

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

THE HONOURABLE ) MONDAY, THE 15<sup>TH</sup>  
 )  
JUSTICE STEELE ) DAY OF JUNE, 2026

B E T W E E N:

**THE TORONTO-DOMINION BANK**

Applicant

- and -

**1000760489 ONTARIO INC. o/a MARACLE PRESS**

Respondent

**APPLICATION UNDER SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED, AND UNDER SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, C. C. 43, AS AMENDED**

**DISTRIBUTION AND DISCHARGE ORDER**

**THIS MOTION**, made by Albert Gelman Inc. (“**AGI**”), in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of all property, assets and undertakings of 11000760489 Ontario Inc. (the “**Debtor**”) acquired for, or used in relation to, a business carried on by the Debtor, including all proceeds thereof (the “**Property**”), for an order, among other things, (i) approving the First Report of the Receiver dated June 5, 2026 (the “**First Report**”) and the actions, conduct and activities of the Receiver described therein; (ii) approving the Receiver’s final statement of receipts and disbursements dated June 4, 2026 (the “**Final SRD**”); (iii) authorizing the Receiver to make the Final Distributions in accordance with this Order; (iv) approving the professional fees and disbursements of the Receiver and its independent counsel,

Aird & Berlis LLP (“**A&B**”), including the Estimated Fee Accruals; (v) authorizing the Receiver to destroy the Debtor’s physical and electronic books and records (the “**Books and Records**”) not otherwise required by the Receiver for the administration of the Debtor’s estate; and (vi) discharging AGI as Receiver of the Debtor effective upon the filing of the Discharge Certificate (as defined below) with the Court, was heard this day at 330 University Avenue, Toronto, Ontario by judicial video-conference via Zoom.

**ON READING** the Motion Record of the Receiver, including the First Report, and the appendices thereto, and on hearing the submissions of counsel for the Receiver and those other parties listed on the counsel slip, and no one else appearing for any other person on the service list, although duly served as appears from the affidavit of service of Jacqueline Lonergan, filed:

#### **SERVICE AND INTERPRETATION**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record are hereby abridged and validated so that this motion is properly returnable today, and dispenses with further service thereof.
2. **THIS COURT ORDERS** that any capitalized term used and not defined herein shall have the meaning ascribed thereto in the First Report.

#### **DISTRIBUTIONS**

3. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to distribute (collectively, the “**Final Distributions**”) the funds held by the Receiver in respect of these proceedings as follows:

- (a) *firstly*, to AGI in respect of the unpaid amounts secured by the Receiver's Charge, as defined in paragraph 19 of the Appointment Order, including the fees and disbursements of the Receiver and the Receiver's independent legal counsel, and the Estimated Fee Accruals;
- (b) *secondly*, the amount of \$4,959.12 Service Canada in accordance with section 81.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, C. B-3;
- (c) *finally*, to The Toronto-Dominion Bank ("**TD Bank**"), up to the full amount owing by the Debtor to TD Bank.

4. **THIS COURT ORDERS** that the Receiver is hereby authorized to take all necessary steps and actions to effect each of the Final Distributions in accordance with the provisions of this Order from time to time, and shall not incur any liability as a result of making any such Final Distributions.

5. **THIS COURT ORDERS** that notwithstanding anything else contained in this Order, each of the Final Distributions provided for in this Order shall be made free and clear of all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise, including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Black dated August 12, 2025 in the within proceedings; and (ii) all charges, security interests, liens, trusts, or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property or real property registry system.

6. **THIS COURT ORDERS** that the Receiver or any other person facilitating the Final Distributions pursuant to this Order shall be entitled to deduct and withhold from any such Final Distribution such amounts as may be required to be deducted or withheld under any applicable law and to remit such amounts to the appropriate governmental authority or other person entitled thereto as may be required by such law. To the extent that amounts are so withheld or deducted and remitted to the appropriate governmental authority or other person entitled thereto, such withheld or deducted amounts shall be treated for all purposes as having been paid pursuant to this Order.

7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of this proceeding;
- (b) the bankruptcy order issued in respect of the Debtor pursuant to the *Bankruptcy and Insolvency Act* (Canada), as amended (the “**BIA**”) and the appointment of AGI as trustee in bankruptcy of the estate of the Debtor (the “**Trustee**”),

any Final Distributions made pursuant to this Order are final and irreversible and shall be binding on the Trustee and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall they constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

**APPROVAL OF THE RECEIVER'S ACTIVITIES AND FEES**

8. **THIS COURT ORDERS** that the First Report and the conduct and activities of the Receiver described 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.

9. **THIS COURT ORDERS** that the fees and disbursements of the Receiver up to and including May 31, 2026, as set out in the First Report and the fee affidavit of Tom McElroy sworn June 5, 2026, appended to the First Report, be and are hereby approved.

10. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's independent legal counsel, A&B, up to and including May 31, 2026, as set out in the First Report and the fee affidavit of Matilda Lici sworn June 3, 2026, appended to the First Report, be and are hereby approved.

11. **THIS COURT ORDERS** that the Estimated Fee Accruals (as defined and described in the First Report) be and are hereby approved.

**APPROVAL OF RECEIPTS AND DISBURSEMENTS**

12. **THIS COURT ORDERS** that the Receiver's Final SRD, as detailed in Appendix "D" of the First Report, be and is hereby ratified and approved.

## **DESTRUCTION OF BOOKS AND RECORDS**

13. **THIS COURT ORDERS** that upon the Receiver's completion of the Remaining Activities (as defined in the First Report), the Receiver be and is hereby authorized to destroy, or cause the destruction of the Books and Records.

## **DISCHARGE AND RELEASE OF RECEIVER**

14. **THIS COURT ORDERS** that, following the completion of the Remaining Activities and upon the Receiver filing a certificate substantially in the form attached as **Schedule "A"** hereto (the "**Receiver's Discharge Certificate**") certifying that it has completed the Remaining Activities described in the First Report, AGI shall be discharged as Receiver of the Property of the Debtor and shall no longer be in possession or control of the Debtor or the Property, provided, however, that notwithstanding its discharge herein, (i) the Receiver shall remain as receiver of the Property for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (ii) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of AGI in its capacity as Receiver.

15. **THIS COURT ORDERS** that, effective upon filing of the Receiver's Discharge Certificate pursuant to paragraph 14 of this Order, AGI is hereby released and discharged from any and all liability that AGI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of AGI while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, AGI 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

receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

## **GENERAL**

16. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

17. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. on the date of this Order, and are enforceable without the need for entry or filing.

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**SCHEDULE “A”**

Court File No. CV-25-00748627-00CL

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

B E T W E E N:

**THE TORONTO-DOMINION BANK**

Applicant

- and -

**1000760489 ONTARIO INC. o/a MARACLE PRESS**

Respondent

**APPLICATION UNDER SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, C. B-3, AS AMENDED, AND UNDER SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, C. C. 43, AS AMENDED**

**RECEIVER’S DISCHARGE CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Justice Black of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated August 12, 2025, Albert Gelman Inc. (“**AGI**”) was appointed as receiver (in such capacity, the “**Receiver**”), without security, of all property, assets and undertakings of 11000760489 Ontario Inc. (the “**Debtor**”) acquired for, or used in relation to, a business carried on by the Debtor, including all proceeds thereof (the “**Property**”).

B. Pursuant to an Order of the Court dated June 15, 2026 (the “**Discharge and Distribution Order**”), AGI was discharged as Receiver effective upon the filing by the Receiver with the Court of a certificate confirming that the Receiver has completed the activities described in the First Report of the Receiver dated June 5, 2026 (the “**First Report**”), and all remaining activities to be

attended to in connection with these receivership proceedings have been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge and Distribution Order.

**THE RECEIVER CERTIFIES** that the Receiver has completed all activities described in the First Report and all remaining activities to be attended to in connection with these receivership proceedings have been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**ALBERT GELMAN INC., solely in its capacity as court-appointed receiver of 1000760489 Ontario Inc., and not in its personal or corporate capacity**

Per: \_\_\_\_\_  
Name:  
Title:

**THE TORONTO-DOMINION BANK**  
Applicant

and

**1000760489 ONTARIO INC. o/a MARACLE PRESS**  
Respondent

Court File No. CV-25-00748627-00CL

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

**PROCEEDING COMMENCED IN TORONTO**

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**DISTRIBUTION AND DISCHARGE ORDER**

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