

Court File No. CV-23-00701877-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. )  
JUSTICE H.J. WILTON-SIBBOL )

TUESDAY, THE 23<sup>rd</sup>  
DAY OF NOVEMBER, 2023

*How-8*

B E T W E E N:

THE TORONTO-DOMINION BANK

Plaintiff

and

IMAGES LIFE MEDIA INC., 2531509 ONTARIO INC., and JOAO PAUL  
HENRIQUES also known as JOHN PAUL HENRIQUES

Defendants

**ORDER  
(Approval and Assignment in Bankruptcy)**

**THIS MOTION**, made by Albert Gelman Inc., (“AGI”) in its capacity as the Court-appointed receiver (in such capacity, the “Receiver”) of the assets, undertakings and property of Images Life Media Inc. and 2531509 Ontario Inc. (the “Debtors”) for an order:

- (a) if necessary, abridging the time for service of the Notice of Motion and Motion Record in respect of this motion and dispensing with further service thereof;
- (b) approving the Receiver’s First Report dated October 10, 2023 (the “First Report”) filed by Albert Gelman Inc. as well as the actions and activities of the Receiver and its legal counsel described in the First Report;

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- (c) approving the Receiver's Supplementary Report to the First Report dated October 27, 2023 ("Supplementary Report") filed by Albert Gelman Inc., as well as the actions and activities of the Receiver and its legal counsel described in the Supplementary Report;
- (d) approving the Receiver's Interim Statement of Receipts and Disbursements dated October 10, 2023 (the "October 2023 SRD");
- (e) authorizing the Receiver to assign the Debtors into Bankruptcy and for AGI to act as trustee in bankruptcy of the Debtors' estates; and
- (f) approving the fees and disbursements of the Receiver and of its counsel Garfinkle, Biderman ("Garfinkle");
- (g) approving the sale transaction (the "Transaction") contemplated by an Agreement of Purchase and Sale (the "Sale Agreement") between the Receiver and Nikhil Rai (the "Purchaser") dated as of October 18, 2023;
- (h) authorizing the Receiver to make interim distribution payments on account of the Receiver and Receiver's counsel's fees and to the first mortgagee, the Toronto-Dominion Bank ("TD") out of the available funds held by the Receiver; and
- (i) sealing the confidential appendices A, B and C to the Supplementary Report of the Receiver,

was heard this day at 330 University Avenue, Toronto, Ontario.

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**ON READING** the First Report and the Supplementary Report of the Receiver and on hearing the submissions of counsel for the Receiver and counsel for the Debtors, and those parties appearing on the counsel slip, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Monika Gugu sworn October 30, 2023, filed;

**NOTICE AND SERVICE**

1. **THIS COURT ORDERS** that time for service of the motion materials filed in support thereof is abridged and further service is dispensed with, such that this Motion is properly returnable today.

**APPROVAL OF RECEIVER'S REPORTS, ACTIVITIES AND FEES**

2. **THIS COURT ORDERS** that the First Report and the activities of the Receiver as set out therein be and are hereby approved, provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.
3. **THIS COURT ORDERS** that the Supplementary Report and the activities of the Receiver as set out therein be and are hereby approved, provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.
4. **THIS COURT ORDERS** that the October 2023 SRD appearing as Appendix G, in the First Report, be and is hereby approved;

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5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and of its counsel, as set out in the Affidavits of Bryan Gelman, sworn October 10<sup>th</sup>, 2023, and of Alex Hora, sworn October 10<sup>th</sup>, 2023, each as appears in the First Report, be and are hereby approved.

6. **THIS COURT ORDERS** that the Receiver is authorized to pay all such fees and disbursements from available funds.

### **DISTRIBUTION**

7. **THIS COURT ORDERS** that, provided that after such distribution there will remain in the Receiver's possession a reserve for existing and future costs and expenses of the Receiver, the Receiver is hereby authorized, but not obligated, to make a distribution payment or payments to the first mortgagee, the Toronto-Dominion Bank ("TD") out of the available funds held by the Receiver, (a) upon TD entering into a reimbursement agreement with the Receiver on terms satisfactory to the Receiver, and (b) the expiry of the applicable appeal period from this order without a notice of appeal or notice of motion for leave to appeal being delivered.

### **BANKRUPTCY ASSIGNMENT**

8. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to assign the Debtors into bankruptcy and AGI is hereby authorized to act as Trustee in Bankruptcy of the Debtors' estates;

**SEALING**

9. **THIS COURT ORDERS** that the confidential appendices A, B and C to the Supplementary Report of the Receiver are hereby sealed pending the closing of the transaction with the Purchaser described in the Supplementary Report, and the filing of a Receiver's Certificate.

**MISCELLANEOUS**

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

  
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THE TORONTO-DOMINION BANK  
Plaintiff

and

IMAGES LIFE MEDIA INC., et al.  
Defendants

Court File No. CV-23-00701877-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at TORONTO

**ORDER**

**(Approval and Assignment in Bankruptcy)**

**GARFINKLE BIDERMAN LLP**

Barristers & Solicitors

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Lawyers for the Receiver, Albert Gelman Inc.

File Number: 7923-004

RCP-F 4C (September 1, 2020)