

APPENDIX “H”

Court File No.: CV-17-11740-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Ontario Business Corporations Act, R.S.O., Chapter B-16

ABBAS MOHAMMAD

Applicant

- and -

STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.

Respondents

SECOND REPORT OF ALBERT GELMAN INC.
in its capacity as court-appointed liquidator

(Dated October 23, 2018)

I. INTRODUCTION

1. This second report ("**Second Report**") is filed by Albert Gelman Inc. ("**AGI**") in its capacity as liquidator (the "**Liquidator**") appointed pursuant to the Order of the Honourable Justice Conway of the Ontario Superior Court of Justice, Commercial List, dated June 20, 2017 (the "**Appointment Order**"), without security, over all of the assets, undertakings and properties (the "**Property**") of 2497486 Ontario Inc. ("**2497486**" or the "**Company**"). The application was commenced by Abbas Mohammad. A copy of the Appointment Order along with the endorsement of Justice Conway dated June 20, 2017 is attached hereto as **Appendix "A"**.

2. Prior to the date of the Appointment Order the Liquidator (in its capacity as Proposed Liquidator at that time) prepared a report in respect of these proceedings (the "**Pre-Filing Report**"). The Pre-Filing Report contained, among other things, details

regarding the principal asset of the Company being the real property municipally known as 1028 Bloor Street West, Toronto (the “**Real Property**”) as well as details regarding the proposed sales process. A copy of the Pre-Filing Report (without appendices) is attached hereto as **Appendix “B”**.

3. The Appointment Order at paragraph 4.A. included approval of the Liquidator to enter into a listing agreement with a commercial realtor for the purposes of realizing on the Real Property.

4. In accordance with the Appointment Order, the Liquidator entered into an agreement of purchase and sale with Modern City Real Estate Investment Trust Company Ltd.¹ (the “**Purchaser**”) dated August 31, 2017 and executed by the Liquidator on September 2, 2017, including an Amendment to Agreement of Purchase and Sale executed on September 12, 2017 (collectively, the “**Purchase Agreement**”) which contemplated the sale to the Purchaser of the Real Property (the “**Transaction**”). Attached hereto as **Appendix “C”** is a copy of the Purchase Agreement.

5. On October 30, 2017 the Honourable Justice Hainey granted an order (the “**Approval and Vesting Order**”) approving, among other things, the Transaction and vesting the Company’s right, title and interest in and to the Real Property in the Purchaser free and clear of any and all encumbrances. Attached hereto as **Appendix “D”** is a copy of the Approval and Vesting Order.

6. The Liquidator prepared a report in respect of the October 30, 2017 motion dated October 18, 2017 (the “**First Report**”) and well as a confidential report dated October 18, 2017 (the “**Confidential Report**”). Attached hereto as **Appendices “E”** and “**F**” are copies of the First Report and Confidential Report, without appendices, respectively. In accordance with the Approval and Vesting Order, the Court ordered that the Confidential Report remain sealed until completion of the Transaction. As described in further detail below, the Transaction was completed on November 24, 2017.

¹ The Agreement of Purchase and Sale was initially entered into with Elia Mazzawi, in trust as purchaser.

7. It its First Report the Liquidator proposed a Claims Solicitation Process for the purposes of identifying any and all arm's length creditors with claims against 2497486 which arose prior to the Claims Bar Date, being January 19, 2018. On October 30, 2017 the Honourable Justice Hailey granted an order (the "**Claims Solicitation Procedure and Bar Order**") approving, among other things, the Claims Solicitation Process. Attached hereto as **Appendix "G"** is a copy of the Claims Solicitation Procedure and Bar Order.

II. PURPOSE OF THIS REPORT

8. The purpose of this Second Report is to:
- a. provide details to the Court of the Liquidator's actions and activities subsequent to the date of the First Report;
 - b. seek an order approving this Second Report as well as the actions and activities of the Liquidator described herein, including the Liquidator's interim statement of receipts and disbursements as of October 22, 2018 (the "**Interim SRD**");
 - c. seek an order approving the proposed Non-Arm's Length Claims Solicitation Process (defined below);
 - d. seek an order approving the fees and disbursements of the Liquidator for the period from October 18, 2017 to September 20, 2018;
 - e. seek an order approving the fees and disbursements of the Liquidator's counsel, Kronis, Rotsztain, Margles, Cappel LLP for the period from October 18, 2017 to September 30, 2018; and,
 - f. seek an order providing for such further and other relief as this Honourable Court may deem just.

III. SCOPE, RESTRICTIONS AND TERMS OF REFERENCE

9. In preparing this Second Report, the Liquidator has obtained and relied upon certain unaudited financial information of 2497486, 2497486's books and records, and discussions with both counsel for the Applicant, Mr. David Fogel, and counsel for the Respondents (excluding the Company), Mr. Ryan Hanna, as well as with two of the shareholders of 2497486, Mr. Stephen Celestial and Mr. Mustafa Ismael directly, and with 2497486's external accountant, Mr. Errol Chapman.

10. While the Liquidator has reviewed the various documents provided, such review does not constitute an audit or verification of such information for accuracy, completeness or compliance with Generally Accepted Accounting Principles ("**GAAP**") or International Financial Reporting Standards ("**IFRS**"). Accordingly, the Liquidator expresses no opinion or other form of assurance pursuant to GAAP or IFRS or otherwise with respect to such information except as expressly stated herein.

11. This report has been prepared for the use of this Court to assist the Court in making a determination of whether to approve the relief sought. Accordingly, the reader is cautioned that this report may not be appropriate for any other purpose. The Liquidator will not assume responsibility or liability for losses incurred by the reader as a result of the circulation, publication, reproduction or use of this report contrary to the provisions of this paragraph.

12. Unless otherwise noted, all monetary amounts referenced herein are expressed in Canadian dollars.

13. Terms not otherwise defined herein shall have the meanings ascribed to them in the First Report and draft form of Court Order included with the Liquidator's Motion Record for the motion returnable October 29, 2018.

IV. BACKGROUND INFORMATION

14. 2497486 is a corporation incorporated under the laws of the province of Ontario.

15. The common shares of 2497486 are owned by Abbas Mohammad (50%), Stephen Celestial (25%) and Mustafa Ismael (25%) (collectively, the “**Shareholders**”).

16. Based on information set out in a corporation profile report obtained by the Liquidator dated September 10, 2018, the Shareholders are also the directors of 2497486.

17. The Liquidator understands that the Shareholders are divided with Abbas Mohammad on one side, and Stephen Celestial and Mustafa Ismael on the other, resulting in a deadlock situation. The appointment of the Liquidator was on consent of both the Applicant and the Respondents.

18. As was noted above, prior to the appointment of the Liquidator the principal asset of 2497486 was the Real Property which it managed. The Real Property consisted of a three story building with a commercial unit on the first floor and separate residential units on each of the second and third floors.

19. The Real Property was sold by the Liquidator and the Transaction closed on November 24, 2017 in accordance with the Approval and Vesting Order.

V. ACTIONS AND ACTIVITIES OF THE LIQUIDATOR

20. The actions and activities of the Liquidator since the date of the First Report, and as reflected in the Interim SRD, are, among other things, as follows:

- a. Closed the Transaction, as further described below, including issuing and filing the Liquidator’s Certificate on November 24, 2017 in accordance with paragraph 6 of the Approval and Vesting Order;
- b. Undertook the Claims Solicitation Process, as further described below;
- c. Engaged the Company’s external accountant, Errol Chapman of Errol Chapman Professional Corporation (“**ECPC**”), to prepare the Company’s financial statements and tax filings for the year ended December 31, 2017;

- d. Issued payment to the Receiver General of Canada in the amount of \$94,329.59 for payment of corporate income taxes which resulted from the sale of the Real Property in the fiscal year ended December 31, 2017;
- e. Issued payment to Mr. Abbas Mohammad on December 5, 2017 in the amount of \$50,000 as a repayment of the third party funds provided to the Liquidator by Mr. Mohammad to guarantee the Liquidator's fees and disbursements in its capacity as Liquidator of the Company (defined as the "Guarantee" in the First Report);
- f. Cancelled the Company's insurance policies in respect of the Real Property following the closing of the Transaction; and,
- g. Engaged, through its counsel, with counsel to both the Applicant and the Respondents, for the purpose of determining an agreed upon process to determine the quantum of the claims of non-arm's length parties, including the claims of the Shareholders. The Liquidator understands that the proposed Non-Arm's Length Claims Solicitation Process (defined below) has been proposed to the Applicant and the Respondents in advance of this motion and that neither party has indicated that they oppose the relief being sought by the Liquidator in respect of this proposed process.

VI. CLOSING OF THE TRANSACTION

21. The Approval and Vesting Order, at paragraph 1, authorized the Liquidator to complete (or close) the Transaction with the Purchaser and that the completion of the Transaction would occur when the Liquidator issued and filed with the Court the Liquidator's certificate.

22. In accordance with paragraph 6 of the Approval and Vesting Order and the Liquidator being satisfied the all steps had been taken in order to complete the Transaction, the Liquidator issued and filed with the Court the Liquidator's certificate on November 24, 2017. Attached hereto as **Appendix "H"** is a copy of the executed Liquidator's Certificate.

23. The Liquidator issued payment to Equitable Bank in accordance with its payout statement dated October 16, 2017 in order to satisfy the outstanding debt obligation of Equitable Bank and, as a result, Equitable Bank discharged its mortgage against title to the Real Property on December 5, 2017. Attached hereto as **Appendix “I”** is a copy of the registered discharge of Equitable Bank’s mortgage.

VII. CLAIMS SOLICITATION PROCESS - ARM’S LENGTH CREDITORS

24. In accordance with the Claims Solicitation Procedure and Bar Order the Liquidator was empowered and authorized to undertake a process to identify, resolve and bar any and all claims against the Company, excluding the non-arm’s length claims of the Shareholder and other related parties (the “**Claims Solicitation Process**”).

25. The Claims Solicitation Process required that all claims were to be provided to the Liquidator prior to 5:00 p.m. eastern standard time on January 19, 2018 (the “**Claims Bar Date**”) and that if a creditor did not file a claim by the Claims Bar Date it would be forever barred from doing so and its claim against the Company would be extinguished.

26. In respect of the Claims Solicitation Process approved by the Court the Liquidator undertook the following activities:

- a. Published a notice in both the National Post and the Toronto Star on December 8, 2017 describing the Claims Solicitation Process and advising all creditors of 2497486 of the Claims Bar Date. Attached hereto as **Appendix “J”** are copies of the notices.
- b. Sent via electronic mail to all known creditors of 2497486 (as either identified by the Liquidator during these proceeding or as contained in the Company’s books and records), a proof of claim form to be sworn by the creditor under oath as well as instructions regarding the proper completion of the proof of claim form (together the “**Proof of Claim Document Package**”); and,

- c. Posted the Proof of Claim Document Package on the Liquidator's website.

27. In undertaking the Claims Solicitation Process the Liquidator received the following claims prior to the Claims Bar Date:

- a. Wilk Law sworn January 11, 2018 in the amount of \$4,536.95; and,
- b. Safetech Environmental Limited sworn January 9, 2018 in the amount of \$3,333.50.

(collectively, the "**Received Claims**")

28. Attached hereto as **Appendix "K"** are copies of the Received Claims.

29. There were no claims received by the Liquidator subsequent to the Claims Bar Date.

30. The Liquidator accepted both of the Received Claims. There were no claims received by the Liquidator which were disputed.

31. The Liquidator issued payment to the claimants in respect of each of the Received Claims in the amounts set out therein.

VIII. PROPOSED CLAIMS SOLICITATION PROCESS - NON-ARM'S LENGTH CREDITORS

32. As was noted above, the Shareholders are divided. As a result, the Liquidator believes a fulsome process should be conducted to determine the respective claims of each of the non-arm's length creditors prior to any distribution.

33. The Liquidator recommends the Court approve the process set out below, developed by the Liquidator, for the purpose of determining the nature and quantum of the claims of the non-arm's length creditors of 2497486 being Abbas Mohammad, Stephen Celestial and Mustafa Ismael. The Liquidator believes that the proposed claims solicitation process is efficient, expedient, fair and reasonable in the circumstances.

34. The draft form of Order included with the Liquidator's motion records indicates that if the Liquidator does not receive a proof of claim from any of the non-arm's length creditors before the Determination Date then the Net Proceeds shall be distributed as follows:

- a. \$217,123.13 to Abbas Mohammad ("**Mohammad**") in full and final satisfaction of his shareholder loan claim;
- b. \$125,411.57 to Stephen Celestial ("**Celestial**") in full and final satisfaction of his shareholder loan claim;
- c. \$106,900.00 to Mustafa Ismael ("**Ismael**") in full and final satisfaction of his shareholder loan claim; and,
- d. the balance of the Net Proceeds to be distributed to each of the Parties in accordance with the percentage of each Party's shareholding, which for greater certainty shall be: 50% to Mohammad; 25% to Celestial; and 25% to Ismael.

35. The above noted amounts were provided to the Liquidator by the Company's external accountant and represent the shareholder loan amounts owing to the Shareholders as they are recorded in the Company's accounting books and records. Attached hereto as **Appendix "L"** are the fiscal year ended December 31, 2017 financial statements along with the transactions detail reports for each of the three shareholder loan accounts.

36. The Liquidator will retain a properly qualified tax professional to assist the Liquidator to obtain a certificate from the Canada Revenue Agency ("CRA") certifying that the Liquidator is not liable to pay any additional amounts to the CRA in its capacity as Liquidator of the Company which certificate is commonly referred to as a "Clearance Certificate". The Liquidator will not be obligated to distribute any portion of the Net Proceeds until such time as it has received a Clearance Certificate and paid the specified amounts owing to the CRA, if any. The Liquidator notes that as part of the

Claims Solicitation Process previously undertaken and described above, it provided a Proof of Claim Document Package to the CRA and did not receive a response.

37. If any of the non-arm's length creditors disagree with the proposed distribution of the Net Proceeds as set out above they shall be permitted to file a Proof of Claim with the Liquidator on or before the Determination Date. The Determination Date shall be the date that is 30 days from the date of the Court Order approving this claims process (the "**Determination Date**").

38. In the event that the Liquidator does receive a Proof of Claim before the Determination Date and such claim differs from the amount(s) noted above, the following process shall be undertaken to determine the Claims of each of the non-arm's length creditor:

- a. The Liquidator shall review such Proof of Claim received and shall review the nature of the Claim set out therein and may investigate the Company's records and request further evidence or information from the Parties;
- b. The Liquidator may attempt to consensually resolve the amount of the Proof of Claim with the Parties or, upon completion of its investigation, shall send a Notice of Determination to the Parties as soon as is practicable after the Determination Date;
- c. any Party that objects to the Notice of Determination, shall deliver to the Liquidator a Notice of Dispute within 15 days of the issuance of the Notice of Determination, or, if no Party delivers the Notice of Dispute within such time, the value of such Parties' respective Claims shall be deemed to be as set out in the Notice of Determination;
- d. any Party who delivers a Notice of Dispute to the Liquidator in accordance with this Order, shall, unless otherwise agreed by the Liquidator in writing, by no later than 5:00 p.m. on the day that is 15 days after the service of the Notice of Dispute, serve, and file with this Court, a Notice of Motion seeking to appeal the Liquidator's determination, returnable on a date to be fixed by

this Court, and in any event, no later than 60 days from the date of the service of the Notice of Motion. If a Notice of Motion seeking to appeal is not filed within such period, then the Notice of Determination shall, subject to further order of this Court, be deemed to be final and binding.

(collectively, the “**Non-Arm’s Length Claims Solicitation Process**”)

39. The Liquidator is requesting that this Honourable Court approve the proposed Non-Arm’s Length Claims Solicitation Process.

IX. LIQUIDATOR’S INTERIM SRD

40. Attached hereto at **Appendix “M”** is the Liquidator’s Interim SRD.

X. ACCOUNTS OF THE LIQUIDATOR AND ITS COUNSEL

41. Attached hereto as **Appendix “N”** is the Affidavit of Tom McElroy regarding the Liquidator’s fees for the period from October 18, 2017 to September 20, 2018 accompanied by the supporting time dockets (the “**Liquidator’s Fees**”).

42. Attached hereto as **Appendix “O”** is the Affidavit of Mark Lieberman regarding the fees and disbursements of Kronis, Rotsztain, Margles, Cappel LLP (“**KRMC**”) for the period from October 18, 2017 to September 30, 2018 accompanied by the supporting time dockets.

43. The Liquidator believes that its fees and disbursements, as well as the fees and disbursements of its counsel, KRMC, are fair and reasonable.

XI. LIQUIDATOR’S REQUEST FOR APPROVAL

44. The Liquidator respectfully requests an Order of this Honourable Court:

- a. approving this Second Report of the Liquidator, as well as the actions and activities of the Liquidator described herein, including the Interim R&D;
- b. approving the proposed Non-Arm’s Length Claims Solicitation Process;

- c. approving the fees and disbursements of the Liquidator for the period from October 18, 2017 to September 20, 2018;
- d. approving the fees and disbursements of KRMC for the period from October 18, 2017 to September 30, 2018; and,
- e. providing for such further and other relief as this Honourable Court may deem just.

All of which is respectfully submitted this 23rd day of October, 2018.

**ALBERT GELMAN INC., solely in its
capacity as the Court-Appointed Liquidator
of 2497486 Ontario Ltd. and not in its
Personal or any other Capacity**

Per:



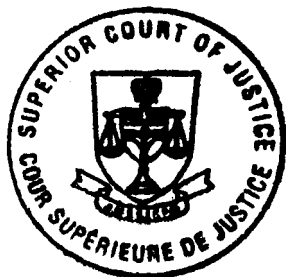
Tom McElroy, CPA, CA, CBV, CIRP, LIT

APPENDIX “I”

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Ontario Business Corporations Act, R.S.O., Chapter B-16

THE HONOURABLE *Mr:*) MONDAY , THE 29th
JUSTICE *HAINNEY*) DAY OF OCTOBER, 2018



ABBAS MOHAMMAD

Applicant

- and -

**STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.**

Respondents

ORDER
(Non-Arms' Length Claims Procedure and Bar Order)

THIS MOTION, made by Albert Gelman Inc. in its capacity as court-appointed liquidator (the "**Liquidator**") without security, of all of the assets, undertakings and properties of 2497486 Ontario Ltd.. (the "**Company**") for, among other things, an order approving and establishing a procedure for the resolution and barring of certain claims against the Company was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Second Report of the Liquidator dated October 23, 2018, and on hearing the submissions of the lawyers for the Liquidator, the Applicant and the Respondents (except the Company):

DEFINITIONS

1. THIS COURT ORDERS that the following terms in this Order shall have the following meanings ascribed to them:

- (a) “**Appointment Order**” means the Order of Madam Justice Conway dated June 20, 2017 in the OBCA Proceeding;
- (b) “**Business Day**” means a day which is not: (a) a Saturday or a Sunday; or (b) a day observed as a holiday under the laws of the Province of Ontario or the federal laws of Canada applicable in the Province of Ontario;
- (c) “**Claim**” means any right or claim of any Party that may be asserted or made in whole or in part against the Company, whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest that may accrue thereon in which there is an obligation to pay, and costs which such Party would be entitled to receive pursuant to the terms of any contract with such Party at law or in equity, any right of ownership of or title to property or assets or to a trust or deemed trust (statutory or otherwise) against any property or assets, whether or not reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, or any right or ability of any Party to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, based in whole or in part on facts which exist prior to the Determination Date, together with any other rights or claims, whether or not asserted, made after the Determination Date, in any way, directly or indirectly related to any action taken or power exercised prior to the Determination Date;

- (d) **“Claims Procedure”** means the non-arms’ length and equity claims solicitation procedure and schedules set out herein, as may be amended from time to time;
- (e) **“Court”** means the Ontario Superior Court of Justice (Commercial List);
- (f) **“Creditor”** means any Party having a Claim and, if the context requires, an assignee or transferee of a Claim or a trustee, receiver, receiver-manager or other Party acting on behalf of such Party;
- (g) **“Determination Date”** means the date that is 60 days from the date of this Order;
- (h) **“Dollars”** or **“\$”** means lawful money of Canada unless otherwise indicated;
- (i) **“Equity Claim”** has the meaning as set out in the *Bankruptcy and Insolvency Act* (Canada);
- (j) **“Inter-Shareholder Claim”** means ^{a Party's} ~~the Applicant's~~ claim for certain amounts alleged to be owing by ~~the Respondents, or either of them, to the Applicant;~~ ^{any other Party on account of monies loaned;}
- (k) **“Net Proceeds”** means all funds held by the Liquidator, less the reasonable fees and disbursements for the Liquidator and its counsel, any and all disbursements, any distributions authorized by the Court, and a reasonable reserve sufficient for the Liquidator to complete its mandate and be discharged by this Court;
- (l) **“Notice of Determination”** means the notice substantially in the form attached hereto as **Schedule “B”**;
- (m) **“Notice of Dispute”** means a notice given by a Creditor to the Liquidator advising the Liquidator of the Creditor’s objection to the Liquidator’s Notice of Determination;
- (n) **“OBCA”** means the *Business Corporations Act*, R.S.O. 1990, c. B.16, as amended;

- (o) **“OBCA Proceeding”** means the proceedings before the Court in respect of the application by the Applicant commenced pursuant to the OBCA and bearing Court File No. CV-17-11740-00CL;
- (p) **“Order”** means any order of the Court in connection with the OBCA Proceeding;
- (q) **“Party” or “Parties”** means any one or more of the parties to the OBCA Proceeding, except the Company and, for greater certainty, includes Abbas Mohammad, Stephen Celestial and Mustafa Ismael;
- (r) **“Proof of Claim”** means the form to be completed and filed by a Creditor setting forth its proposed Claim, substantially in the form attached hereto as **Schedule “A”**;
- (s) **“Records”** has the meaning set out in the Appointment Order as well as any documents provided to the Liquidator as part of the Claims Procedure;

FILING OF PROOFS OF CLAIM

2. THIS COURT ORDERS that each Creditor shall file a written Proof of Claim so as to be received by the Liquidator on or before the Determination Date, by registered mail, personal delivery, courier, facsimile transmission or e-mail.

3. THIS COURT ORDERS that each Creditor’s Proof of Claim shall include, without limitation, amounts claimed on account of any shareholder loans advanced to the Company, together with documents supporting such advances, and may include such other supporting documents as the Creditor may consider relevant.

4. THIS COURT ORDERS that ^{each Party} ~~the Applicant~~ shall include in his Proof of Claim, a claim ^{an} ~~for~~, and particulars in respect of, ~~the~~ Inter-Shareholder Claim, ^{if any.}

5. THIS COURT ORDERS that the Liquidator be and is hereby authorized and directed to review the Inter-Shareholder Claim in accordance with the Claims Procedure as though such Inter-Shareholder Claim was a “Claim” within the meaning of this Order, and that the Parties

shall be bound by the Liquidator's determination of the Inter-Shareholder Claim, subject only to the rights of any Party to dispute the Liquidator's determination in accordance with this Order.

DETERMINATION OF NON-ARM'S LENGTH CLAIMS

6. THIS COURT ORDERS that the Liquidator shall review each Proof of Claim received and shall review the nature of the Claim set out therein and may investigate the Records and request further evidence or information from the Parties, as appropriate, to determine the validity of the Party's Claim and reconcile same with each other Party's Claim(s) and the Company's Records.

7. THIS COURT ORDERS that the Liquidator may attempt to consensually resolve the amount of the Proof of Claim with the Parties or, upon completion of its investigation, shall send a Notice of Determination to each of the Parties setting out:

- (a) the amount determined by the Liquidator of each Party's Claim(s), the Inter-Shareholder Claim, and the value of each Party's Equity Claim based on their respective shareholdings, being 50% for the Applicant, and 25% for each of the individual Respondents;
- (b) the basis for such determination, and;
- (c) the proposed distribution of the Net Proceeds in accordance with the Liquidator's determination, including the order by which payments shall be made by the Liquidator according to any applicable priorities;

as soon as is practicable after the Determination Date.

8. THIS COURT ORDERS that any Party that objects to the Notice of Determination, shall deliver to the Liquidator a Notice of Dispute within 30 days of receipt of the Notice of Determination, or, if no Party delivers a Notice of Dispute within such time, the value of such Parties' respective Claims shall be deemed to be final and binding as set out in the Notice of Determination.

9. THIS COURT ORDERS that any Party who delivers a Notice of Dispute to the Liquidator in accordance with this Claims Procedure, shall, unless otherwise agreed by the Liquidator in writing, by no later than 5:00 p.m. (Toronto time) on the day that is 30 days after the service of the Notice of Dispute, serve, and file with this Court, a Notice of Motion seeking to appeal the Liquidator's determination(s), returnable on a date to be fixed by this Court. If a Notice of Motion seeking to appeal is not filed within such period, then the Notice of Determination shall, subject to further order of this Court, be deemed to be final and binding.

10. THIS COURT ORDERS that if the Notice of Determination is deemed to be final and binding in accordance with this Claims Procedure, then the Liquidator is hereby authorized and directed to pay the Net Proceeds in accordance with such Notice of Determination as soon as reasonably practicable, in full and final satisfaction of any and all Claims that each Party may have, including without limitation the Inter-Shareholder Claim, and any and all other rights or claims of any Party that were, or could have been, asserted or made, in whole or in part, against any other Party, whether or not asserted or made, in connection with any indebtedness, liability, or obligation of any kind whatsoever arising out of any business, dealings, relationship, or otherwise, related to the affairs of the Company.

GENERAL PROVISIONS

11. THIS COURT ORDERS that notwithstanding paragraph 10 of this Order, the Liquidator shall not be required to make any distribution to any Party, until such time as it has received a certificate from Canada Revenue Agency ("CRA") certifying that the Liquidator is not liable to pay any additional amounts to CRA in its capacity as Liquidator of the Company, which certificate is commonly referred to as a "Clearance Certificate".

12. THIS COURT ORDERS that the Liquidator is authorized to use reasonable discretion as to adequacy of compliance with respect to the timelines set out in this Claims Procedure and the manner in which Proofs of Claim, the Notice of Determination and Notices of Dispute are completed and executed.

13. THIS COURT ORDERS that any document to be sent to a Party pursuant to this Claims Procedure may be sent by e-mail, registered mail, courier or facsimile transmission to the Party's counsel, and any such document shall be deemed to have been received five (5) business days after such document is sent by registered mail and one business day after such document is sent by e-mail, courier or facsimile transmission.

14. THIS COURT ORDERS that any notice or other communication to be given under this Claims Procedure by a Party to the Liquidator shall be in writing in substantially the form, if any, provided for in this Claims Procedure, and will be sufficiently given only if delivered by registered mail, courier, personal delivery, facsimile transmission, or e-mail addressed to:

**Albert Gelman Inc. in its capacity as court-appointed liquidator
of 2497486 Ontario Ltd.**

100 Simcoe Street

Suite 125

Toronto, ON M5H 3G2

Attention: Tom McElroy

Phone: 416.504-1650 ext. 117

Fax: 416.504.1655

Email: tmcelroy@albertgelman.com.

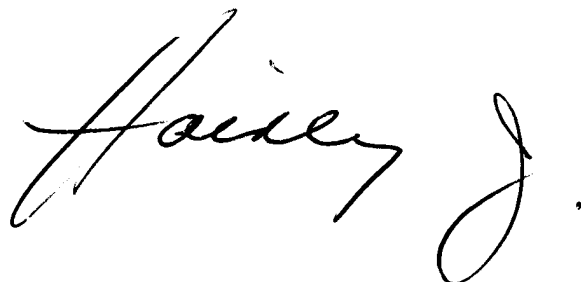
15. THIS COURT ORDERS that the following Schedules form part of this Order:

- (a) **Schedule "A"** – Proof of Claim; and,
- (b) **Schedule "B"** – Notice of Determination.

16. THIS COURT ORDERS that, notwithstanding the terms of this Order, the Liquidator may apply to this Court from time to time for such further order or orders as it considers necessary or desirable to amend, supplement or replace this Order.

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

OCT 29 2018



PER / PAR: *RW*

Schedule "A" – PROOF OF CLAIM

Court File No. CV-17-11740-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Ontario Business Corporations Act, R.S.O., Chapter B-16

ABBAS MOHAMMAD

Applicant

- and -

STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.

Respondents

PROOF OF CLAIM

I, _____, a party to these proceedings, MAKE OATH AND SAY:

A. PARTICULARS OF THE CLAIMANT(S):

(1) Full Legal Name of Claimant(s) (*include if claim is being made through a holding or related corporation*):

B. PARTICULARS OF CLAIM

The undersigned claims the following amounts based on the following particulars (*for each category below, set out particular facts setting out the nature of the claims and include any supporting documentation, including copies of cheques, bank draft, money orders, wire transfers, etc., loan documents, promissory notes or other agreement(s) giving rise to the claim and particulars of any claim*):

Shareholder Loan Claim (*describe details of why the shareholder account is disputed and indicate the amount claimed*):

[Empty rectangular box]

Other Claims *(describe the details of all other claims asserted as against the Company, or if applicable, of an Inter-Shareholder Claim, whether derivative or direct, and indicate the amounts claimed):*

[Empty rectangular box]

SWORN BEFORE ME at the _____)
 _____, in the _____)
 Province of _____)
 this _____ day of _____, 2018)

 A Commissioner , or Notary Public, etc.

Name of Deponent:

SCHEDULE "B" - NOTICE OF DETERMINATION

Notice of Determination

Albert Gelman Inc., in its capacity as Liquidator of 2497486 Ontario Ltd. (the "Liquidator"), hereby gives you notice that it has reviewed your Proof of Claim and has made the following determination:

A) Determination of claims:

Type of Claim	Abbas Mohammad	Stephen Celestial	Mustafa Ismael
Shareholder loans			
Other claims (if any):			
Inter-Shareholder Claim			
Equity claims			

B) Basis of Determination:

Based on the Liquidator's investigation, the Liquidator determined that:

1. *Set out basis of determination...*

C) Distribution of Net Proceeds:

1. *Set out order, amounts and recipient to receive distributions of Net Proceeds in accordance with determination of claims*

DATED this _____ day of _____, 2018.

ALBERT GELMAN INC.,
in its capacity as Court Appointed Liquidator of
2497486 Ontario Ltd. and not in its personal
capacity
Per:

TOM MCELROY
100 Simcoe Street, Suite 125
Toronto, ON M5H 3G2
Phone: (416) 504-1650 Ext. 117
Fax: (416) 504-16555
Email: tmcelory@albertgelman.com

• **ABBAS MOHAMMAD**

• Applicant

-and-

**STEPHEN CELESTIAL, MUSTAFA ISMAEL AND 2497486
ONTARIO LTD.**

• Respondents

Court File No. CV-17-11740-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

NON-ARMS' LENGTH CLAIMS
PROCEDURE AND BAR ORDER

**KRONIS, ROTSZTAIN,
MARGLES, CAPPEL LLP**
Barristers and Solicitors
25 Sheppard Avenue West, Suite 1100
Toronto, Ontario M2N 6S6

Philip Cho LSUC #45615U
Tel: (416) 225-8750
Fax: (416) 225-6751

Lawyers for Albert Gelman Inc., in its
capacity as Court-appointed Liquidator of
2497486 Ontario Ltd.

APPENDIX “J”

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Ontario Business Corporations Act, R.S.O., Chapter B-16

THE HONOURABLE *Mr.*) MONDAY , THE 29th
JUSTICE *HAINES*) DAY OF OCTOBER, 2018

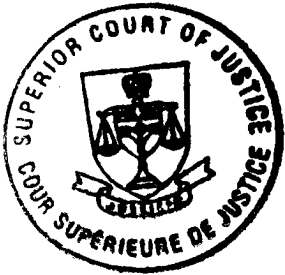
ABBAS MOHAMMAD

Applicant

- and -

**STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.**

Respondents

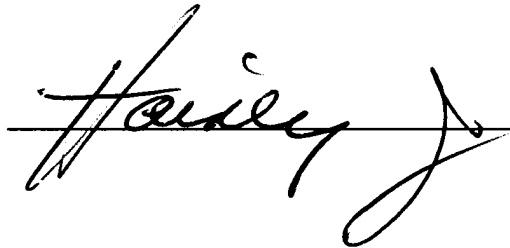


ORDER
**(Approval of Second Report, Fees and
Statement of Interim Receipts and Disbursements)**

THIS MOTION, made by Albert Gelman Inc. in its capacity as court-appointed liquidator (the “**Liquidator**”) without security, of all of the assets, undertakings and properties of 2497486 Ontario Ltd.. (the “**Company**”) for an order approving the Second Report of the Liquidator dated October 22, 2018 (the “**Second Report**”), as well as the actions and activities described therein, the fees and disbursements of the Liquidator and its counsel, and the interim statement of receipts and disbursements of the Liquidator was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Second Report of the Liquidator dated October 23, 2018, and on hearing the submissions of the lawyers for the Liquidator, the Applicant and the Respondents (except the Company):

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Second Report of the Liquidator, and the actions and activities of the Liquidator as described therein, be and are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Liquidator and its counsel, as set out in the Affidavit of Tom McElroy sworn on October 23, 2018 and the Affidavit of Mark Lieberman sworn on October 23, 2018, appearing as Appendices "N" and "O", respectively, in the Second Report, be and are hereby approved.
4. **THIS COURT ORDERS** that the Liquidator's Interim Statement of Receipts and Disbursements as at October 22, 2018, appearing as Appendix "M" in the Second Report, be and is hereby approved.



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

OCT 29 2018

PER / PAR: *RW*

ABBAS MOHAMMAD

Applicant

-and-

**STEPHEN CELESTIAL, MUSTAFA ISMAEIL AND 2497486
ONTARIO LTD.**

Respondents

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

ORDER

KRONIS, ROTSZTAIN, MARGLES, CAPPEL LLP
25 Sheppard Avenue West, Suite 1100
Toronto ON M2N 6S6

Philip Cho (45615U)
pcho@krmc-law.com

Tel: (416) 218-5494

Fax: (416) 225-6751

Lawyers for Albert Gelman Inc., court-appointed
Liquidator for 2497486 Ontario Inc.

APPENDIX “K”

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Ontario Business Corporations Act, R.S.O., Chapter B-16

THE HONOURABLE)	MONDAY , THE 8 th
)	
JUSTICE KOEHNEN)	DAY OF FEBRUARY, 2021

ABBAS MOHAMMAD

Applicant

- and -

**STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.**

Respondents

**ORDER
(Approval of Third Report, Fees and
Statement of Interim Receipts and Disbursements)**

THIS MOTION, made by Albert Gelman Inc. in its capacity as court-appointed liquidator (the “**Liquidator**”) without security, of all of the assets, undertakings and properties of 2497486 Ontario Ltd.. (the “**Company**”) for an order approving the Third Report of the Liquidator dated January 28, 2021 (the “**Third Report**”), as well as the actions and activities described therein, the fees and disbursements of the Liquidator, its former counsel and its current counsel, and the interim statement of receipts and disbursements of the Liquidator was heard this day by Zoom videoconference by reason of the COVID-19 emergency.

ON READING the Notice of Motion, the Third Report of the Liquidator dated January 28, 2021, and on hearing the submissions of the lawyers for the Liquidator, and the Respondents (except the Company), and being advised that the Applicant does not oppose the relief sought:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Third Report of the Liquidator, and the actions and activities of the Liquidator as described therein, be and are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Liquidator, its former counsel, Kronis, Rotsztain, Margles, Cappel LLP and its current counsel, WeirFoulds LLP, as set out in the Affidavit of Tom McElroy sworn on January 28, 2021, the Affidavit of Onofrio Ferlisi sworn on February 1, 2021, and the Affidavit of Philip Cho sworn on February 1, 2021, appearing as Appendices “Y”, “Z”, and “AA”, respectively, in the Third Report, be and are hereby approved.
4. **THIS COURT ORDERS** that the Liquidator’s Interim Statement of Receipts and Disbursements as at January 25, 2021, appearing as Appendix “X” in the Third Report, be and is hereby approved.
5. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of the date hereof without any need for entry or filing.



ABBAS MOHAMMAD
Applicant

and

**STEPHEN CELESTIAL, MUSTAFA ISMAEL AND
2497486 ONTARIO LTD.**
Respondents

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

ORDER
(Approval of Activities and Fees)

WeirFoulds LLP
Barristers & Solicitors
66 Wellington Street West, Suite 4100
P.O. Box 35, Toronto-Dominion Centre
Toronto, Ontario M5K 1B7

Philip Cho (LSO #45615U)
pcho@weirfoulds.com

Tel: 416-365-1110
Fax: 416-365-1876

**Lawyers for Albert Gelman Inc., in its capacity as court-
appointed Liquidator of 2497486 Ontario Ltd**

APPENDIX “L”

Court File No.: CV-17-11740-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Ontario Business Corporations Act, R.S.O., Chapter B-16

ABBAS MOHAMMAD

Applicant

- and –

STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.

Respondents

THIRD REPORT OF ALBERT GELMAN INC.
in its capacity as court-appointed liquidator

(Dated February 1, 2021)

I. INTRODUCTION

1. This third report (“**Third Report**”) is filed by Albert Gelman Inc. (“**AGI**”) in its capacity as liquidator (the “**Liquidator**”) appointed pursuant to the Order of the Honourable Justice Conway of the Ontario Superior Court of Justice, Commercial List, dated June 20, 2017 (the “**Appointment Order**”), without security, over all of the assets, undertakings and properties (the “**Property**”) of 2497486 Ontario Inc. (“**2497486**” or the “**Company**”). The application was commenced by Abbas Mohammad. A copy of the Appointment Order along with the endorsement of Justice Conway dated June 20, 2017 is attached hereto as **Appendix “A”**.

2. Prior to the date of the Appointment Order the Liquidator (in its capacity as Proposed Liquidator at that time) prepared a report in respect of these proceedings (the “**Pre-Filing Report**”). The Pre-Filing Report contained, among other things, details

regarding the principal asset of the Company being the real property municipally known as 1028 Bloor Street West, Toronto (the “**Real Property**”) as well as details regarding the proposed sales process. A copy of the Pre-Filing Report (without appendices) is attached hereto as **Appendix “B”**.

3. The Appointment Order at paragraph 4.A. included approval of the Liquidator to enter into a listing agreement with a commercial realtor for the purposes of realizing on the Real Property.

4. In accordance with the Appointment Order, the Liquidator entered into an agreement of purchase and sale with Modern City Real Estate Investment Trust Company Ltd.¹ (the “**Purchaser**”) dated August 31, 2017 and executed by the Liquidator on September 2, 2017, including an Amendment to Agreement of Purchase and Sale executed on September 12, 2017 (collectively, the “**Purchase Agreement**”) which contemplated the sale to the Purchaser of the Real Property (the “**Transaction**”). Attached hereto as **Appendix “C”** is a copy of the Purchase Agreement.

5. On October 30, 2017 the Honourable Justice Hainey granted an order (the “**Approval and Vesting Order**”) approving, among other things, the Transaction and vesting the Company’s right, title and interest in and to the Real Property in the Purchaser free and clear of any and all encumbrances. Attached hereto as **Appendix “D”** is a copy of the Approval and Vesting Order.

6. The Liquidator prepared a report in respect of the October 30, 2017 motion dated October 18, 2017 (the “**First Report**”), as well as a confidential report dated October 18, 2017 (the “**Confidential Report**”). Attached hereto as **Appendices “E”** and “**F**” are copies of the First Report and Confidential Report, without appendices, respectively. In accordance with the Approval and Vesting Order, the Court ordered that the Confidential Report remain sealed until completion of the Transaction. The Transaction was

¹ The Agreement of Purchase and Sale was initially entered into with Elia Mazzawi, in trust as purchaser.

completed on November 24, 2017 and the Liquidator served and filed the Liquidator's Certificate pursuant to the Approval and Vesting Order on the same day.

7. In its First Report the Liquidator proposed a Claims Solicitation Process for the purposes of identifying any and all arm's length creditors with claims against 2497486 which arose prior to the Claims Bar Date, being January 19, 2018. On October 30, 2017 the Honourable Justice Hailey granted an order (the "**Claims Solicitation Procedure and Bar Order**") approving, among other things, the Claims Solicitation Process. Attached hereto as **Appendix "G"** is a copy of the Claims Solicitation Procedure and Bar Order.

8. In accordance with the Claims Solicitation Procedure and Bar Order the Liquidator undertook and completed the Claims Solicitation Process. The Liquidator prepared a report dated October 23, 2018 (the "**Second Report**") summarizing the Claims Solicitation Process and the claims received pursuant thereto. Attached hereto as **Appendix "H"** is a copy of the Second Report, without appendices.

9. On October 29, 2018, the Liquidator brought a motion before for certain relief, and the Honourable Justice Hailey granted an order (the "**Non-Arm's Length Claims Solicitation Process Order**") approving the Non-Arm's Length Claims Solicitation Process. The Non-Arm's Length Claims Solicitation Process is set out in detail in the Second Report. Attached hereto as **Appendix "I"** is a copy of the Non-Arm's Length Claims Solicitation Process Order.

10. On October 29, 2018 the Honourable Justice Hailey also granted an order approving, among other things, the fees and activities of the Liquidator and its legal counsel. Attached hereto as **Appendix "J"** is a copy of this Order as well as the Endorsement of Justice Hailey dated the same date.

11. This Third Report has been prepared in respect of the Liquidator's motion returnable February 8, 2021.

II. PURPOSE OF THIS REPORT

12. The purpose of this Third Report is to:
- a. provide details to the Court of the Liquidator's actions and activities subsequent to the date of the Second Report;
 - b. provide the Court with an update with respect to the Liquidator's undertaking of the Non-Arm's Length Claims Solicitation Process including providing copies of the Claims, correspondence with the Parties (defined below) legal counsel and other documents received by the Liquidator in respect of same;
 - c. seek an order:
 - i. approving this Third Report as well as the actions and activities of the Liquidator described herein, including the Liquidator's interim statement of receipts and disbursements as of January 25, 2021 (the "**Interim SRD**");
 - ii. approving the fees and disbursements of the Liquidator for the period from September 20, 2018 to January 24, 2021;
 - iii. approving the fees and disbursements of the Liquidator's counsel, Kronis, Rotsztain, Margles, Cappel LLP ("**KRMC**"), for the period from October 1, 2018 to October 30, 2018
 - iv. approving the fees and disbursements of the Liquidator's counsel, WeirFoulds LLP, for the period from December 18, 2018 to December 24, 2020
 - v. providing for such further and other relief as this Honourable Court may deem just.

III. SCOPE, RESTRICTIONS AND TERMS OF REFERENCE

13. In preparing this Third Report, the Liquidator has obtained and relied upon certain unaudited financial information of 2497486, 2497486's books and records, and discussions with both counsel for the Applicant, Mr. Robert Macdonald and Mr. Justin Jakubiak, and counsel for the Respondents (excluding the Company), Mr. Ryan Hanna, as well as with two of the shareholders of 2497486, Mr. Stephen Celestial and Mr. Mustafa Ismael directly, and with 2497486's external accountant, Mr. Errol Chapman.

14. While the Liquidator has reviewed the various documents provided, such review does not constitute an audit or verification of such information for accuracy, completeness or compliance with Generally Accepted Accounting Principles ("**GAAP**") or International Financial Reporting Standards ("**IFRS**"). Accordingly, the Liquidator expresses no opinion or other form of assurance pursuant to GAAP or IFRS or otherwise with respect to such information except as expressly stated herein.

15. This report has been prepared for the use of this Court to assist the Court in making a determination of whether to approve the relief sought. Accordingly, the reader is cautioned that this report may not be appropriate for any other purpose. The Liquidator will not assume responsibility or liability for losses incurred by the reader as a result of the circulation, publication, reproduction or use of this report contrary to the provisions of this paragraph.

16. Unless otherwise noted, all monetary amounts referenced herein are expressed in Canadian dollars.

17. Terms not otherwise defined herein shall have the meanings ascribed to them in the First Report, Second Report and draft form of Court Order included with the Liquidator's Motion Record for the motion returnable February 8, 2021.

IV. BACKGROUND INFORMATION

18. 2497486 is a corporation incorporated under the laws of the province of Ontario.

19. The common shares of 2497486 are owned by Abbas Mohammad (50%), Stephen Celestial (25%) and Mustafa Ismael (25%) (the “Parties” or, individually, a “Party”).

20. Based on information set out in a corporation profile report obtained by the Liquidator dated September 10, 2018, the Shareholders are also the directors of 2497486.

21. The Liquidator understands that the Shareholders are divided with Abbas Mohammad on one side, and Stephen Celestial and Mustafa Ismael on the other, resulting in a deadlock situation. The appointment of the Liquidator was on consent of both the Applicant and the Respondents.

22. As was noted above, prior to the appointment of the Liquidator the principal asset of 2497486 was the Real Property which it managed. The Real Property consisted of a three-story building with a commercial unit on the first floor and separate residential units on each of the second and third floors.

23. The Real Property was sold by the Liquidator and the Transaction closed on November 24, 2017 in accordance with the Approval and Vesting Order.

V. ACTIONS AND ACTIVITIES OF THE LIQUIDATOR

24. The actions and activities of the Liquidator since the date of the Second Report, and as reflected in the Interim SRD, are, *inter alia*, as follows:

- a. Undertook the Non-Arm’s Length Claims Solicitation Process, as further described below, and, ultimately, issued its Notice of Determination to the Parties on March 27, 2020 in accordance with the Non-Arm’s Length Claims Solicitation Process Order.
- b. Engaged the Company’s external accountant, Errol Chapman of Errol Chapman Professional Corporation (“ECPC”), to prepare the Company’s financial statements and tax filings for the years ended December 31, 2018 and 2019;

- c. Engaged the accounting firm VC Partners LLP (“**VC**”) to: (a) prepare the Company’s financial statements and tax filings for the year ended December 31, 2020; and, (b) assist the Liquidator in obtaining a certificate from the Canada Revenue Agency (“**CRA**”) confirming that no amounts are owing by the Company to the CRA, which certificate is commonly referred to as a ‘Clearance Certificate’; and,
- d. Investigated the potential for the Company to issue a Capital Dividend (defined below) to the Parties on a tax-free basis and had discussions regarding same with counsel to each Party. This is described in more detail below.

VI. CLAIMS SOLICITATION PROCESS - NON-ARM’S LENGTH CREDITORS

25. The Liquidator has undertaken the Non-Arms’ Length Claims Solicitation Process and its activities in respect of same are set out below.

- a. On December 20, 2018 the Liquidator, through its counsel, extended the timeframe for the Parties to file proofs of claim from December 28, 2018 to January 28, 2019. Each Party consented.
- b. On January 3, 2019 the Liquidator received a proof of claim from Abbas Mohammad (the “**Mohammad Claim**”). The Mohammad Claim is attached hereto as **Appendix “K”**.
- c. On December 17, 2018 the Liquidator received a request for copies of bank statements from inception to the date of the Appointment Order from Mr. Ryan Hanna (legal counsel to Mustafa Ismael and Stephen Celestial). The Liquidator requested copies of these bank statements from representatives of the Canadian Imperial Bank of Commerce which it received on January 18, 2019. The Liquidator provided copies of these bank statements to both Mr. Hanna and Mr. Robert MacDonald (legal counsel to Abbas Mohammad) the same day.

- d. On January 28, 2019 the Liquidator received a proof of claim from Mustafa Ismael (the “**Ismael Claim**”). The Ismael Claim is attached hereto as **Appendix “L”**.
- e. On January 28, 2019 the Liquidator received a proof of claim from Stephen Celestial (the “**Celestial Claim**”). The Celestial Claim is attached hereto as **Appendix “M”**.
- f. On January 30, 2019 the Liquidator, through its counsel, received a supplementary letter from Mr. Hanna (the “**Hanna Supplementary Letter**”) which was prepared to “provide some additional background information” with respect to the Mohammad Claim. Attached hereto as **Appendix “N”** is a copy of the Hanna Supplementary Letter.
- g. On February 20, 2019 the Liquidator, through its counsel, received a supplementary letter from Mr. MacDonald as well as affidavits sworn by Nicolas Spingos and Angelos Spingos (the “**MacDonald Supplementary Documents**”) in response to the Hanna Supplementary Letter. Attached hereto as **Appendix “O”** are the MacDonald Supplementary Documents.
- h. The Liquidator is not summarizing the contents of each of the Hanna Supplementary Letter or the MacDonald Supplementary Documents given, as will be discussed below, that all disputes as between each of the Parties’ claims were eventually settled to the satisfaction of each Party.
- i. On February 26, 2019 the Liquidator, through its counsel, wrote to both Mr. Hanna and Mr. Macdonald requesting additional information with respect to the claims submitted by their respective clients. Attached hereto as **Appendix “P”** are copies of the email correspondence to both Mr. Hanna and Mr. Macdonald.
- j. On March 8, 2019 the Liquidator, through its counsel, received a letter from Mr. Hanna responding to its February 26, 2019 request for additional information. Attached hereto as **Appendix “Q”** is a copy of the letter.

- k. On April 12, 2019 the Liquidator, through its counsel, received a letter from Mr. Macdonald responding to its February 26, 2019 request for additional information. Attached hereto as **Appendix “R”** is a copy of the letter.
- l. The Liquidator reviewed the claim of each Party as well as the supplementary material provided by both Mr. Hanna and Mr. Macdonald and communicated to both counsel what it believed were the items of each claim which were in dispute.
- m. On July 8, 2019 the Liquidator, through its counsel, received a letter from Mr. Macdonald addressing the Liquidator’s “proposal for resolving this matter”. Attached hereto as **Appendix “S”** is a copy of the letter.
- n. Following the July 8, 2019 letter from Mr. Macdonald, the Liquidator had numerous discussions, through its counsel, with both Mr. Hanna and Mr. Macdonald in an effort to resolve the disputed amounts included in each Party’s claim, or to agree upon a process to determine the dispute.
- o. On January 10, 2020, the Liquidator, through its counsel, received confirmation from Mr. Hanna that each Party’s shareholder loan claim was agreed to as between the Parties and, therefore, the only disputed claim was Abbas Mohammad’s inter-shareholder claim as against Mustafa Ismael in the amount of \$61,464 (the “**Inter-Shareholder Claim**”). Attached hereto as **Appendix “T”** is the email correspondence from Mr. Hanna.
- p. On January 17, 2020, the Liquidator, through its counsel, sent correspondence to both Mr. Hanna and Mr. Justin Jakubiak (now acting legal counsel for Mr. Abbas) to confirm its understanding that only the Inter-Creditor Claim was now in dispute. Both Mr. Hanna and Mr. Jakubiak subsequently confirmed that only the Inter-Shareholder Claim was in dispute. Attached hereto as **Appendix “U”** is the email correspondence sent to both Mr. Hanna and Mr. Jakubiak from the Liquidators counsel, together with emails from Mr. Hanna and Mr. Jakubiak confirming same.

- q. In accordance with paragraph 5 of the Non-Arm's Length Claims Solicitation Process Order the Liquidator reviewed and determined the Inter-Shareholder Claim. On March 27, 2020, pursuant to paragraph 7 of the Non-Arm's Length Claims Solicitation Order the Liquidator issued its Notice of Determination and provided a copy of same to Mr. Hanna and Mr. Jakubiak on March 30, 2020. Attached hereto as **Appendix "V"** is a copy of the Liquidator's Notice of Determination.
- r. The Notice of Determination sets out the Claims of each Party as follows:

Type of Claim	Abbas Mohammad	Stephen Celestial	Mustafa Ismael
Shareholder loans	\$ 229,316.00	\$ 105,000.00	\$ 105,000.00
Other claims (if any)	n/a	n/a	n/a
Inter-shareholder Claim	Nil	n/a	n/a
Equity claims	[50% of balance]	[25% of balance]	[25% of balance]

- s. As noted above, the shareholder loan claim of each Party was agreed to by each other Party. Therefore, the only claim for which the Liquidator was required to make a determination was the Inter-Shareholder Claim (claimed by Abbas Mohammad against Mustafa Ismael). The Liquidator disallowed the Inter-Shareholder Claim in full for the reasons set out in the Notice of Determination.
- t. Pursuant to paragraph 8 of the Non-Arm's Length Claims Solicitation Process Order "any Party that objects to the Notice of Determination, shall deliver to the Liquidator a Notice of Dispute within 30 days of receipt of the Notice of Determination, or, if no Party delivers a Notice of Dispute within such time, the value of such Parties' respective Claims shall be deemed to be final and binding as set out in the Notice of Determination". The Liquidator did not receive a Notice of Dispute from any Party within the prescribed time period or thereafter.

26. The Liquidator notes that its discussion above regarding the Non-Arms' Length Claims Solicitation Process is a summary of how the process was undertaken and does

not include all communications with the Parties' legal counsel. In the Liquidator's opinion a complete detailed account of all communication with counsel is not practical in the circumstances and is not relevant to the Court with respect to the relief being sought by the Liquidator.

VII. CANADA REVENUE AGENCY - CLEARANCE CERTIFICATE

27. On March 30, 2020 the Liquidator, through its counsel, advised both Mr. Hanna and Mr. Jakubiak that, in accordance with paragraph 11 of the Non-Arm's Length Claims Solicitation Process Order, it will not make any distribution of funds to any Party until and unless it has received the Clearance Certificate from CRA.

28. As noted earlier in this Third Report, the Liquidator has retained VC to assist it with, among other things, obtaining a Clearance Certificate from CRA confirming that no amounts are owing by the Company to the CRA.

29. As part of the process of completing its final tax return, obtaining a Clearance Certificate, and distributing the remaining funds in the Liquidator's trust bank account to the Parties, VC advised the Liquidator that, if applied for and administered properly, the Company may be able to distribute funds to the Parties as a "capital dividend" on a tax-free basis (the "**Capital Dividend**") resulting in, potentially, significant income tax saving to each of the Parties.

30. On April 29, 2020 the Liquidator advised Mr. Hanna and Mr. Jakubiak of the opportunity for the Company to issue a Capital Dividend to each Party and how the process of doing so would affect the ultimate timing of a distribution to each of the Parties.

31. On May 28, 2020 Mr. Hanna advised the Liquidator that both Mustafa Ismael and Stephen Celestial would like to proceed with the issuance of a Capital Dividend. On June 1, 2020, Mr. Jakubiak advised the Liquidator that Abbas Mohammad opposed the process of issuing a Capital Dividend.

32. On June 30, 2020 VC wrote to the CRA to request confirmation of the Company's Capital Dividend balance. Attached hereto as **Appendix "W"** is a letter from the CRA dated September 9, 2020 confirming the Capital Dividend balance of \$306,528.

33. Over the period of several months there was continuous communication and discussions between counsel to each Party and the Liquidator with respect to this matter. On December 24, 2020 Mr. Jakubiak advised the Liquidator that Abbas Mohammad was agreeable with proceeding with the issuance of a Capital Dividend as well.

VIII. FINAL ACTIVITIES OF THE LIQUIDATOR

34. In order to complete its mandate, the Liquidator intends to, *inter alia*, do the following:

- a. Undertake the necessary activities so that the Company is in the position to issue a Capital Dividend;
- b. Retain VC to prepare the Company's final corporate tax filings and commence the process for obtaining a "clearance certificate" from the CRA;
- c. After receipt of the 'clearance certificate' distribute the remaining funds in the Liquidators trust bank account, net of the estimated fees and disbursements of the Liquidator to complete its mandate, in accordance with the Notice of Determination;
- d. Apply to this Honourable Court at a later date for an Order dissolving the Company pursuant to section 218 of the *Business Corporations Act* (Ontario) and discharging the Liquidator;
- e. Address storage of certain books and records of the Company which are required to be maintained by the Liquidator and destruction of those books and records of the Company not required to be maintained by the Liquidator; and,

- f. Undertake such other administrative activities as are required to complete its mandate.

IX. LIQUIDATORS LEGAL COUNSEL

35. The principal lawyer at KRMC who was assisting the Liquidator with its mandate, Mr. Philip Cho, moved his practice to WeirFoulds LLP effective on December 10, 2018. As a result, the Liquidator retained WeirFoulds LLP which replaced KRMC as its legal counsel.

X. LIQUIDATOR'S INTERIM SRD

36. Attached hereto at **Appendix "X"** is the Liquidator's Interim SRD.

XI. ACCOUNTS OF THE LIQUIDATOR AND ITS COUNSEL

37. Attached hereto as **Appendix "Y"** is the Affidavit of Tom McElroy regarding the Liquidator's fees for the period from September 20, 2018 to January 24, 2021 accompanied by the supporting time dockets (the "**Liquidator's Fees**").

38. Attached hereto as **Appendix "Z"** is the Affidavit of Onofrio Ferlisi regarding the fees and disbursements of KRMC for the period from October 1, 2018 to October 30, 2018 accompanied by the supporting time dockets.

39. Attached hereto as **Appendix "AA"** is the Affidavit of Philip Cho regarding the fees and disbursements of WeirFoulds LLP for the period from December 18, 2018 to December 24, 2020 accompanied by the supporting time dockets.

40. The Liquidator believes that its fees and disbursements, as well as the fees and disbursements of its counsel, KRMC and WeirFoulds LLP, are fair and reasonable.

XII. LIQUIDATOR'S REQUEST FOR APPROVAL

41. The Liquidator respectfully requests an Order of this Honourable Court:

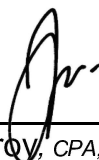
- a. approving this Third Report of the Liquidator, as well as the actions and activities of the Liquidator described herein, including the Interim SRD;

- b. approving the fees and disbursements of the Liquidator for the period from September 21, 2018 to January 24, 2021;
- c. approving the fees and disbursements of KRMC for the period from October 1, 2018 to October 30, 2018
- d. approving the fees and disbursements of WeirFoulds LLP for the period from December 18, 2018 to December 24, 2020 and,
- e. providing for such further and other relief as this Honourable Court may deem just.

All of which is respectfully submitted this 1st day of February 2021

**ALBERT GELMAN INC., solely in its
capacity as the Court-Appointed Liquidator
of 2497486 Ontario Ltd. and not in its
Personal or any other Capacity**

Per:



Tom McElroy, CPA, CA, CBV, CIRP, LIT

APPENDIX “M”

**In the Matter of the Liquidation of 2497486 Ontario Ltd.
Liquidator's Final Statement of Receipts and Disbursements
As at October 21, 2021**

Receipts

Proceeds from sale of real property	\$ 1,950,000
Rental income collected (net of adjustments on closing)	42,022
HST refunds	32,674
Interest income	37,323
Cash in bank account	9,502
HST collected	3,664
Other miscellaneous receipts	536
	<u>2,075,721</u>

Disbursements

Payment to secured creditor - Equitable Bank	838,797
Liquidator's fees to October 20, 2021	128,731
Corporate income tax payable - Sale of Real Property	94,330
Commission paid to realtors	87,750
Legal fees of KRMC/WeirFoulds to October 20, 2021	85,717
HST charged on disbursements	42,324
Accounting services	12,400
Distribution to unsecured creditors	7,870
Transfer of tenant deposits to purchaser on closing	5,539
HST remitted	6,446
Repairs and maintenance	5,612
Property taxes	5,069
Utilities	3,833
Newspaper advertisements	2,212
Appraisal of real property	3,000
Insurance	1,190
Mail redirection	502
Change of locks	324
Postage and photocopies	283
License fees - Promeric	170
Courier	180
Search Fees	171
Miscellaneous	83
Ministry of Finance	75
Travel and parking	44
Bank changes	18
	<u>1,332,669</u>

Net receipts over disbursements **\$ 743,052**

Less: Estimated accruals to complete mandate

Liquidators fees (inc. HST)	\$ 22,600
Legal fees of WeirFoulds LLP (incl. HST)	16,950
Accounting/tax fees of VC Partners LLP (incl. HST)	11,300
Administrative disbursements (incl. HST)	1,130
	<u>\$ 51,980</u>

**Estimated net receipts over disbursements after
accounting for accruals to complete mandate** **\$ 691,072**

APPENDIX “N”

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Ontario Business Corporations Act, R.S.O., Chapter B-16

ABBAS MOHAMMAD

Applicant

- and -

STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.

Respondents

LIQUIDATOR'S AFFIDAVIT OF FEES

I, Tom McElroy, of the City of Toronto, make oath and say as follows:

1. I am a Licenced Insolvency Trustee employed by Albert Gelman Inc., Liquidator of 2497486 Ontario Ltd. ("**Liquidator**"), and as such have knowledge of the facts herein deposed to.
2. The Liquidator has prepared invoices in connection with its fees as follows:
 - a. An account dated May 26, 2021 for the period of January 25 to April 30, 2021 of \$4,478.50, plus HST thereon; and,
 - b. An account dated October 21, 2021 for the period of May 1 to October 20, 2021 of \$6,911.50, plus HST thereon.
3. A summary of the Liquidator's time by staff member is as follows:

Staff member	Position	Hours		Total
		worked	Hourly rate	
			(\$)	(\$)
Bryan Gelman, CIRP, LIT	Principal	0.8	495.00	396.00
Tom McElroy, CPA, CA, CBV, CIRP, LIT	Manager	26.1	415.00	10,831.50
Suzette Warner, CPA, CGA, CFE	Associate	0.2	325.00	65.00
Daphna Cherniak	Estate Administrator	0.5	195.00	97.50
		27.6	412.68	11,390.00

- 4. The Liquidator’s total fees are \$11,390.00, its total hours spent is 27.6 and, therefore, its average hourly rate is calculated to be \$412.68.
- 5. The Liquidator’s accounts, including detailed time dockets, are attached hereto as **Exhibit “A”**.
- 6. This Affidavit is made in support of a motion to approve the accounts of Albert Gelman Inc. and for no improper purpose.

Sworn before me by Tom McElroy at the city of Vaughn in the Province of Ontario on this 21st day of October 2021 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely

)
)
)
)
)

Tom McElroy

 Digitally signed by Suzette Warner

A Commissioner, etc.

Suzette Warner, a commissioner, etc.
Province of Ontario, for Albert Gelman Inc.
Expires February 4, 2022

Sworn by videoconference on this 21st day of October 2021



Commissioner for taking Affidavits
Suzette Warner, a commissioner, etc.
Province of Ontario, for Albert Gelman Inc.
Expires February 4, 2022

2497486 Ontario Ltd.
c/o Albert Gelman Inc., Liquidator
100 Simcoe Street, Suite 125
Toronto, ON M5H 3G2

Invoice

Invoice Date: May 26, 2021

Invoice No: 5192

Billing Through: Apr 30, 2021

File ID: 1028BLOOR - L:

Re: Liquidation of 2497486 Ontario Ltd

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2021-01-25	TMCELROY	Review of draft form of Order;	0.20	\$415.00	\$83.00
2021-01-26	TMCELROY	Update interim statement of receipts and disbursements; Finalize affidavit of fees of Liquidator; Amendments to Third Report;	0.90	\$415.00	\$373.50
2021-01-27	TMCELROY	Call with P. Cho to discuss report to Court;	0.20	\$415.00	\$83.00
2021-01-28	TMCELROY	Finalize Interim SRD; Finalize and execute Affidavit of Fees; Finalize and execute Third Report to Court;	1.20	\$415.00	\$498.00
2021-01-29	SWARNER	Reviewed and commissioned affidavit re third report;	0.20	\$325.00	\$65.00
2021-02-01	TMCELROY	Review revised final version of report, execute and send to counsel; Post motion record on Case Website as per commercial list protocol;	0.70	\$415.00	\$290.50
2021-02-03	TMCELROY	Review and respond to lengthy email from accountant re preparation of 2020 tax filings, issuance of capital dividend and other matters; Email to counsel; Review and execute engagement letter with accountant to prepare 2020 tax filing and financial statements; Instructions to D. Cherniak re provide accountant with bank statements and term deposit statements;	0.90	\$415.00	\$373.50
2021-02-03	DCHERNIAK	Assembled banking information for accountant;	0.50	\$195.00	\$97.50
2021-02-04	TMCELROY	Review and respond to correspondence from E. Chapman (former accountant); Email to counsel re set up conference call to discuss capital dividend and clearance certificate;	0.20	\$415.00	\$83.00
2021-02-08	TMCELROY	Prep for and attend Court hearing; Post February 8 Court Order to Case Website in accordance with Commercial List rules;	1.20	\$415.00	\$498.00
2021-02-09	TMCELROY	Prep for and attend conference call with P. Cho, S. English, R. Morris and Antonio C. re capital dividends, terminal tax return and clearance certificate;	0.80	\$415.00	\$332.00
2021-02-12	TMCELROY	Review and approve accounts of counsel; Draft letter to counsel; Instructions to D. Cherniak re banking matters;	0.30	\$415.00	\$124.50
2021-02-19	TMCELROY	Email to A. Calabria (tax accountant) re 2020 tax slip;	0.10	\$415.00	\$41.50
2021-02-20	TMCELROY	Review and sign bank reconciliations for November and December 2020 and January 2021;	0.20	\$415.00	\$83.00
2021-03-01	TMCELROY	Review of form of prom notes, director resolution and release and comments to P. Cho re same;	0.90	\$415.00	\$373.50
2021-03-04	TMCELROY	Review and consider correspondence as between P. Cho and A. Calabria re capital dividend matters; Email to P. Cho re next steps re issuance of capital dividend;	0.40	\$415.00	\$166.00

2497486 Ontario Ltd.
 c/o Albert Gelman Inc., Liquidator
 100 Simcoe Street, Suite 125
 Toronto, ON M5H 3G2

Invoice

Invoice Date: May 26, 2021
Invoice No: 5192
Billing Through: Apr 30, 2021
File ID: 1028BLOOR - L:

Re: Liquidation of 2497486 Ontario Ltd

Date	Staff	Description	Hours	Rate	Amount
2021-03-16	TMCELROY	Instructions to D. Cherniak re banking matters; Review solicitors invoice; Draft letter to legal counsel;	0.30	\$415.00	\$124.50
2021-03-18	TMCELROY	Call with A. Calabria (accountant) re status of CDA and preparation of year end financial statements and tax return;	0.20	\$415.00	\$83.00
2021-03-28	TMCELROY	Execute promissory notes re capital dividends; Review and respond to counsel re same;	0.40	\$415.00	\$166.00
2021-03-31	TMCELROY	Review final Capital Dividend Account package provided by tax accountant and execute same; Email to tax accountant re same; Instructions to D. Cherniak re banking matters;	0.70	\$415.00	\$290.50
2021-04-04	TMCELROY	Review invoice of tax accountant; Approve disbursement; Draft letter to tax accountant; Instructions to D. Cherniak re banking matters;	0.30	\$415.00	\$124.50
2021-04-21	TMCELROY	Instructions to D. Cherniak re banking matters;	0.10	\$415.00	\$41.50
2021-04-23	TMCELROY	Review and approve counsel's bill of costs; Draft letter to counsel; Banking instructions to D. Cherniak;	0.20	\$415.00	\$83.00

Total Fees: \$4,478.50
HST: \$582.21

Summary by Staff:

Staff	Hours	Rate	Amount
Daphna Cherniak (Estate Administrator)	0.50	\$195.00	\$97.50
Suzette Warner (Associate, CFE, CPA, CGA, FCCA)	0.20	\$325.00	\$65.00
Tom McElroy (Mgr, CPA, CA, CBV, CIRP, LIT)	10.40	\$415.00	\$4,316.00

Disbursements:

Non-Taxable Disbursements

SEARCH FEES: \$16.00

Taxable Disbursements

PHOTOCOPIES: \$2.00
 POSTAGE: \$3.60

Total Disbursements: \$21.60
HST: \$0.76

Amount Due This Invoice: \$5,083.07

Albert Gelman Inc. - 100 Simcoe Street, Ste. 125, Toronto, ON M5H 3G2 - Tel: 416 504 1650 - Fax: 416 504 1655 - albertgelman.com

2497486 Ontario Ltd.
c/o Albert Gelman Inc., Liquidator
100 Simcoe Street, Suite 125
Toronto, ON M5H 3G2

Invoice

Invoice Date: May 26, 2021

Invoice No: 5192

Billing Through: Apr 30, 2021

File ID: 1028BLOOR - L:

Re: Liquidation of 2497486 Ontario Ltd

Invoice Summary:

TOTAL FEES AND DISBURSEMENTS:	\$4,500.10
TOTAL HST:	\$582.97
TOTAL AMOUNT DUE:	\$5,083.07

Payment of this account is due on receipt
HST Registration # 83741 9514 RT0001

2497486 Ontario Ltd.
 c/o Albert Gelman Inc., Liquidator
 100 Simcoe Street, Suite 125
 Toronto, ON M5H 3G2

Invoice

Invoice Date: Oct 21, 2021
Invoice No: 5370
Billing Through: Oct 20, 2021
File ID: 1028BLOOR - L:

Re: Liquidation of 2497486 Ontario Ltd.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2021-05-18	TMCELROY	Call with A. Calabria (tax accountant) re matters related to completed 2020 year end financial statements and tax return;	0.40	\$415.00	\$166.00
2021-05-22	TMCELROY	Review and sign bank reconciliations for February, March and April 2021;	0.20	\$415.00	\$83.00
2021-05-26	TMCELROY	Discuss banking matters with D. Cherniak;	0.20	\$415.00	\$83.00
2021-06-03	TMCELROY	Videoconference with Antonio C. (tax accountant) and P. Cho re share capital of company and finalizing 2020 tax return;	0.30	\$415.00	\$124.50
2021-06-09	TMCELROY	Emails to both E. Mahmood and E. Chapman (both former accountants of the Company) re share capital subscription price for financial statements;	0.40	\$415.00	\$166.00
2021-06-10	TMCELROY	Review corporate documents provided by E. Chapman and forward same to tax accountant;	0.30	\$415.00	\$124.50
2021-06-21	TMCELROY	Instructions to D. Cherniak re banking matters;	0.10	\$415.00	\$41.50
2021-06-28	TMCELROY	Voicemail from Antonio C. (tax accountant) re filing of T2 corp. tax returns; Email to P. Cho re same;	0.20	\$415.00	\$83.00
2021-06-29	TMCELROY	Review and sign corporate financial statements, tax returns and other accounting documents for year ended Dec 31/20 tax filings; Email to tax accountant re same;	0.70	\$415.00	\$290.50
2021-08-03	TMCELROY	Approve disbursement; Draft letter to counsel; Instructions to D. Cherniak re banking matters;	0.30	\$415.00	\$124.50
2021-08-19	TMCELROY	Instructions to D. Cherniak re banking matters;	0.10	\$415.00	\$41.50
2021-08-28	TMCELROY	Accrual re review and execute bank reconciliations for May, June and July 2021;	0.20	\$415.00	\$83.00
2021-09-17	TMCELROY	Prep for and attend call with P. Cho and A. Calabria (tax accountant) re terminal tax returns, clearance certificate and other matters;	0.80	\$415.00	\$332.00
2021-09-18	TMCELROY	Review of OBCA re requirement to retain records; Review and respond to correspondence from counsel re Court hearing re discharge of Liquidator and other matters;	0.50	\$415.00	\$207.50
2021-09-20	TMCELROY	Review and respond to counsel re upcoming court hearing and dissolution of company;	0.20	\$415.00	\$83.00
2021-09-21	TMCELROY	Comments to counsel re R. Hanna request to invest cash in term deposit after the date of dissolution and implication re same;	0.30	\$415.00	\$124.50
2021-09-29	TMCELROY	Begin drafting Liquidator's Fourth Report to Court;	1.80	\$415.00	\$747.00
2021-10-01	TMCELROY	Continue drafting Liquidators fourth report to Court;	3.10	\$415.00	\$1,286.50

Albert Gelman Inc. - 100 Simcoe Street, Ste. 125, Toronto, ON M5H 3G2 - Tel: 416 504 1650 - Fax: 416 504 1655 - albertgelman.com

2497486 Ontario Ltd.
 c/o Albert Gelman Inc., Liquidator
 100 Simcoe Street, Suite 125
 Toronto, ON M5H 3G2

Invoice

Invoice Date: Oct 21, 2021
Invoice No: 5370
Billing Through: Oct 20, 2021
File ID: 1028BLOOR - L:

Re: Liquidation of 2497486 Ontario Ltd.

Date	Staff	Description	Hours	Rate	Amount
2021-10-05	TMCELROY	Discussions with B. Gelman re Liquidator's fourth report and other matters;	0.30	\$415.00	\$124.50
2021-10-07	BGELMAN	Review and comments to T. McElroy re report to Court;	0.80	\$495.00	\$396.00
2021-10-07	TMCELROY	Review and consider B. Gelman comments to report; Further updates to fourth Report; Forward fourth report to P. Cho for review and comments;	0.50	\$415.00	\$207.50
2021-10-08	TMCELROY	Prepare liquidator's affidavit; Prepare final statement of receipts and disbursements;	1.90	\$415.00	\$788.50
2021-10-09	TMCELROY	Review and consider draft form of Order prepared by counsel;	0.40	\$415.00	\$166.00
2021-10-13	TMCELROY	Email to counsel re motion materials;	0.10	\$415.00	\$41.50
2021-10-20	TMCELROY	Review and consider counsel comments re fourth report to Court; Review and comments to counsel re draft notice of motion and draft form of Order; Call with counsel re content of draft motion material and Liquidator's Fourth report;	2.40	\$415.00	\$996.00

Total Fees: \$6,911.50
HST: \$898.50

Summary by Staff:

Staff	Hours	Rate	Amount
Bryan A. Gelman (Principal, CIRP LIT)	0.80	\$495.00	\$396.00
Tom McElroy (CPA, CA, CBV, CIRP, LIT)	15.70	\$415.00	\$6,515.50

Disbursements:

Taxable Disbursements

PHOTOCOPIES:	\$4.50
POSTAGE:	\$2.70

Total Disbursements: \$7.20
HST: \$0.96

Amount Due This Invoice: \$7,818.16

Invoice Summary:

TOTAL FEES AND DISBURSEMENTS:	\$6,918.70
TOTAL HST:	\$899.46
TOTAL AMOUNT DUE:	\$7,818.16

2497486 Ontario Ltd.
c/o Albert Gelman Inc., Liquidator
100 Simcoe Street, Suite 125
Toronto, ON M5H 3G2

Invoice

Invoice Date: Oct 21, 2021
Invoice No: 5370
Billing Through: Oct 20, 2021
File ID: 1028BLOOR - L:

Re: Liquidation of 2497486 Ontario Ltd

Payment of this account is due on receipt
HST Registration # 83741 9514 RT001

APPENDIX “O”

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Ontario Business Corporations Act, R.S.O., Chapter B-16

B E T W E E N:

ABBAS MOHAMMAD

Applicant

- and -

STEPHEN CELESTIAL, MUSTAFA ISMAEL and 2497486 ONTARIO LTD.

Respondents

AFFIDAVIT OF WOJTEK JASKIEWICZ

I, **Wojtek Jaskiewicz**, of the Town of Oakville, in the Regional Municipality of Halton, **AFFIRM:**

1. I am a partner at the law firm of WeirFoulds LLP (“**WeirFoulds**”), lawyers for Albert Gelman Inc. in its capacity as court-appointed liquidator (the “**Liquidator**”) of 2497486 Ontario Ltd. (the “**Company**”). Where I do not have personal knowledge of the matters set out below, I state the source of my information and verily believe such information to be true.

2. On June 20, 2017, pursuant to the Order of the Honourable Justice Conway (the “**Appointment Order**”), Albert Gelman Inc. was appointed as Liquidator of the Company.

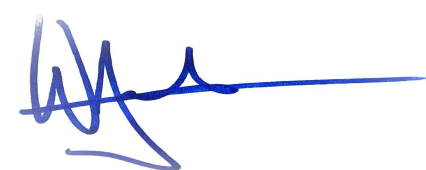
3. As permitted by the Appointment Order, Albert Gelman Inc. retained our firm to act as its counsel in carrying out its mandate as Liquidator.

4. Attached hereto and marked as **Exhibit “A”** to this my affidavit is a summary of fees together with true copies of accounts rendered to the Liquidator for work done, which accounts contain detailed descriptions of the services provided by WeirFoulds pursuant to the Liquidator’s instructions, during the period from December 25, 2020 to October 20, 2021 The accounts indicate that the following individuals at our firm provided services:

<u>Name</u>	<u>Position</u>	<u>Hourly Rate</u>	<u>Total Hours</u>	<u>Year of Call</u>
Philip Cho	Partner	\$500.00	19.8	2002
Ryan Morris	Partner	\$750.00	1.50	2003
Shawn English	Associate	\$375.00	4.90	2017
Michael Ly	Associate	\$350.00	12.55 *Reduced by 50% on accounts	2018
Kiran Waterhouse	Articling Student	\$275.00	4.20	n/a

5. The work was, to the best of my knowledge, all performed and the billing rates are the normal billing rates for the individuals who performed the work. Except to the extent that fees were discounted as expressly indicated on certain accounts, there were no additional or special compensation arrangements entered into with the Liquidator and as a result, all of the amounts billed were properly due and owing.

AFFIRMED remotely by **Wojtek Jaskiewicz** of)
the Town of Oakville, in the Regional)
Municipality of Halton, before me at the City of)
Toronto, in the Province of Ontario on this 21st)
day of October, 2021, in accordance with [O. Reg.](#))
[431/20](#), Administering Oath or Declaration)
Remotely.)

A Commissioner for Taking Affidavits, etc.

WOJTEK JASKIEWICZ

Michael C. Ly
LSO #: 74673C

This is **Exhibit "A"** referred to
in the Affidavit of **Wojtek Jaskiewicz**
sworn remotely this 21st day of October, 2021.



A Commissioner for Taking Affidavits, etc.

Michael C. Ly LSO #: 74673C

SUMMARY OF FEES AND DISBURSEMENTS

Account Period	Fees	Disbursements	HST	Account Total (including taxes)	Hours and Rates Lawyers/law clerks
Jan 06/21 to Jan 30/21	\$3,255.00		\$423.15	\$3,678.15	KW = 4.20 @ \$275.00 per hour PC = 4.20 @ \$500.00 per hour
Feb 1/21 to Feb 16/21	\$4,675.00		\$607.75	\$5,282.75	PC = 5.00 @ \$500.00 per hour RM = 0.90 @ \$750.00 per hour SE = 4.00 @ \$375.00 per hour
Mar 2/21 to Mar 29/21	\$1,037.50		\$134.88	\$1,172.38	PC = 1.40 @ \$500.00 per hour SE = 0.90 @ \$375.00 per hour
Apr 7/21 to Jun 28/21	\$1,600.00		\$208.00	\$1,808.00	PC = 2.30 @ \$500.00 per hour RM = 0.60 @ \$750.00 per hour
Sept 14/21 to Oct 20/21	\$7,842.50	\$2.85	\$1,019.90	\$8,865.25	PC = 6.90 @ \$500.00 per hour *ML = 12.55 @ \$350.00 per hour
TOTAL	\$18,410.00	\$2.85	\$2,393.68	\$20,806.53	
PC = Philip Cho RM = Ryan Morris SE = Sean English ML = Michael Ly KW = Kiran Waterhouse					<i>*reduced from 25.10 hrs</i>

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

www.weirfoulds.com

February 9, 2021
Invoice 317278
Page 1

Albert Gelman Inc.
Attention: Tom McElroy
100 Simcoe Street
Suite 125
Toronto, ON M5H 3G2

Our Matter # 19583.00001 Liquidation of 2497486 Ontario Ltd.

For Professional Services through January 31, 2021

FEES	\$3,255.00
DISBURSEMENTS (Taxable)	None
DISBURSEMENTS (Non Taxable)	None
HST	\$423.15
TOTAL FOR THIS INVOICE	\$3,678.15
TOTAL DUE	\$3,678.15

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

www.weirfoulds.com

February 9, 2021
Invoice 317278
Page 2

Below is a description of the services rendered through January 31, 2021 with respect to our File No. 19583.00001

Fee Detail

Date	Description	Name	Hours	Rate	Fees
06/01/21	Telephone call with T. McElroy regarding status and Liquidator's Report	Philip Cho	0.30	500.00	150.00
11/01/21	Email correspondence with R. Hanna regarding status of capital dividend process; email correspondence with J. Jakubiak following up on approval of resolution	Philip Cho	0.20	500.00	100.00
12/01/21	Email correspondence to counsel regarding receipt of signed resolutions; email correspondence with R. Morris, S. English and T. McElroy regarding commencing capital dividend process	Philip Cho	0.40	500.00	200.00
21/01/21	Review and revise draft Third Report of the Liquidator	Philip Cho	0.70	500.00	350.00
25/01/21	Email correspondence with T. McElroy regarding draft report; email correspondence with V. Kavouris regarding fee affidavit; prepare draft order	Philip Cho	0.50	500.00	250.00
25/01/21	Meeting with K. Waterhouse regarding motion materials for fee approval	Philip Cho	0.30	500.00	150.00
26/01/21	Draft first draft of Notice of Motion for P. Cho; review file for details of litigation.	Kiran Waterhouse	3.30	275.00	907.50
27/01/21	Review invoices for Fees Affidavit for P. Cho.	Kiran Waterhouse	0.90	275.00	247.50
27/01/21	Email correspondence with T. McElroy regarding preparation of motion record	Philip Cho	0.20	500.00	100.00
28/01/21	Telephone call with O. Ferlisi regarding fee affidavit	Philip Cho	0.20	500.00	100.00
29/01/21	Email correspondence with KRMC regarding copies of KRMC invoices for fee affidavit	Philip Cho	0.20	500.00	100.00

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7	T: 416-365-1110 F: 416-365-1876
	www.weirfoulds.com

February 9, 2021
Invoice 317278
Page 3

30/01/21	Review and revise fee affidavits, notice of motion for activity and fee approval motion	Philip Cho	1.20	500.00	600.00
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Total Fees for Professional Services	\$3,255.00
HST.....	\$423.15
Total Fees including HST.....	<u>\$3,678.15</u>

Totals For This Matter

Total Fees Including HST.....	\$3,678.15
Total Disbursements Including HST.....	\$0.00
Total Fees and Disbursements Including HST.....	<u>\$3,678.15</u>
Amount Applied From Trust.....	\$0.00
Total Due For This Matter	<u><u>\$3,678.15</u></u>

Summary

Name	Hours	Rate	Fees
Kiran Waterhouse	4.20	275.00	1,155.00
Philip Cho	4.20	500.00	2,100.00
Total Summary	<u>8.40</u>		<u>\$3,255.00</u>

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

www.weirfoulds.com

February 9, 2021
Invoice 317278
Page 4

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Philip Cho

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GST/HST REG.NO.
R119427177RT0001

INVOICE



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February 9, 2021
Invoice 317278
Page 5

Outstanding AR Summary

Date	Invoice Number	Outstanding Amount
Outstanding AR Summary		<u>0.00</u>

INVOICE

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March 12, 2021
Invoice 318664
Page 1

Albert Gelman Inc.
Attention: Tom McElroy
100 Simcoe Street
Suite 125
Toronto, ON M5H 3G2

Our Matter # 19583.00001 Liquidation of 2497486 Ontario Ltd.

For Professional Services through February 28, 2021

FEES	\$4,675.00
DISBURSEMENTS (Taxable)	None
DISBURSEMENTS (Non Taxable)	None
HST	\$607.75
TOTAL FOR THIS INVOICE	\$5,282.75
TOTAL DUE	\$5,282.75

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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March 12, 2021
Invoice 318664
Page 2

Below is a description of the services rendered through February 28, 2021 with respect to our File No. 19583.00001

Fee Detail

Date	Description	Name	Hours	Rate	Fees
01/02/21	Review draft Motion Record; email correspondence with K. Waterhouse regarding motion record and fee affidavits; telephone call with K. Waterhouse regarding same; email to R. Hanna and J. Jakubiak regarding motion record; email correspondence with T. McElroy regarding same; email correspondence with Koehnen J. regarding Motion Record	Philip Cho	2.50	500.00	1,250.00
08/02/21	Preparation for hearing; email correspondence to Koehnen J. regarding draft order; attend motion to approve fees and activities	Philip Cho	1.00	500.00	500.00
09/02/21	Conference call with T. McElroy, A. Calabria, R. Morris and S. English regarding capital dividend; telephone call with T. McElroy regarding R. Hanna's request to assist in discharge of security interest	Philip Cho	0.80	500.00	400.00
09/02/21	Email correspondence with S. English regarding draft resolutions and promissory note	Philip Cho	0.20	500.00	100.00
09/02/21	Preparation for and conference call regarding capital dividend steps.	Ryan Morris	0.60	750.00	450.00
09/02/21	Conference call to discuss remaining steps and documents required to implement capital dividend and obtain clearance certificate; correspondent to P. Cho regarding shareholders of debtor company;	Shawn English	1.10	375.00	412.50
16/02/21	Drafting revised resolution and certified resolution for capital dividend, together with promissory notes and acknowledgement and receipts regarding promissory notes; correspondence to P. Cho and R.	Shawn English	1.60	375.00	600.00

INVOICE

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March 12, 2021
Invoice 318664
Page 3

Morris regarding same;

18/02/21	Reviewing and revising form of release; correspondence to P. Cho regarding same;	Shawn English	1.00	375.00	375.00
19/02/21	Telephone call with S. English regarding form of release	Philip Cho	0.20	500.00	100.00
19/02/21	Review of revised documents; emails from and to P. Cho and S. English regarding same.	Ryan Morris	0.30	750.00	225.00
19/02/21	Reviewing correspondence from P. Cho regarding releases from shareholders and considering issues; Call with P. Cho regarding releases;	Shawn English	0.30	375.00	112.50
26/02/21	Review and revise draft release; email correspondence with T. McElroy and A. Calabria regarding draft capital dividend documents	Philip Cho	0.30	500.00	150.00

Total Fees for Professional Services	\$4,675.00
HST	\$607.75
Total Fees including HST	\$5,282.75

Totals For This Matter

Total Fees Including HST	\$5,282.75
Total Disbursements Including HST	\$0.00
Total Fees and Disbursements Including HST	\$5,282.75
Amount Applied From Trust	\$0.00
Total Due For This Matter	\$5,282.75

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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March 12, 2021
Invoice 318664
Page 4

Summary

Name	Hours	Rate	Fees
Philip Cho	5.00	500.00	2,500.00
Ryan Morris	0.90	750.00	675.00
Shawn English	4.00	375.00	1,500.00
Total Summary	9.90		\$4,675.00

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March 12, 2021
Invoice 318664
Page 5

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Philip Cho

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GST/HST REG.NO.
R119427177RT0001

INVOICE

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March 12, 2021
Invoice 318664
Page 6

Outstanding AR Summary

Date	Invoice Number	Outstanding Amount
Outstanding AR Summary		<u>0.00</u>

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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April 21, 2021
Invoice 320139
Page 1

Albert Gelman Inc.
Attention: Tom McElroy
100 Simcoe Street
Suite 125
Toronto, ON M5H 3G2

Our Matter # 19583.00001 Liquidation of 2497486 Ontario Ltd.

For Professional Services through March 31, 2021

FEES	\$1,037.50
DISBURSEMENTS (Taxable)	None
DISBURSEMENTS (Non Taxable)	None
HST	\$134.88
TOTAL FOR THIS INVOICE	\$1,172.38
TOTAL DUE	\$1,172.38

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

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April 21, 2021
Invoice 320139
Page 2

Below is a description of the services rendered through March 31, 2021 with respect to our File No. 19583.00001

Fee Detail

Date	Description	Name	Hours
02/03/21	Revising documents to incorporate comments from client; correspondence to P. Cho regarding same;	Shawn English	0.70
03/03/21	Email correspondence with A. Calabria regarding draft documents	Philip Cho	0.20
07/03/21	Prepare package and send email to shareholders' counsel regarding signed packages for capital dividend election	Philip Cho	0.40
12/03/21	Email correspondence with J. Jakubiak regarding timing of client's execution of documents; email correspondence with R. Morris and S. English regarding impact on filing election	Philip Cho	0.20
12/03/21	Correspondence to P. Cho regarding capital dividend resolutions;	Shawn English	0.20
26/03/21	Email correspondence with J. Jakubiak regarding executed documents; email correspondence with A. Calabria and T. McElroy regarding signed documents	Philip Cho	0.30
29/03/21	Email correspondence with T. McElroy regarding executed promissory notes and receipt acknowledgements; email correspondence with R. Hanna regarding same; email correspondence with J. Jakubiak regarding same	Philip Cho	0.30

Total Fees for Professional Services	\$1,037.50
HST	\$134.88
Total Fees including HST	<u>\$1,172.38</u>

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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April 21, 2021
Invoice 320139
Page 3

Totals For This Matter

Total Fees Including HST.....	\$1,172.38
Total Disbursements Including HST.....	\$0.00
Total Fees and Disbursements Including HST.....	\$1,172.38
Amount Applied From Trust.....	\$0.00
Total Due For This Matter	\$1,172.38

Summary

Name	Hours	Rate	Fees
Philip Cho	1.40	500.00	700.00
Shawn English	0.90	375.00	337.50
Total Summary	2.30		\$1,037.50

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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April 21, 2021
Invoice 320139
Page 4

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Philip Cho

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GST/HST REG.NO.
R119427177RT0001

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April 21, 2021
Invoice 320139
Page 5

Outstanding AR Summary

Date	Invoice Number	Outstanding Amount
04/21/21	320139	1,172.38
Outstanding AR Summary		<u>1,172.38</u>

PAYMENT REMITTANCE FORM

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- Any payment by EFT or Wire Transfer, please indicate Invoice Number in the comment section.

You may also call 416-365-1110 and provide your credit card details to our Accounting Dept. If you have any general questions regarding payment of your account please call Caroline Naylor at 416-365-6506 or email cnaylor@weirfoulds.com.

Liquidation of 2497486 Ontario Ltd.

File Name

19583.00001

File Number

320139

Invoice Number

\$1,172.38

Amount to be paid

Payment by: VISA Master Card American
Express Cheque

Card Number

Expiry Date

CVC #

Cardholder Name

Signature

For Direct Deposit, EFT or Wire Payments:

Bank of Montreal

100 King Street West

Toronto, ON M5X 1A3

Account# 1987 799 Transit # 00022 Bank Number 001

Routing # CC000100022

Swift Code #BOFMCAM2 (When sending payment from outside of Canada)

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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July 20, 2021
Invoice 324144
Page 1

Albert Gelman Inc.
Attention: Tom McElroy
100 Simcoe Street
Suite 125
Toronto, ON M5H 3G2

Our Matter # 19583.00001 Liquidation of 2497486 Ontario Ltd.

For Professional Services through June 30, 2021

FEES	\$1,600.00
DISBURSEMENTS (Taxable)	None
DISBURSEMENTS (Non Taxable)	None
HST	\$208.00
TOTAL FOR THIS INVOICE	\$1,808.00
TOTAL DUE	\$1,808.00

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

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July 20, 2021
Invoice 324144
Page 2

Below is a description of the services rendered through June 30, 2021 with respect to our File No. 19583.00001

Fee Detail

Date	Description	Name	Hours
07/04/21	Email correspondence with counsel regarding update on status of capital election filing	Philip Cho	0.20
18/05/21	Email correspondence with A. Calabria regarding information required from shareholders	Philip Cho	0.10
21/05/21	Email correspondence with counsel regarding information requested by Accountant; telephone call with J. Jakubiak regarding same	Philip Cho	0.20
01/06/21	Email correspondence with R. Hanna and A. Calabria regarding information requested	Philip Cho	0.20
03/06/21	Meeting with T. McElroy and A. Calabria regarding share capital issue; email correspondence with counsel regarding same	Philip Cho	0.40
14/06/21	Email correspondence with counsel and client regarding share capital issue; email correspondence with R. Morris regarding share capital issue; telephone call with R. Morris	Philip Cho	0.70
14/06/21	Telephone call with P. Cho regarding share capital query; telephone call with A. Calabria regarding same.	Ryan Morris	0.20
15/06/21	Email correspondence with R. Morris and T. McElroy regarding proposed resolution on share capital issue	Philip Cho	0.30
15/06/21	Email to A. Calabria regarding share capital plug; consideration of same.	Ryan Morris	0.40
28/06/21	Email correspondence with T. McElroy and counsel for shareholders regarding proposed resolution to share capital information	Philip Cho	0.20

Total Fees for Professional Services	\$1,600.00
HST	\$208.00
Total Fees including HST	\$1,808.00

INVOICE

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July 20, 2021
Invoice 324144
Page 3

Totals For This Matter

Total Fees Including HST.....	\$1,808.00
Total Disbursements Including HST.....	\$0.00
Total Fees and Disbursements Including HST.....	\$1,808.00
Amount Applied From Trust.....	\$0.00
Total Due For This Matter	\$1,808.00

Summary

Name	Hours	Rate	Fees
Philip Cho	2.30	500.00	1,150.00
Ryan Morris	0.60	750.00	450.00
Total Summary	2.90		\$1,600.00

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July 20, 2021
Invoice 324144
Page 4

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Philip Cho

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July 20, 2021
Invoice 324144
Page 5

Outstanding AR Summary

Date	Invoice Number	Outstanding Amount
Outstanding AR Summary		<u>0.00</u>

PAYMENT REMITTANCE FORM

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Liquidation of 2497486 Ontario Ltd.

File Name

19583.00001

File Number

324144

Invoice Number

\$1,808.00

Amount to be paid

Payment by: VISA Master Card American
Express Cheque

Card Number

Expiry Date

CVC #

Cardholder Name

Signature

For Direct Deposit, EFT or Wire Payments:

Bank of Montreal

100 King Street West

Toronto, ON M5X 1A3

Account# 1987 799 Transit # 00022 Bank Number 001

Routing # CC000100022

Swift Code #BOFMCAM2 (When sending payment from outside of Canada)

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October 21, 2021
Invoice 327958
Page 1

Albert Gelman Inc.
Attention: Tom McElroy
100 Simcoe Street
Suite 125
Toronto, ON M5H 3G2

Our Matter # 19583.00001 Liquidation of 2497486 Ontario Ltd.

For Professional Services through October 20, 2021

FEES		\$12,235.00
LESS DISCOUNT		-4,392.50
NET FEES	<hr/>	\$7,842.50
DISBURSEMENTS (Taxable)	<hr/> <hr/>	\$2.85
DISBURSEMENTS (Non Taxable)		None
HST		\$1,019.90
TOTAL FOR THIS INVOICE	<hr/>	\$8,865.25
TOTAL DUE	<hr/> <hr/>	\$8,865.25

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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October 21, 2021
Invoice 327958
Page 2

Below is a description of the services rendered through October 20, 2021 with respect to our File No. 19583.00001

Fee Detail

Date	Description	Name	Hours
14/09/21	Email correspondence with T. McElroy and A. Calabria regarding next steps to complete matter; email correspondence with R. Hanna regarding same	Philip Cho	0.20
17/09/21	Call with P. Cho regarding file and next steps.	Michael Ly	0.20
17/09/21	Conference call with T. McElroy and A. Calabria regarding final steps and clearance certificate	Philip Cho	0.50
17/09/21	Email correspondence with counsel regarding next steps and discharge and dissolution	Philip Cho	0.30
20/09/21	Email correspondence with T. McElroy regarding motion date; email to the court regarding same	Philip Cho	0.20
21/09/21	Review of liquidator reports in anticipation of preparing motion material; analyze next steps and outstanding issues; review correspondence from P. Cho.	Michael Ly	1.20
21/09/21	Email correspondence with R. Hanna regarding timing of clearance certificate	Philip Cho	0.20
22/09/21	Email correspondence with R. Hanna regarding interest income on distribution funds	Philip Cho	0.20
27/09/21	Telephone call with M. Ly regarding drafting materials	Philip Cho	0.30
29/09/21	Review previous orders; analyze issues; prepare draft order	Michael Ly	1.80
30/09/21	Analyze statutory requirements for dissolution; continue preparing draft order.	Michael Ly	2.60
30/09/21	Review draft dissolution and discharge order	Philip Cho	0.30
01/10/21	Review model discharge order; email correspondence with P. Cho regarding dissolution; review revisions and analyze issues; revise dissolution order; email correspondence with P. Cho regarding revisions.	Michael Ly	1.90
05/10/21	Review and revise draft order	Philip Cho	0.50
07/10/21	Review revisions to draft order; call with P. Cho regarding	Michael Ly	2.60

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October 21, 2021
Invoice 327958
Page 3

order and notice of motion; analyze next steps including schedules to order; review draft fourth report to prepare court material.

07/10/21	Meeting with M. Ly regarding draft order; email correspondence with T. McElroy regarding draft fourth report and draft order	Philip Cho	0.70
08/10/21	Prepare draft dissolution certificate; analyze issues; review previous orders.	Michael Ly	2.40
12/10/21	Finalize schedules for draft order; prepare notice of motion.	Michael Ly	3.20
17/10/21	Review and revise draft dissolution certificate and draft discharge certificate	Philip Cho	0.40
18/10/21	Review revisions to schedule A and B to order; finalize schedules; finalize notice of motion; email correspondence with P. Cho regarding notice of motion; review revisions; revise notice of motion.	Michael Ly	1.20
18/10/21	Review and revise Notice of Motion	Philip Cho	0.70
19/10/21	Call with P. Cho regarding revisions to notice of motion and next steps; revise notice of motion; analyze fourth report against notice of notice for consistency and to ensure all relevant points are captured in notice of motion; provide comments on fourth report; review relief in report against draft order.	Michael Ly	4.80
19/10/21	Telephone call with M. Ly regarding draft materials and review of draft report; email correspondence with T. McElroy regarding same	Philip Cho	0.40
19/10/21	Revise draft Fourth Report of Liquidator	Philip Cho	0.80
20/10/21	Call with P. Cho and Tom M. regarding revisions to order, notice of motion and fourth report; revise notice of motion; review statutory references; review revisions to draft notice of motion, order and fourth report from Tom M.; review revisions to fourth report from P. Cho; email correspondence with P. Cho regarding revisions to draft order and notice of motion.	Michael Ly	3.20
20/10/21	Review and revise draft Notice of Motion, order and Fourth Report	Philip Cho	0.70
20/10/21	Conference call with T. McElroy and M. Ly regarding finalizing motion materials	Philip Cho	0.50

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October 21, 2021
Invoice 327958
Page 4

Total Fees for Professional Services	\$12,235.00
Less Discount	-4,392.50
Net Fees	\$7,842.50
HST	\$1,019.53
Total Fees including HST	\$8,862.03

Disbursements

Taxable Disbursements

Prints BW	1.60	
Prints Colour	1.25	
Total Taxable Disbursements	2.85	
Total Disbursements		\$2.85
HST		\$0.37
Total Disbursements and HST for this Invoice		\$3.22

Totals For This Matter

Total Fees Including HST	\$8,862.03
Total Disbursements Including HST	\$3.22
Total Fees and Disbursements Including HST	\$8,865.25
Amount Applied From Trust	\$0.00
Total Due For This Matter	\$8,865.25

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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October 21, 2021
Invoice 327958
Page 5

Summary

Name	Hours	Rate	Fees
Michael Ly	25.10	350.00	8,785.00
Philip Cho	6.90	500.00	3,450.00
Total Summary	32.00		\$12,235.00

INVOICE

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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October 21, 2021
Invoice 327958
Page 6

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Philip Cho

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October 21, 2021
Invoice 327958
Page 7

Outstanding AR Summary

Date	Invoice Number	Outstanding Amount
Outstanding AR Summary		<u>0.00</u>

PAYMENT REMITTANCE FORM

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Liquidation of 2497486 Ontario Ltd.

File Name

19583.00001

File Number

327958

Invoice Number

\$8,865.25

Amount to be paid

Payment by: VISA Master Card American
Express Cheque

Card Number

Expiry Date

CVC #

Cardholder Name

Signature

For Direct Deposit, EFT or Wire Payments:

Bank of Montreal

100 King Street West

Toronto, ON M5X 1A3

Account# 1987 799 Transit # 00022 Bank Number 001

Routing # CC000100022

Swift Code #BOFMCAM2 (When sending payment from outside of Canada)

ABBAS MOHAMMAD

Applicant

and

**STEPHEN CELESTIAL, MUSTAFA ISMAEL AND
2497486 ONTARIO LTD.**

Respondents

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at TORONTO

AFFIDAVIT OF WOJTEK JASKIEWICZ**WeirFoulds LLP**66 Wellington Street West, Suite 4100
P.O. Box 35, Toronto-Dominion Centre
Toronto, ON M5K 1B7**Philip Cho** (LSO #45615U)
pcho@weirfoulds.com**Michael C. Ly** (LSO # 74673C)
mly@weirfoulds.comTel: 416-365-1110
Fax: 416-365-1876**Lawyers for Albert Gelman Inc., in its capacity as court-
appointed Liquidator of 2497486 Ontario Ltd.**

TAB 3

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Ontario Business Corporations Act, R.S.O. 1990, c. B-16

THE HONOURABLE)	FRIDAY, THE 29 TH
)	
JUSTICE)	DAY OF OCTOBER, 2021

ABBAS MOHAMMAD

Applicant

- and -

**STEPHEN CELESTIAL, MUSTAFA ISMAEL and
2497486 ONTARIO LTD.**

Respondents

ORDER
(Dissolution and Discharge)

THIS MOTION, made by Albert Gelman Inc. in its capacity as court-appointed liquidator (the “**Liquidator**”) without security, of all of the assets, undertakings and properties of 2497486 Ontario Ltd. (the “**Company**”), for an order, among other things:

1. dissolving the Company effective upon the filing of the Dissolution Certificate (as defined below);
2. providing directions to the Liquidator with respect to the Company’s books and records and the documents and records of the Liquidator;
3. approving the Fourth Report of the Liquidator dated October 21, 2021 (the “**Fourth Report**”) and the activities described therein;
4. approving the fees and disbursements of the Liquidator and its counsel;

5. approving the final statement of receipts and disbursements of the Liquidator, including estimated fee and disbursement accruals;
6. discharging Albert Gelman Inc. as Liquidator of all of the assets, undertakings and properties of the Company effective upon the filing of the Discharge Certificate (as defined below); and
7. releasing Albert Gelman Inc. from any and all liability, as set out in paragraph 5 of this Order;

was heard this day by Zoom videoconference by reason of the COVID-19 emergency.

ON READING the Notice of Motion and the Fourth Report, and on hearing the submissions of the lawyers for the Liquidator, the Applicant and the Respondents (except the Company):

1. **THIS COURT ORDERS** that upon the filing of the certificate in the form attached hereto as Schedule “A” (the “**Dissolution Certificate**”) with the court by the Liquidator, the Company be dissolved effective as of the date of the filing of the Dissolution Certificate (the “**Dissolution Date**”).
2. **THIS COURT ORDERS** that notwithstanding subsection 218(2) of the *Business Corporations Act*, the Liquidator be and is hereby authorized to file with the Director appointed by the Minister of Consumer and Business Services under the *Business Corporations Act* within 10 days after the Dissolution Date, a certified copy of this Order and Dissolution Certificate, a notarial copy of the certified copy or any other type of copy of this Order and Dissolution Certificate permitted by the Director and forthwith publish notice of this Order and Dissolution Certificate in *The Ontario Gazette*.
3. **THIS COURT ORDERS** that the Liquidator be and is hereby authorized to return the books and records of the Company, or any electronic copies thereof, to any one of Abbas Mohammad, Stephen Celestial or Mustafa Ismael, and that the Liquidator be required only to maintain the documents and records of the Liquidator, and in accordance with section 236(2) of

the *Business Corporation Act* (Ontario), be and is hereby authorized to destroy all such documents and records upon the expiry of five years from the Dissolution Date.

4. **THIS COURT ORDERS** that the Fourth Report of the Liquidator and activities of the Liquidator as described therein, be and are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of the Liquidator and its counsel, WeirFoulds LLP, as set out in the Affidavit of Tom McElroy sworn on October 21, 2021, and the Affidavit of Wojtek Jaskiewicz sworn on October 21, 2021, appearing as Appendices “N” and “O”, respectively, in the Fourth Report, be and are hereby approved.

6. **THIS COURT ORDERS** that the Liquidator’s Final Statement of Receipts and Disbursements as at October 21, 2021 (the “**Final SRD**”), appearing as Appendix “M” in the Fourth Report, be and is hereby approved, including the accrual of fees and disbursements of the Liquidator, its counsel, and its accountant, as set out in the Final SRD (the “**Fee Accruals**”), and that the Liquidator be and is hereby authorized to pay, from time to time, its ongoing fees and disbursements, and those of its counsel and its accountant, up to the amounts of the Fee Accruals without need for further taxation or order of this Court.

7. **THIS COURT ORDERS** that upon filing of the certificate in the form attached hereto as Schedule “B” (the “**Discharge Certificate**”) certifying that it has completed the Remaining Activities described in the Fourth Report, the Liquidator shall be discharged as Liquidator of the undertaking, property and assets of the Company, provided however that notwithstanding its discharge herein (a) the Liquidator shall remain Liquidator for the performance of such incidental duties as may be required to complete the administration of the liquidation herein, and (b) the Liquidator shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals and protections in its capacity as Liquidator.

8. **THIS COURT ORDERS AND DECLARES** that, upon filing the Discharge Certificate, Albert Gelman Inc. is hereby released and discharged from any and all liability that Albert Gelman Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Albert Gelman Inc. while acting in its capacity as Liquidator herein, save and except for any gross negligence or wilful misconduct on the Liquidator’s part. Without limiting

the generality of the foregoing, Albert Gelman Inc. is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within liquidation proceedings, save and except for any gross negligence or wilful misconduct on the Liquidator's part.

SCHEDULE "A"

Court File No. CV-17-11740-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Ontario Business Corporations Act, R.S.O. 1990, c. B-16

ABBAS MOHAMMAD

Applicant

- and -

STEPHEN CELESTIAL, MUSTAFA ISMAEL and
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Respondents

DISSOLUTION CERTIFICATE

RECITALS

1. Pursuant to the Order of the Honourable Madam Justice Conway of the Ontario Superior Court of Justice (the "**Court**") dated June 20, 2017, Albert Gelman Inc. was appointed as liquidator (the "**Liquidator**") without security, of all of the assets, undertakings and properties of 2497486 Ontario Ltd. (the "**Company**"); and,
2. Pursuant to the Order of the Court dated October 29, 2021 (the "**Dissolution and Discharge Order**"), the Court ordered, among other things, that the Company be dissolved effective as of the date (the "**Dissolution Date**") of the filing of this Dissolution Certificate.

THE LIQUIDATOR CERTIFIES the following:

1. This Dissolution Certificate was delivered by the Liquidator at [TIME] on _____, 2021.

- 6 -

Albert Gelman Inc., in its capacity as Liquidator of all of the assets, undertakings and properties of 2497486 Ontario Ltd., and not in its personal capacity

Name:

Title:

SCHEDULE “B”

Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
*Ontario Business Corporations Act, R.S.O. 1990, c. B-16***

ABBAS MOHAMMAD

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- and -

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Respondents

DISCHARGE CERTIFICATE**RECITALS**

1. Pursuant to the Order of the Honourable Madam Justice Conway of the Ontario Superior Court of Justice (the “**Court**”) dated June 20, 2017, Albert Gelman Inc. was appointed as liquidator (the “**Liquidator**”) without security, of all of the assets, undertakings and properties of 2497486 Ontario Ltd. (the “**Company**”);
2. Pursuant to the Order of the Court dated October 29, 2021 (the “**Dissolution and Discharge Order**”), the Court approved the Fourth Report (as defined in the Dissolution and Discharge Order) of the Liquidator and the remaining activities to be completed by the Liquidator described therein (the “**Remaining Activities**”); and,
3. Pursuant to the Dissolution and Discharge Order, the Court ordered that that upon filing of this Discharge Certificate certifying that the Liquidator has completed the Remaining Activities, the Liquidator shall be discharged as Liquidator of the undertaking, property and assets of the Company.

THE LIQUIDATOR CERTIFIES the following:

1. The Liquidator has completed the Remaining Activities as described in the Fourth Report.
2. This Discharge Certificate was delivered by the Liquidator at _____ [TIME] on _____, 202_.

Albert Gelman Inc., in its capacity as Liquidator of all of the assets, undertakings and properties of 2497486 Ontario Ltd., and not in its personal capacity

Name:

Title:

ABBAS MOHAMMAD

Applicant

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Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Ontario Business Corporations Act, R.S.O., Chapter B-16

Proceeding commenced at TORONTO

**ORDER
(Dissolution and Discharge)**

WeirFoulds LLP
66 Wellington Street West, Suite 4100
P.O. Box 35, Toronto-Dominion Centre
Toronto, ON M5K 1B7

Philip Cho (LSO #45615U)
pcho@weirfoulds.com

Michael C. Ly (LSO # 74673C)
mly@weirfoulds.com

Tel: 416-365-1110

Fax: 416-365-1876

**Lawyers for Albert Gelman Inc., in its capacity as court-
appointed Liquidator of 2497486 Ontario Ltd.**

ABBAS MOHAMMAD

Applicant

and

**STEPHEN CELESTIAL, MUSTAFA ISMAEL AND
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Court File No. CV-17-11740-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Ontario Business Corporations Act, R.S.O., Chapter B-16

Proceeding commenced at TORONTO

**MOTION RECORD OF ALBERT GELMAN INC.,
in its capacity as court-appointed Liquidator of 2497486
Ontario Ltd.
(Motion Returnable October 29, 2021)**

WeirFoulds LLP

66 Wellington Street West, Suite 4100
P.O. Box 35, Toronto-Dominion Centre
Toronto, ON M5K 1B7

Philip Cho (LSO #45615U)
pcho@weirfoulds.com

Michael C. Ly (LSO # 74673C)
mly@weirfoulds.com

Tel: 416-365-1110
Fax: 416-365-1876

**Lawyers for Albert Gelman Inc., in its capacity as court-
appointed Liquidator of 2497486 Ontario Ltd.**