

TAB 4



Court File No. CV-24-00000019-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE
JUSTICE J.S. RICHARD

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WEDNESDAY, THE 16TH DAY
OF OCTOBER, 2024

BETWEEN:

THE TORONTO-DOMINION BANK

Plaintiff

and

1000108549 ONTARIO INC. AND NOORALLAH NAWROZADA

Defendants

MOTION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED, AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

**ORDER
(Ancillary Relief)**

THIS MOTION, made by Albert Gelman Inc., in its capacity as the Court-appointed receiver and manager (in such capacities, the “**Receiver**”), without security, of all of the assets, undertakings and properties of 1000108549 Ontario Inc. (the “**Debtor**”) for an order, in substance, (i) approving the First Report of the Receiver dated October 3, 2024 (the “**First Report**”) and the actions of the Receiver described therein; (ii) approving the fees and disbursements of the Receiver and its counsel to and including September 30, 2024; (iii) authorizing and directing the Receiver to make a distribution from the net sale proceeds of the Transaction (as defined in the First Report) to The Toronto-Dominion Bank (“**TD Bank**”), the Debtor’s senior secured creditor, and (iv) sealing the Confidential Appendix appended to the

First Report (the “**Confidential Appendix**”), was heard this day by Zoom judicial video conference.

ON READING the Motion Record of the Receiver, including the First Report and the appendices thereto, including the fee affidavits in support of the fees and disbursements of the Receiver and its counsel, and on hearing the submissions of counsel for the Receiver, and those other parties listed on the counsel slip, and no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Daisy Jin sworn October 4, 2024, filed:

SERVICE

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

APPROVAL OF THE FIRST REPORT, FEES AND DISBURSEMENTS

2. **THIS COURT ORDERS** that the First Report and the actions and activities of the Receiver and its counsel 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.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel to and including September 30, 2024, as described in the First Report and supported by the fee affidavits, be and are hereby approved.

DISTRIBUTIONS TO THE TORONTO-DOMINION BANK

4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to make distributions to TD Bank up to the amount of its secured indebtedness, and without further Order of this Court, on account of the Debtors’ secured indebtedness owing to TD Bank for principal, interest and costs, subject to the payment of any prior ranking claims.

SEALING


5. **THIS COURT ORDERS** that the Confidential Appendix to the Report shall be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened on or after the date of filing of the Receiver's Certificate.

GENERAL

6. **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.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada 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.

8. **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 is enforceable without the need for entry or filing.



THE TORONTO-DOMINION BANK

Plaintiff

- and -

**1000108549 ONTARIO INC. AND NOORALLAH
NAWROZADA**

Defendants

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ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED IN HAILEYBURY

ANCILLARY ORDER

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