

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE
JUSTICE KIMMEL

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MONDAY, THE 10th
DAY OF MARCH, 2025

**IN THE MATTER OF AN APPLICATION UNDER SECTION 207 OF THE
*BUSINESS CORPORATIONS ACT, R.S.O. 1990, C. B.16, AS AMENDED;***

AND IN THE MATTER OF THE LIQUIDATION OF AMSCAN CANADA INC.

ORDER

(Claims Solicitation Procedure and Bar Order)

THIS APPLICATION, made by the Applicant for, among other things, an order approving and establishing a procedure for the identification, resolution and barring of certain claims against Amscan Canada Inc. (the “**Company**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the Affidavit of Kevin Trolaro and the Factum of the Applicant, **AND ON HEARING** the submissions of the lawyers for the Applicant, no one appearing for any other person on the service list, although properly served as appears from the certificate of service of James Aston, filed.

DEFINITIONS

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

- (a) “**Appointment Date**” means the date of the Appointment Order;
- (b) “**Appointment Order**” means the Order of Justice Kimmel dated March 10, 2025;

- (c) “**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;
- (d) “**Claim**” means (i) any right or claim of any Person 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 Person would be entitled to receive pursuant to the terms of any contract with such Person 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 Person 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 Appointment Date, together with any other rights or claims, whether or not asserted, made after the Appointment Date, in any way, directly or indirectly related to any action taken or power exercised prior to the Completion Date; and (ii) any Tax Claim, and does not include an Excluded Claim;
- (e) “**Claims Bar Date**” means 5:00 p.m. (Eastern Standard Time) on May 13, 2025, or such later date as may be ordered by this Court;
- (f) “**Claims Procedure**” means the claims solicitation procedure and schedules set out herein, as may be amended from time to time;
- (g) “**Court**” means the Ontario Superior Court of Justice (Commercial List);

- (h) “**Creditor**” means any Person having a Claim and, if the context requires, an assignee or transferee of a Claim or a trustee, receiver, receiver-manager or other Person acting on behalf of such Person;
- (i) “**Designated Newspapers**” means the National Post (National Edition) and the Toronto Star;
- (j) “**Dollars**” or “**\$**” means lawful money of Canada unless otherwise indicated;
- (k) “**Excluded Claim**” means, subject to further order of this Court, (a) any claims of the Liquidator and its counsel; and (b) any claims for amounts due for goods or services actually supplied to the Company on or after the Appointment Date; and,
- (l) “**Instruction Letter**” means the instruction letter to Creditors, in substantially the form attached hereto as Schedule “A”, regarding completion of a Proof of Claim;
- (m) “**Liquidator**” means Albert Gelman Inc. in its capacity as court-appointed Liquidator of the Company and not in its personal capacity;
- (n) “**Newspaper Notice**” means the notice of this Order to be published in the Designated Newspapers in accordance with paragraph 5 of this Order in substantially the form attached hereto as Schedule “D”;
- (o) “**Notice of Revision or Disallowance**” means the notice substantially in the form attached hereto as Schedule “C”;
- (p) “**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 Revision or Disallowance;
- (q) “**OBCA**” means the Business Corporations Act, R.S.O. 1990, c. B.16, as amended;
- (r) “**OBCA Proceeding**” means the within proceeding before the Court in respect of the Company commenced pursuant to the OBCA;
- (s) “**Order**” means any order of the Court in connection with the OBCA Proceeding;

- (t) **“Person”** means any individual, partnership, joint venture, trust, corporation, unincorporated organization, government or any agency or instrumentality thereof, or any other juridical entity howsoever designated or constituted;
- (u) **“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 “B”;
- (v) **“Proof of Claim Document Package”** means a document package which shall include a copy of the Instruction Letter, a Proof of Claim, and such other materials as the Liquidator may consider appropriate or desirable;
- (w) **“Tax”** or **“Taxes”** means any and all amounts subject to a withholding or remitting obligation and any and all taxes, duties, fees and other governmental charges, duties, impositions and liabilities of any kind whatsoever whether or not assessed by the Taxing Authorities (including any Claims by any of the Taxing Authorities), including all interest, penalties, fines, fees, other charges and additions with respect to such amount;
- (x) **“Taxing Authorities”** means His Majesty the King, His Majesty the King in right of Canada, His Majesty the King in right of any province or territory of Canada, the Canada Revenue Agency, any similar revenue or taxing authority of each and every province or territory of Canada and any political subdivision thereof, and any Canadian or foreign governmental authority, and **“Taxing Authority”** means any one of the Taxing Authorities; and,
- (y) **“Tax Claim”** means any Claim against the Company for any Taxes in respect of any taxation year or period ending on or prior to the Appointment Date, for any Taxes in respect of or attributable to the portion of the taxation period commencing prior to the Appointment Date, and up to and including the Appointment Date.

SERVICE

2. **THIS COURT ORDERS** that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this application is properly returnable today and hereby dispenses with further service thereof.

NOTICE OF CLAIMS

3. **THIS COURT ORDERS** that the Liquidator is authorized and directed to send a copy of the Proof of Claim Document Package to each Creditor that it is aware of and the Canada Revenue Agency and any similar revenue or Taxing Authority in Ontario, by ordinary mail, email or facsimile transmission, which method shall be at the sole and unfettered discretion of the Liquidator, as soon as is practicable after the date of this Order.

4. **THIS COURT ORDERS** that the Liquidator shall cause the Proof of Claim Document Package to be posted on the Liquidator's website, as soon as is practicable after the Appointment Date, until the expiry of the Claims Procedure.

5. **THIS COURT ORDERS** that the Liquidator shall dispatch by ordinary mail, courier or email, as soon as practicable, following receipt of a request therefore, a copy of the Proof of Claim Document Package to any Person claiming to be a Creditor and requesting such material.

PUBLICATION OF NEWSPAPER NOTICE

6. **THIS COURT ORDERS** that as soon as practicable after the date of this Order, the Liquidator shall publish the Newspaper Notice in the Designated Newspapers.

7. **THIS COURT ORDERS** that the Newspaper Notice be and is hereby approved.

NOTICE SUFFICIENT

8. **THIS COURT ORDERS** that the publication of the Newspaper Notice and the mailing to the Creditors of the Proof of Claim Document Package in accordance with the requirements of this Order shall constitute good and sufficient service and delivery of notice of this Order and the Claims Bar Date on all Persons who may be entitled to receive notice and who may wish to assert

Claims and that no other notice or service need be given or made and no other document or material need be sent to or served upon any Person in respect of this Order.

FILING OF PROOFS OF CLAIM

9. **THIS COURT ORDERS** that, except as otherwise provided herein, each Creditor that asserts a Claim against the Company shall file a written Proof of Claim so as to be received by the Liquidator on or before the Claims Bar Date, by registered mail, personal delivery, courier or e-mail.

10. **THIS COURT ORDERS** that a Proof of Claim shall be deemed timely filed only if mailed or delivered by registered mail, personal delivery, courier or email so as to be actually received by the Liquidator on or before the Claims Bar Date.

CLAIMS BAR

11. **THIS COURT ORDERS** that any Creditor that does not file a Proof of Claim in respect of a Claim in accordance with this Order on or before the Claims Bar Date, shall: (a) be forever barred, estopped and enjoined from asserting or enforcing any Claim (or filing a Proof of Claim with respect to such Claim) against the Company and such Claim shall be forever extinguished; (b) not be entitled to participate in or receive any distribution in the OBCA Proceeding on account of any such Claim; and (c) shall not be entitled to notice of any further matters in the OBCA Proceeding.

DETERMINATION OF CLAIMS

12. **THIS COURT ORDERS** that the Liquidator shall review each Proof of Claim received by the Claims Bar Date, and shall either accept, revise or reject the amount claimed for purposes of distribution.

13. **THIS COURT ORDERS** that if the Liquidator disputes the amount of a Claim set forth in a Proof of Claim, the Liquidator may attempt to consensually resolve the amount of the Claim with the Creditor, and/or send a Notice of Revision or Disallowance to the Creditor by no later than 21 days after the Claims Bar Date.

14. **THIS COURT ORDERS** that if the Liquidator does not deliver a Notice of Revision or Disallowance in accordance with this Order, with respect to the value of a Claim, then, subject to further order of this Court, such a Proof of Claim shall be deemed to be accepted as final and binding.

15. **THIS COURT ORDERS** that any Creditor who receives a Notice of Revision or Disallowance and who objects to same, shall deliver to the Liquidator a Notice of Dispute within 15 days of the issuance of the Notice of Revision or Disallowance, or, if the Creditor does not deliver the Notice of Dispute within such time, the value of such Creditor's Claim shall be deemed to be as set out in the Notice of Revision or Disallowance.

16. **THIS COURT ORDERS** that any Creditor 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 30 days from the date of the service of the Notice of Dispute. If an appeal is not filed within such period, then the Notice of Revision and Disallowance shall, subject to further order of this Court, be deemed to be final and binding.

GENERAL PROVISIONS

17. **THIS COURT ORDERS** that the Liquidator is authorized to use reasonable discretion as to adequacy of compliance with respect to the manner in which Proofs of Claim and Notices of Revision or Disallowance are completed and executed, and may, where the Liquidator is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Claims Procedure as to completion and execution of Proofs of Claim or Notices of Revision or Disallowance.

18. **THIS COURT ORDERS** that any document to be sent to any Creditor or Person pursuant to this Claims Procedure may be sent by e-mail, ordinary mail, registered mail, or courier to the address last shown on the books and records of the Company or whatever specific formal address has been provided to the Liquidator either through counsel or directly. A Creditor or Person shall

be deemed to have received any document sent pursuant to this Claims Procedure five (5) business days after such document is sent by ordinary mail or registered mail and one business day after such document is sent by e-mail, or courier.

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

Albert Gelman Inc.
in its capacity as court-appointed
liquidator of Amscan Canada Inc.

250 Ferrand Dr., Suite 403,
Toronto, ON M3C 3G8.

Attention: Adam Zeldin
Phone: (416) 504-1650, ext 129
Fax: (416) 504-1655
Email: azeldin@albertgelman.com

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

Schedule "A" - Instruction Letter
Schedule "B" - Proof of Claim
Schedule "C" - Notice of Revision or Disallowance
Schedule "D" - Newspaper Notice

21. **THIS COURT ORDERS** that the Liquidator may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder or for such further order or orders as it considers necessary or desirable to amend, supplement or replace this Order.

22. **THIS COURT ORDERS** that nothing in this Order shall prevent the Liquidator from acting as a trustee in bankruptcy of the Companies.

23. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Liquidator and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

Amscan Canada Inc.
Applicant

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

PROCEEDING COMMENCED AT
TORONTO

**ORDER
(Claims Solicitation Procedure and Bar Order)**

GOWLING WLG (CANADA) LLP

Barristers & Solicitors
1 First Canadian Place
100 King Street West, Suite 1600
Toronto ON M5X 1G5

Tel: 416-862-7525

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C. Haddon Murray (LSO#61640P)

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Lawyers for the Applicant

SCHEDULE “A” — INSTRUCTION LETTER

INSTRUCTION LETTER FOR THE CLAIMS PROCEDURE OF AMSCAN CANADA INC.

CLAIMS PROCEDURE

By Order of the Ontario Superior Court of Justice (Commercial List) dated March 10, 2025 (as such Order may be amended from time to time, the “**Claims Procedure Order**”) Albert Gelman Inc., in its capacity as the Court-appointed liquidator (the “**Liquidator**”) of Amscan Canada Inc. (“**Amscan Canada**”), has been authorized to conduct a claims procedure (the “**Claims Procedure**”). A copy of the Claims Procedure Order and other public information concerning this proceeding is available on the Liquidator’s website at <http://www.albertgelman.com/corporate-solutions/other-engagements/>.

This letter provides general instructions for completing a Proof of Claim form. Capitalized terms not defined within this instruction letter shall have the meaning ascribed thereto in the Claims Procedure Order.

The Claims Procedure serves to identify and determine the amount of any claims against Amscan Canada. Please review the Claims Procedure Order for the full terms of the Claims Procedure.

Please direct all forms and inquiries with respect to the Claims Procedure to the Liquidator by prepaid registered mail, courier, personal delivery, facsimile transmission, email, or telephone at the address below:

Albert Gelman Inc.
in its capacity as court-appointed
liquidator of Amscan Canada Inc.

250 Ferrand Dr., Suite 403,
Toronto, ON M3C 3G8.

Attention: Adam Zeldin
Phone: (416) 504-1650, ext 129
Fax: (416) 504-1655
Email: azeldin@albertgelman.com

FOR CREDITORS SUBMITTING A PROOF OF CLAIM

If you believe that you have a Claim against Amscan Canada, you must complete and file a Proof of Claim form with the Liquidator. All Proofs of Claim **must be received by the Liquidator before 5:00 p.m. (Toronto Time) on May 13, 2025** (the “**Proof of Claims Filing Date**”). If you do not file a Proof of Claim in respect of such Claim by the Proof of Claims Filing Date, note that as soon as practicable following the Proof of Claims Filing Date the Liquidator shall bring a motion to the Court for an Order setting a final bar date (the “**Bar Date Order**”), after which all claims that have not been filed with the Liquidator shall not be entitled to receive further notice with respect to, and shall not be entitled to participate as a Claimant or creditor in the Claims Procedure or these Proceedings in respect of such Claim and you will be forever barred, estopped and enjoined from asserting or enforcing such Claim against Amscan Canada and Amscan Canada shall not have any liability whatsoever in respect of such Claim and such Claim shall be extinguished without any further act or notification by the Liquidator.

ADDITIONAL FORMS

Additional Proof of Claim forms are available on the Liquidator's website at <http://www.albertgelman.com/corporate-solutions/other-engagements/> or by contacting the Liquidator.

DATED at _____ this _____ day of _____, 2025.

SCHEDULE "B" - PROOF OF CLAIM

PROOF OF CLAIM FORM

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

**IN THE MATTER OF AN APPLICATION UNDER SECTION 207 OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, C. B.16, AS AMENDED;**

AND IN THE MATTER OF THE LIQUIDATION OF AMSCAN CANADA INC.

PROOF OF CLAIM

1. PARTICULARS OF CREDITOR

Full Legal Name of Creditor:

Full Mailing Address of Creditor:

Telephone Number of Creditor:

Facsimile Number of Creditor:

E-mail Address of Creditor:

Attention (Contact Person):

**PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF
APPLICABLE:**

Have you acquired this Claim by assignment?

Yes No

(if yes, attach documents evidencing assignment)

Full Legal Name of original creditors(s):

PROOF OF CLAIM

THE UNDERSIGNED CERTIFIES AS FOLLOWS:

That I am a Creditor of Amscan Canada Inc. (“**Amscan Canada**”) / I hold the position of _____ of the Creditor;

That I have knowledge of all the circumstances connected with the Claim described and set out below; and

Amscan Canada Inc. was and still is indebted to the Creditor as follows:¹

Debtor	Claim Amount
Amscan Canada Inc.	

PARTICULARS OF CLAIM:

The particulars of the undersigned’s Claims are attached.

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, particulars and copies of any security and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed).

FILING OF CLAIM

This Proof of Claim must be returned to, and received by, the Liquidator by **5:00 p.m. (Toronto Time) on the Proof of Claims Filing Date (May 13, 2025).**

Completed forms must be delivered by prepaid registered mail, courier, personal delivery, facsimile transmission or email at the address below to the Liquidator at the following address:

Albert Gelman Inc.
in its capacity as court-appointed
liquidator of Amscan Canada Inc.

250 Ferrand Dr., Suite 403,
Toronto, ON M3C 3G8.
Attention: Adam Zeldin
Phone: (416) 504-1650, ext 129

¹ Any Claims denominated in a foreign currency shall be converted to Canadian Dollars based on the Bank of Canada’s daily average exchange rate for that currency against the Canadian Dollar on the Court Appointment Date

Fax: (416) 504-1655
Email: azeldin@albertgelman.com

DATED at _____ this _____ day of _____, 2025.

(signature of creditor or its authorized

representative)

Name:

Title:

Capitalized terms that are not defined herein have the meanings ascribed thereto in the Claims Procedure Order.

SCHEDULE “C” - NOTICE OF REVISION OR DISALLOWANCE

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF AN APPLICATION UNDER SECTION 207 OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, C. B.16, AS AMENDED;**

AND IN THE MATTER OF THE LIQUIDATION OF AMSCAN CANADA INC.

Applicant

NOTICE OF REVISION OR DISALLOWANCE

TO: [insert name and address of creditor]

Capitalized terms not defined in this Notice of Revision or Disallowance have the meaning ascribed to them in the Claims Procedure Order of the Ontario Superior Court of Justice (Commercial List) dated March 10, 2025 (the “**Claims Procedure Order**”).

Pursuant to the Claims Procedure Order, Albert Gelman Inc. in its capacity as the court-appointed liquidator (the “**Liquidator**”) of Amscan Canada Inc. hereby gives you notice that it has reviewed your Proof of Claim and has revised or disallowed all or part of your Claim. Subject to further dispute by you in accordance with the Claims Procedure Order, your Proven Claim will be as follows:

Debtor	Amount of Claim per Proof of Claim	Amount of Claim Allowed per this Notice of Revision or Disallowance
AMSCAN CANADA INC.	CAD \$	CAD \$

Reasons for Revision or Disallowance

PROCEDURE TO APPEAL THIS NOTICE OF REVISION OR DISALLOWANCE

If you disagree with the amount of your Claim allowed pursuant to this Notice of Revision or Disallowance, you must, **within thirty (30) days** after you have been deemed to have received the Notice of Revision or Disallowance under the Claims Procedure Order, bring a motion in the Proceedings to seek a determination by the Court of the disputed Claim.

If you do not bring a motion for the determination by the Court of the disputed Claim, your Claim shall be deemed to be as set out in this Notice of Revision or Disallowance.

IF YOU FAIL TO TAKE ACTION WITHIN THE PRESCRIBED TIME PERIOD, THIS NOTICE OF REVISION OR DISALLOWANCE WILL BE BINDING UPON YOU.

DATED at _____ this _____ day of _____, 2025.

SCHEDULE “D” - NEWSPAPER NOTICE

NOTICE TO CREDITORS OF AMSCAN CANADA INC.

RE: NOTICE OF PROOF OF CLAIMS FILING DATE IN THE MATTER OF THE LIQUIDATION AND WINDING UP OF AMSCAN CANADA INC.

NOTICE IS HEREBY GIVEN that pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) made March 10, 2025 (the “**Claims Procedure Order**”), a claims procedure has been commenced for the identification, quantification, and resolution of claims of creditors of Amscan Canada Inc (“**Amscan Canada**”) Capitalized terms that are not defined herein have the meanings ascribed thereto in the Claims Procedure Order.

PLEASE TAKE NOTICE that any Person who wishes to assert a Claim, must deliver to Albert Gelman Inc., in its capacity as the court-appointed liquidator of Amscan Canada (the “**Liquidator**”), on or before the Proof of Claims Filing Date stated below, a completed Proof of Claim, including all relevant supporting documentation in respect of such Claim, in the manner set out in the Claims Procedure Order.

Pursuant to the Claims Procedure Order, the Proof of Claims Filing Date is 5:00 p.m. (Eastern Time) on May 13, 2025. Proofs of Claim must be completed and filed with the Liquidator so as to be received on or before the Proof of Claims Filing Date.

NOTE THAT AS SOON AS PRACTICABLE FOLLOWING THE PROOF OF CLAIMS FILING DATE THE LIQUIDATOR SHALL BRING A MOTION TO THE COURT FOR AN ORDER SETTING A FINAL BAR DATE (the “Bar Date Order”) AFTER WHICH ALL CLAIMS THAT HAVE NOT BEEN FILED WITH THE LIQUIDATOR WILL BE FOREVER BARRED AND EXTINGUISHED.

NOTE THAT AS SOON AS PRACTICABLE FOLLOWING THE PROOF OF CLAIMS FILING DATE THE LIQUIDATOR SHALL BRING A MOTION TO THE COURT FOR AN ORDER SETTING A FINAL BAR DATE (the “Bar Date Order”) PROVIDING THAT THE CLAIM OF ANY PERSON WHO DOES NOT RETURN A PROOF OF CLAIM ON OR BEFORE THE CLAIMS BAR DATE (TO BE ESTABLISHED PURSUANT TO THE BAR DATE ORDER) SHALL BE FOREVER BARRED AND EXTINGUISHED.

A copy of the Claims Procedure Order and the Claims Package is available at the following website: <http://www.albertgelman.com/corporate-solutions/other-engagements/>.

CREDITORS REQUIRING INFORMATION or claim documentation may contact the Liquidator at the following address by prepaid registered mail, courier, personal delivery, facsimile transmission, email or telephone:

Albert Gelman Inc.
in its capacity as court-appointed
liquidator of Amscan Canada Inc.

250 Ferrand Dr., Suite 403,
Toronto, ON M3C 3G8.

Attention: Adam Zeldin
Phone: (416) 504-1650, ext 129
Fax: (416) 504-1655
Email: azeldin@albertgelman.com