



Court File No. CV-24-00000019-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE HONOURABLE
JUSTICE J.S. RICHARD

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TUESDAY, THE 22ND DAY
OF APRIL, 2025

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

DISCHARGE ORDER

THIS MOTION, made by Albert Gelman Inc., (“**AGI**”), 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 Second Report of the Receiver dated April 9, 2025 (the “**Second Report**”) and the actions of the Receiver described therein; (ii) approving the Receiver’s interim statement of receipts and disbursements for the period from March 8, 2024 to March 31, 2025 (the

“Interim SRD”); (iii) approving the fees and disbursements of the Receiver and its legal counsel; and (iv) discharging AGI as Receiver, was heard this day by Zoom judicial video conference.

ON READING the Motion Record of the Receiver, including the Second Report and the appendices thereto, including the fee affidavits in support of the fees and disbursements of the Receiver and its counsel (the **“Fee Affidavits”**), 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 Samantha Hans sworn April 9, 2025, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of this Motion and the Motion Record herein are properly returnable today and the Court hereby dispenses with further service thereof.

APPROVAL OF THE SECOND REPORT

2. **THIS COURT ORDERS** that the Second 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.

APPROVAL OF INTERIM RECEIPTS AND DISBURSEMENTS

3. **THIS COURT ORDERS** that the Receiver’s Interim SRD dated April 8, 2025, as set out in Appendix “F” of the Second Report, be and is hereby ratified and approved.

APPROVAL OF FEES AND DISBURSEMENTS

4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, Aird & Berlis LLP, to and including April 8, 2025 and March 31, 2025, respectively, as well as

the Remaining Fees and Disbursements (as defined in the Second Report) as described in the Second Report and supported by the Fee Affidavits, be and are hereby approved.

DISCHARGE AND RELEASE OF RECEIVER

5. **THIS COURT ORDERS** that 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 other activities described in the Second Report, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (i) the Receiver shall remain Receiver 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.

6. **THIS COURT ORDERS** that, effective upon filing of the Receiver’s Discharge Certificate pursuant to paragraph 5 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

7. **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.

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.



SCHEDULE “A”

Court File No. CV-24-00000019-0000

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

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,
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RECEIVER’S DISCHARGE CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice S. K. Stothart of the Ontario Superior Court of Justice (the “**Court**”) dated March 8, 2024, Albert Gelman Inc. (“**AGI**”) was appointed as receiver and manager (in such capacities, the “**Receiver**”), without security, of all of the assets, undertakings and properties of 1000108549 Ontario Inc. (the “**Debtor**”).

B. Pursuant to an Order of the Court dated April 22, 2025 (the “**Discharge 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 Second Report, and all remaining matters 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 Order.

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

ALBERT GELMAN INC., solely in its capacity as court-appointed receiver and manager of the assets, undertaking and property of 1000108549 Ontario Inc., and not in its personal or corporate capacity

Per: _____
Name:
Title:

THE TORONTO-DOMINION BANK
Applicants

and

1000108549 ONTARIO INC. AND NOORALLAH D280
NAWROZADA
Defendants

Court File No. CV-24-00000019-0000

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED IN HAILEYBURY

DISCHARGE ORDER

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*Lawyers for Albert Gelman Inc., in its capacity as the
court-appointed Receiver*