349

1873349 ONTARIO INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	REQUIREMENT TO FILE	7	2016/02/04

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Ministry of Government Services.

APPENDIX “H”

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

RUN NUMBER : 141
RUN DATE : 2016/05/20
ID : 20160520115440.02

REPORT : P5SR060
PAGE : 1
(5056)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : 1873349 ONTARIO INC.
FILE CURRENCY : 19MAY 2016

ENQUIRY NUMBER 20160520115440.02 CONTAINS 1 PAGE(S), 0 FAMILY(IES).

NO REGISTRATIONS ARE REPORTED IN THIS ENQUIRY RESPONSE.

THORNTON GROUT FINNIGAN LLP - ROXANA MANEA
3200-100 WELLINGTON STREET WEST,
TORONTO ON M5K 1K7

APPENDIX "H"

CERTIFIED BY/CERTIFIÉES PAR
[Signature]
REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES
(cifs 09/2013)

