

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

BETWEEN:

ROYAL BANK OF CANADA

Applicant

- and -

BACK 40 PICTURES INC.

Respondent

**MOTION RECORD
(returnable April 15, 2021)**

Date: March 31, 2021

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSUC # 37934U)
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Lawyers for the Receiver

TO: THE SERVICE LIST

INDEX

Court File No. CV-20-00642755-00CL

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

B E T W E E N :

ROYAL BANK OF CANADA

Applicant

- and -

BACK 40 PICTURES INC.

Respondent

**MOTION RECORD
I N D E X**

<u>TAB</u>	<u>DOCUMENT</u>
1.	Notice of Motion
A.	Zoom Conference and Sync Details
B.	Draft Order
2.	First Report of the Receiver dated March 31, 2021
	APPENDICES TO THE FIRST REPORT OF THE RECEIVER
A.	Appointment Order dated July 9, 2020
B.	Corporation Profile Report
C.	Statement of Receipts and Disbursements
D.	Affidavit of Richard Williams
E.	Affidavit of Nathan Gates
3.	Service List

TAB 1

Court File No. CV-20-00642755-00CL

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

BETWEEN:

ROYAL BANK OF CANADA

Applicant

- and -

BACK 40 PICTURES INC.

Respondent

**NOTICE OF MOTION
(returnable April 15, 2021)**

Deloitte Restructuring Inc. (“**Deloitte**”), in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of certain assets of Back 40 Pictures Inc. (the “**Debtor**”) including all of the books and records of the Debtor used in relation to the businesses carried on by the Debtor, including but not limited to the film production known as Rabid will make a motion to a Judge of the Commercial List on Thursday April 15, 2021 at 9.30 am or as soon after that time as the motion can be heard, by judicial videoconference due to the COVID-19 emergency via the following Zoom coordinates:
<https://airdberlis.zoom.us/j/93545619786?pwd=REJvMWEvdm1hYmN1dDlyTjlpUVZBUT09>

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR Orders, in the form attached to this Notice of Motion as Schedule A, including, amongst other things:

- (a) if necessary, abridging the time for service and filing of this notice of motion and the motion record or, in the alternative, dispensing with same;

- (b) approving the First Report of the Receiver dated March 31, 2021 (the “**First Report**”) and the actions of the Receiver described therein;
- (c) approving the fees and disbursements of the Receiver and its counsel as described in the First Report;
- (d) approving an increase of the maximum amount of the Receiver’s Borrowing Charge (as defined in the Receivership Order, as defined below) from \$100,000 to \$200,000; and,
- (e) such further and other relief as counsel may advise and this Court may permit.

THE GROUNDS FOR THE MOTION ARE:

- (a) pursuant to the Order of the Honourable Mr. Justice McEwen made July 9, 2020 (the “**Receivership Order**”), Deloitte was appointed as the Receiver;
- (b) pursuant to the Receivership Order, the Receiver is authorized to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by the Receivership Order, including interim expenditures;
- (c) any such borrowings of monies by the Receiver is charged by way of the Receiver’s Borrowing Charge, provided that the outstanding principal amount of the Receiver’s Borrowing Charge does not exceed \$100,000 at any time (the “**Borrowing Limit**”), unless a greater amount is authorized by an Order of this Court;
- (d) pursuant to the First Report, the borrowings incurred by the Receiver and its counsel, Aird & Berlis LLP, to-date under the Receiver’s Certificates (as defined in the Receivership Order) is approaching the Borrowing Limit;

- (e) the recovery of film tax credits is still in process and the Receiver anticipates having to take the following steps:
 - (i) responding to questions and concerns raised by CAVCO and Ontario Creates in their evaluation of applications for eligibility certificates;
 - (ii) responding to questions raised by CRA in its evaluation of the Debtor's tax returns;
 - (iii) preparing financial statements and file income tax and GST/HST returns with CRA;
 - (iv) responding to a GST/HST audit initiated by CRA; and,
 - (v) providing information to Telefilm Canada to secure the release of program funds;
- (f) the Receiver requests an increase in the Borrowing Limit from \$100,000 to \$200,000 which is required to continue funding the exercise of the powers and duties conferred upon the Receiver by the Receivership Order, including interim expenditures;
- (g) the Receiver has filed with the Court its First Report outlining, amongst others things: (i) the actions of the Receiver since its appointment pursuant to the Receivership Order; (ii) the status of the Debtor film tax credits which have not yet been collected; (iii) the professional fees and disbursements of the Receiver and its counsel, Aird & Berlis LLP;
- (h) the Receiver and its counsel, Aird & Berlis LLP, have accrued fees and expenses in their capacity as the Receiver and counsel thereto, respectively, which fees and expenses require the approval of this Court pursuant to the Receivership Order;

- (i) the Receivership Order authorizes the Receiver to pass its accounts from time to time, and to include any necessary solicitor fees and disbursements in the passing of the accounts;
- (j) the other grounds set out in the First Report;
- (k) sections 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
- (l) section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended;
- (m) rules 1.04, 2.03, 3.02, 30, 37 and 41.06 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- (n) such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (o) the First Report (including all supplements) and their respective appendices, including, without limitation, the affidavits sworn in support of the fees and disbursements of the Receiver and their counsel;
- (p) the fee affidavits of Nathan Gates and Richard Williams sworn on March 31, 2021 which are included as appendices to the First Report; and,
- (q) such further and other material as counsel may submit and this Court may permit.

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Date: April 1, 2021

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Lawyers for the Receiver

TO: THE SERVICE LIST

ROYAL BANK OF CANADA

- and -

BACK 40 PICTURES INC.

Applicant

Respondent

Court File No. CV-20-00642755-00CL

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

Proceedings commenced at Toronto

**NOTICE OF MOTION
(returnable April 15, 2021)**

AIRD & BERLIS LLP

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Lawyers for Deloitte Restructuring Inc.

TAB A

ZOOM AND SYNC DETAILS

Join Zoom Meeting

<https://airdberlis.zoom.us/j/93545619786?pwd=REJvMWEvdm1hYmN1dDlyTjlpUVZBUT09>

Meeting ID: 935 4561 9786

Passcode: 109929

One tap mobile

+12042727920,,93545619786#,,,,*109929# Canada

+14388097799,,93545619786#,,,,*109929# Canada

Dial by your location

+1 204 272 7920 Canada

+1 438 809 7799 Canada

+1 587 328 1099 Canada

+1 647 374 4685 Canada

+1 647 558 0588 Canada

+1 778 907 2071 Canada

Meeting ID: 935 4561 9786

Passcode: 109929

Find your local number: <https://airdberlis.zoom.us/u/alOV12NpT>

Sync Link

<https://ln.sync.com/dl/d12c69f90/smc8f7nq-bc2quwh3-spsk4gpe-ipd3wzxa>

TAB B

Court File No. CV-20-00642755-00CL

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

THE HONOURABLE)	THURSDAY, THE 15TH DAY
)	
JUSTICE LAURENCE PATTILLO)	OF APRIL, 2021

B E T W E E N :

ROYAL BANK OF CANADA

Applicant

- and -

BACK 40 PICTURES INC.

Respondent

ORDER

THIS MOTION, made by Deloitte Restructuring Inc. (“**Deloitte**”), in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of certain assets of Back 40 Pictures Inc. (the “**Debtor**”) including all of the books and records of the Debtor used in relation to businesses carried on by the Debtor, including but not limited to the film production known as Rabid, for an Order, amongst other things: (i) if necessary, abridging the time for service and filing of this notice of motion and the motion record or, in the alternative, dispensing with same; (ii) approving the First Report of the Receiver dated March 31, 2021 (the “**First Report**”) and the activities of the Receiver set out therein, including, without limitation, approving the fees

and disbursements of its counsel; and, iii) approving an increase of the maximum amount of the Receiver's Borrowing Charge (as defined in the Receivership Order) from \$100,000 to \$200,000, was heard this day by judicial videoconference due to the COVID-19 emergency via the following Zoom coordinates.

ON READING the First Report and appendices thereto including the fee affidavits of Richard William and Nathan Gates which were each sworn on March 31, 2021 (collectively, the "**Fee Affidavits**"), and on hearing the submissions of counsel for the Receiver, counsel for Royal Bank of Canada and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Christine Doyle, sworn and filed on April 1, 2021.

1. **THIS COURT ORDERS** that the time for service, filing and confirmation of the Notice of Motion, Motion Record and First Report be and is hereby abridged, if necessary, such that this Motion is properly returnable today and that further service thereof is hereby dispensed with.
2. **THIS COURT ORDERS** that the First Report together with the activities of the Receiver as set out therein be and are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel as outlined in the Fee Affidavits be and are hereby approved.
4. **THIS COURT ORDERS** that paragraph 14 of the July 20, 2020 Order of the Honourable Mr. Justice McEwen appointing the Receiver be amended to increase the maximum amount of the Receiver's Borrowing Charge from \$100,000 to \$200,000.

5. **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.

ROYAL BANK OF CANADA

Applicant

- and -

Respondent

BACK 40 PICTURES INC.

Court File No. CV-20-00642755-00CL

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

Proceedings commenced at Toronto

APPROVAL ORDER

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Lawyers for Deloitte Restructuring Inc.

TAB 2

Court File No.: CV-20-00642755-00CL

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

BETWEEN:

ROYAL BANK OF CANADA

Applicant

- and -

BACK 40 PICTURES INC.

Respondent

FIRST REPORT OF DELOITTE RESTRUCTURING INC.

IN ITS CAPACITY AS RECEIVER OF

BACK 40 PICTURES INC.

DATED MARCH 31, 2021

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APPENDICES

APPENDIX “A”	Appointment Order dated July 9, 2020
APPENDIX “B”	Corporation Profile Report
APPENDIX “C”	Statement of Receipts and Disbursements
APPENDIX “D”	Affidavit of Richard Williams
APPENDIX “E”	Affidavit of Nathan Gates

INTRODUCTION AND PURPOSE OF THIS REPORT

1. On July 9, 2020 (the “**Date of Appointment**”), Royal Bank of Canada (“**RBC**”) made an application (the “**Application**”) to the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) for an order appointing Deloitte Restructuring Inc. (“**Deloitte**”) as receiver of the books and records (the “**Records**”) used in relation to the business carried on by Back 40 Pictures Inc. (“**Back 40**” or the “**Company**”), including but not limited to the film production known as Rabid (the “**Production**”) and ascertaining all amounts owing to the Company by Canada Revenue Agency (“**CRA**”) and other governmental authorities (collectively, the “**Property**”).
2. Pursuant to the order of the Honourable Justice McEwen dated July 9, 2020 (the “**Appointment Order**”), Deloitte was appointed as receiver (in such capacity, the “**Receiver**”) of the Records. A copy of the Appointment Order is attached hereto as **Appendix “A”**.
3. The purpose of this first report of the Receiver (the “**First Report**”) is to provide information to the Court with respect to the Receiver’s application for an order:
 - a) Approving the activities of the Receiver since the Date of Appointment as outlined in this First Report;
 - b) Amending paragraph 14 of the Appointment Order to increase the Receiver’s borrowing limit from \$100,000 to \$200,000; and
 - c) Approving the fees and disbursements of the Receiver and its legal counsel.

TERMS OF REFERENCE

4. In preparing this First Report, Deloitte has been provided with, and has relied upon, unaudited, draft and / or internal financial information, the Company's books and records, discussions with the Company's management, shareholders and employees, and information from third-party sources (collectively, the "**Information**"). Except as otherwise described in this First Report:
 - a) Deloitte has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, Deloitte has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards ("**CAS**") pursuant to the *Chartered Professional Accountants Canada Handbook*, and accordingly the Receiver expresses no opinion or other form of assurance contemplated under CAS in respect of the Information.
 - b) Deloitte has filed this First Report solely for the purpose of providing information to this Court. Parties using the First Report other than for the purposes outlined herein are cautioned it may not be appropriate for their purposes.
5. Unless otherwise stated, all dollar amounts contained in this First Report are expressed in Canadian Dollars.
6. Due to restrictions imposed as a result of the COVID-19 pandemic, the Receiver has been unable to perform usual procedures to verify or test information provided by the Company.

BACKGROUND

7. Back 40 was incorporated on February 22, 2016 under the *Ontario Business Corporations Act*. Back 40 is a single-purpose entity incorporated to produce and exploit the Production. The shareholders of Back 40 are Rabid Road Productions Inc. (49.5%) and Somerville House Films 2018 Ltd. (50.5%).
8. A corporation profile report for the Company is attached hereto as **Appendix “B”**. According to the attached reports, the directors and officers of the Company are John Vidette (“**Vidette**”), Paul Allan Lalonde (“**Lalonde**”) and Michael Walker (“**Walker**” and, together with Vidette and Lalonde, the “**Producers**”).
9. Prior to its appointment as Receiver, Deloitte was engaged by RBC to conduct a review of film and video tax credits (the “**Tax Credits**”) in respect of the Production. Deloitte was advised by RBC that the Company’s applications (the “**Applications**”) for the Tax Credits had not been completed due to a shareholder dispute and a shortage of funds to pay tax credit consultants that had been engaged to finalize the Applications.

ACTIVITIES OF THE RECEIVER

10. Since the issuance of the Receivership Order, the Receiver has taken the following steps:
 - a) Engaged Behind the Scenes Services Inc. (“**BTS**”) to complete the Applications, as described in greater detail below;
 - b) Engaged Kay & Warburton Chartered Professional Accountants (“**KWCA**”) to prepare financial statements and tax returns, as described in greater detail below;
 - c) Engaged Aird & Berlis LLP (“**Aird Berlis**”) as the Receiver’s legal counsel;

- d) Issued statutory notices to creditors as required by the *Bankruptcy and Insolvency Act*;
- e) Reviewed and analyzed financial and operational information provided by the Company;
- f) Corresponded with the Company's creditors and suppliers in respect of unpaid amounts and to obtain information required for the Applications;
- g) Corresponded with the Canadian Audio-Visual Certification Office ("CAVCO") and Ontario Creates ("OC"), which are responsible for issuing federal and provincial certificates of eligibility for the Tax Credits;
- h) Corresponded with CRA in respect of an audit of the Company's GST/HST returns;
- i) Submitted additional documentation necessary to satisfy the requirements of a production agreement between the Company and Telefilm Canada ("Telefilm") in order to secure the release of a final financing tranche by Telefilm in the approximate amount of \$210,000; and
- j) Approved the issuance of cost reports, financial statements and tax returns necessary to finalize the Applications.

OVERVIEW OF THE FILM TAX CREDIT PROCESS

11. Film and television tax credit programs are made available at both the provincial and federal levels for expenses incurred by production companies in creating productions. Eligibility for the tax credits requires a review of both expenses and certain eligibility criteria of the production by a provincial or federal body. Applications for Ontario tax

credits are administered by OC. Federally, film and video tax credits are administered by CAVCO.

12. Both OC and CAVCO will issue interim certificates of eligibility for productions to claim applicable tax credits in respect of expenses incurred in a given year. Tax refunds paid in respect of interim certificates are subject to a claw-back in the event a final certificate is not issued by the applicable review body.
13. Tax credit applications are submitted by production companies as part of a corporate income tax return. On receipt of the return and the required eligibility certificates, CRA conducts a review or audit of the application, during which it may request additional information from the production company. As part of an audit process, CRA may issue a proposal letter setting out its position and providing a certain amount of time for the production company to submit additional information. Once this period has expired, CRA will issue a notice of assessment.
14. If the production company disagrees with the assessment issued by CRA, it may file a notice of objection with the Chief of Appeals. Following an additional review, a decision is made by an appeals officer. In the event the production company still wishes to dispute the decision, application must be made to the Tax Court of Canada.

STATUS OF TAX CREDIT APPLICATIONS

15. Prior to the Receiver's appointment, the Records were held by BTS as it had previously been engaged by the Company to assist it in filing the Applications. The Receiver has also corresponded with suppliers and other third parties to obtain additional Records necessary to support the Applications.

16. BTS has submitted all required information for the federal application to CAVCO and has obtained an interim, or “Part A”, certificate. An application for the final, or “Part “B” certificate has been submitted and is pending assignment to a CAVCO analyst for review. The Receiver is unable to provide an estimated timeline for the completion of the “Part B” review process, as CAVCO’s processing timelines have reportedly been extended due to the COVID-19 pandemic.
17. BTS has applied to OC for an interim certificate, also known as a “Certificate of Eligibility.” That application is presently under review by OC. BTS in concert with the Receiver and the Producers has provided additional information in response to questions raised by OC. As with CAVCO, processing timelines at OC have increased as a result of the COVID-19 pandemic. As such, the Receiver is unable to provide an estimate for the receipt of the interim or final certificates from OC.
18. KWCA has filed tax returns, along with the required certificates, for the Company’s tax years ending November 30, 2017, 2018 and 2019. This represents the period in which substantially all of the production costs were incurred. As it appears that a review of the Applications by salient authorities will not be finalized before May 31, 2021, the Receiver has also engaged KWCA to prepare and file tax returns for the 2020 tax year. CRA will not issue a tax credit refund if the Company is non-compliant with income tax or GST/HST filing requirements.
19. The Receiver anticipates that CRA will begin its review of the tax returns filed on receipt of the Certificate of Eligibility. The Receiver will cause the Certificate of Eligibility to be filed once it is issued. Again, the Receiver is unable to provide an estimate as to the timelines of CRA’s review.

RECEIVER'S BORROWINGS

20. Paragraph 14 of the Appointment Order authorizes the Receiver to borrow funds pursuant to Receiver's Certificates in a principal amount not exceeding \$100,000. As at the date of this First Report, the Receiver has borrowed funds in the principal amount of \$91,267.54.
21. The Receiver has determined that the following further steps must be completed in order to finalize the Applications:
 - a) Responding to any additional questions from OC in order to secure the Certificate of Eligibility;
 - b) Submitting an application to OC to secure the final certificate once the Certificate of Eligibility is received;
 - c) Responding to enquiries from CAVCO in respect of the application for a "Part B" certificate;
 - d) Responding to enquiries from CRA in connection with a review or audit of the tax returns;
 - e) Finalizing the submission to Telefilm to secure the final financing tranche;
 - f) Preparing and submitting outstanding income tax and GST/HST returns; and
 - g) Responding to CRA in respect of the GST/HST.
22. The Receiver anticipates the fees and disbursements required to complete the above steps will require the Receiver to borrow additional funds above the current borrowing limit, and requests this Court's approval for an order increasing the Receiver's borrowing limit to \$200,000.

23. RBC has advised the Receiver that it supports the request for an increase in the borrowing limit to \$200,000.

STATEMENT OF RECEIPTS AND DISBURSEMENTS

24. Attached as **Appendix “C”** is an interim Statement of Receipts and Disbursements for the period July 9, 2020 to March 17, 2021. As at March 17, 2021 the Receiver had realized receipts of \$91,267.54, which represent funds borrowed from RBC by way or Receiver’s Certificates, and had made disbursements of \$82,452.12.

FEES AND DISBURSEMENTS OF THE RECEIVER AND ITS LEGAL COUNSEL

25. The Appointment Order provides in paragraph 12 that the Receiver and its legal counsel shall pass their accounts from time to time. The Receiver and its independent legal counsel, Aird Berlis, have each prepared regular accounts, including detailed time records of the amount of time spent.
26. Professional fees and disbursements charged by Deloitte in its capacity as Receiver total \$38,822.35 (exclusive of HST) for the period from July 1, 2020 to January 29, 2021 (the “**Receiver’s Fees**”), as referenced in the affidavit of Richard Williams sworn March 31, 2021, which is attached hereto as **Appendix “D”**.
27. Professional fees and disbursements of Aird Berlis in relation to the administration of the receivership total \$4,789.50 (exclusive of HST) for the period May 26, 2020 to January 31, 2021 (the “**Aird Berlis Fees**”), as set out in the affidavit of Nathan Gates sworn March 31, 2021, which is attached hereto as **Appendix “E”**.

28. The Receiver has reviewed the accounts of Aird Berlis and finds the work performed and charges to be appropriate and reasonable. The Receiver is of the view that all of the time spent by each of Deloitte and Aird Berlis was necessary, reasonable and appropriate.
29. The Receiver is of the view that the quantum of fees and the billing rates charged by each of Deloitte and Aird Berlis are reasonable, given the complexity of the matters in the receivership.
30. The Receiver is seeking this Court's approval of the Receiver's Fees and the Aird Berlis Fees.

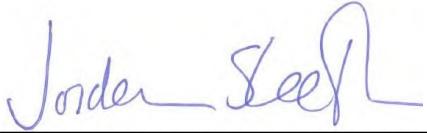
RECEIVER'S RECOMMENDATION TO THE COURT

31. The Receiver therefore recommends that the Court:
 - a) approve the Receiver's actions and activities as set out and described in this First Report;
 - b) approve the Receiver's Fees and the Aird Berlis Fees as set out and described in the fee affidavits; and
 - c) amend paragraph 14 of the Appointment Order to increase the maximum amount of the Receiver's Borrowing Charge from \$100,000 to \$200,000.

All of which is respectfully submitted at Toronto, Ontario this 31st day of March, 2021.

DELOITTE RESTRUCTURING INC.,
Solely in its capacity as Court-Appointed
Receiver of the Books and Records of
Back 40 Pictures Inc., and without
personal or corporate liability

Per:



Jorden Sleeth, CPA,CA, LIT
Senior Vice-President

Per:



Richard Williams, LIT
Vice-President

TAB A

Court File No. CV-20-00642755-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.
JUSTICE MCEWEN

THURSDAY, THE 9TH
DAY OF JULY, 2020

ROYAL BANK OF CANADA

Applicant

and

BACK 40 PICTURES INC.

Respondent

ORDER

THIS APPLICATION made by the Applicant for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “BIA”) and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the “CJA”) appointing Deloitte Restructuring Inc. (“Deloitte”) as Receiver (in such capacity, the “Receiver”) without security, of certain of the assets, undertakings and properties of Back 40 Pictures Inc. (the “Debtor”) acquired for, or used in relation to businesses carried on by the Debtor, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application and the Affidavit of Ivan Bogdanovich, sworn May 28, 2020 and the Exhibits thereto and, on reading the emails of the Directors of Back 40 consenting to the Application, and on reading Deloitte’s consent to act as the Receiver,

SERVICE

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

APPOINTMENT

2. THIS COURT ORDERS that pursuant to section 243(1) of the BIA and section 101 of the CJA, Deloitte is hereby appointed Receiver, without security, of all of the books and records of the Debtor used in relation to businesses carried on by the Debtor (the "Records"), including but not limited to the film production known as Rabid (the "Production") and ascertaining all amounts owing to the Debtor by Canada Revenue Agency and other governmental authorities (collectively the "Property") and facilitating the filing of any necessary tax credit applications.

RECEIVER'S POWERS

3. THIS COURT ORDERS that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the purposes set out above and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Records;
- (b) to receive, preserve, and protect the Records, or any part or parts thereof, including, but not limited to, relocating of Records to safeguard it;
- (c) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (d) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the

Records and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;

- (e) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtor, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

4. THIS COURT ORDERS that (i) the Debtor, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Receiver of the existence of Records in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

5. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate

access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

NO PROCEEDINGS AGAINST THE RECEIVER

6. THIS COURT ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY

7. THIS COURT ORDERS that no Proceeding against or in respect of the Debtor or the Records and proceeds thereof (collectively, "the Property") shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtor or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

8. THIS COURT ORDERS that all rights and remedies against the Debtor, the Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtor to carry on any business which the Debtor is not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtor from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

EMPLOYEES

9. THIS COURT ORDERS that all employees of the Debtor shall remain the employees of the Debtor. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such

amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA.

LIMITATION ON THE RECEIVER'S LIABILITY

10. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

11. THIS COURT ORDERS that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "Receiver's Charge") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

12. THIS COURT ORDERS that the Receiver and its legal counsel shall pass its accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

13. THIS COURT ORDERS that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the standard rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

14. THIS COURT ORDERS that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$100,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "Receiver's Borrowings Charge") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

15. THIS COURT ORDERS that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

16. THIS COURT ORDERS that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the "Receiver's Certificates") for any amount borrowed by it pursuant to this Order.

17. THIS COURT ORDERS that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

SERVICE AND NOTICE

18. THIS COURT ORDERS that the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to

Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL www.insolvencies.deloitte.ca'.

19. THIS COURT ORDERS that if the service or distribution of documents in accordance with the Protocol is not practicable, the Receiver is at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtor's creditors or other interested parties at their respective addresses as last shown on the records of the Debtor and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

20. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

21. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtor.

22. 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.

23. 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, and that the Receiver is authorized and empowered to act as a representative in respect of the within

proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

24. THIS COURT ORDERS that the Plaintiff shall have its costs of this motion, up to and including entry and service of this Order, provided for by the terms of the Plaintiff's security or, if not so provided by the Plaintiff's security, then on a substantial indemnity basis to be paid by the Receiver from the Debtor's estate with such priority and at such time as this Court may determine.

25. 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 Receiver 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.

A handwritten signature in black ink, appearing to read 'McE T.', is written above a horizontal line.

SCHEDULE "A"
RECEIVER CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

1. THIS IS TO CERTIFY that Deloitte Restructuring Inc., the receiver (the "Receiver") of of all of the books and records of Back 40 Pictures Inc. (the "Debtor") used in relation to businesses carried on by the Debtor (the "Records"), appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated the ___ day of _____, 20__ (the "Order") made in an action having Court file number __-CL-_____, has received as such Receiver from the holder of this certificate (the "Lender") the principal sum of \$ _____, being part of the total principal sum of \$ _____ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily][monthly not in advance on the _____ day of each month] after the date hereof at a notional rate per annum equal to the rate of _____ per cent above the prime commercial lending rate of Bank of _____ from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the ____ day of _____, 20__.

DELOITTE RESTRUCTURING INC., solely in its capacity as Receiver of the Records, and not in its personal capacity

Per: _____
Name:
Title:

40216687.2

ROYAL BANK OF CANADA
Applicant and

BACK 40 PICTURES INC.
Respondent

Court File No. CV-20-00642755-00CL

9 July 20

The Order shall go on an unopposed basis as per the draft filed and signed, on an unopposed basis. The Order involves a limited purpose receivership and the provisions are fair and reasonable.



ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

IN THE MATTER OF AN APPLICATION 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.C43,
AS AMENDED

Proceeding commenced at
TORONTO

ORDER

DEVRY SMITH FRANK LLP
Lawyers & Mediators
95 Barber Greene Road, Suite 100
Toronto, Ontario M3C 3E9

JAMES SATIN
LSO #: 44025R

Tel : (416) 449-1400
Fax: (416) 449-7071
james.satin@devrylaw.ca

Lawyers for the Applicant

TAB B

Request ID: 024402686
 Transaction ID: 75124693
 Category ID: UN/E

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2020/04/03
 Time Report Produced: 10:53:47
 Page: 1

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Incorporation Date
2505721	BACK 40 PICTURES INC.	2016/02/22
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address		Date Amalgamated
131 BLOOR ST WEST		NOT APPLICABLE
Suite # 818		Amalgamation Ind.
TORONTO		NOT APPLICABLE
ONTARIO		New Amal. Number
CANADA M5S 1S3		NOT APPLICABLE
Mailing Address		Notice Date
131 BLOOR STREET WEST		NOT APPLICABLE
Suite # 818		Letter Date
TORONTO		NOT APPLICABLE
ONTARIO		Revival Date
CANADA M5S 1S3		NOT APPLICABLE
		Continuation Date
		NOT APPLICABLE
		Transferred Out Date
		NOT APPLICABLE
		Cancel/Inactive Date
		NOT APPLICABLE
		EP Licence Eff.Date
		NOT APPLICABLE
		EP Licence Term.Date
		NOT APPLICABLE
	Number of Directors	Date Commenced
	Minimum	in Ontario
	Maximum	Date Ceased
	00001	in Ontario
	00007	NOT APPLICABLE
Activity Classification		NOT APPLICABLE
NOT AVAILABLE		

Request ID: 024402686
 Transaction ID: 75124693
 Category ID: UNE

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2020/04/03
 Time Report Produced: 10:53:47
 Page: 2

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2505721

BACK 40 PICTURES INC.

Corporate Name History

Effective Date

BACK 40 PICTURES INC.

2016/02/22

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Administrator:
 Name (Individual / Corporation)

Address

PAUL
 ALLAN
 LALONDE

257 CANBORO RD.

RIDGEVILLE
 ONTARIO
 CANADA L0S 1M0

Date Began

First Director

2016/02/22

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

Y

Request ID: 024402686
 Transaction ID: 75124693
 Category ID: UN/E

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2020/04/03
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CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2505721	BACK 40 PICTURES INC.

Administrator: Name (Individual / Corporation)	Address
PAUL ALLAN LALONDE	257 CANBORO RD. RIDGEVILLE ONTARIO CANADA L0S 1M0

Date Began	First Director	Resident Canadian
2016/03/04	NOT APPLICABLE	
Designation	Officer Type	
OFFICER	PRESIDENT	Y

Administrator: Name (Individual / Corporation)	Address
MARY ELLEN NICHOLSON	701 GENEVA STREET Suite # 1304 ST. CATHARINES ONTARIO CANADA L2N 7H9

Date Began	First Director	Resident Canadian
2016/03/04	NOT APPLICABLE	
Designation	Officer Type	
OFFICER	TREASURER	Y

Request ID: 024402686
 Transaction ID: 75124693
 Category ID: UN/E

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2020/04/03
 Time Report Produced: 10:53:47
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CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
2505721	BACK 40 PICTURES INC.

Administrator: Name (Individual / Corporation)	Address
MARY ELLEN NICHOLSON	701 GENEVA STREET Suite # 1304 ST. CATHARINES ONTARIO CANADA L2N 7H9

Date Began	First Director	Resident Canadian
2018/05/31	NOT APPLICABLE	
Designation	Officer Type	
DIRECTOR		Y

Administrator: Name (Individual / Corporation)	Address
JOHN VIDETTE	131 BLOOR ST. W. Suite # 818 TORONTO ONTARIO CANADA M5S 1S3

Date Began	First Director	Resident Canadian
2016/02/22	NOT APPLICABLE	
Designation	Officer Type	
DIRECTOR		Y

Request ID: 024402686
 Transaction ID: 75124693
 Category ID: UN/E

Province of Ontario
 Ministry of Government Services

Date Report Produced: 2020/04/03
 Time Report Produced: 10:53:47
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CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

2505721

BACK 40 PICTURES INC.

Administrator:

Name (Individual / Corporation)

Address

JOHN

131 BLOOR ST. W.

VIDETTE

Suite # 818
 TORONTO
 ONTARIO
 CANADA M5S 1S3

Date Began

First Director

2016/03/04

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

OFFICER

SECRETARY

Y

Administrator:

Name (Individual / Corporation)

Address

MICHAEL

4220 SARAZEN DR.

WALKER

Suite # 21
 BURLINGTON
 ONTARIO
 CANADA L7M 5C6

Date Began

First Director

2016/02/22

NOT APPLICABLE

Designation

Officer Type

Resident Canadian

DIRECTOR

Y

Request ID: 024402686
Transaction ID: 75124693
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2020/04/03
Time Report Produced: 10:53:47
Page: 6

CORPORATION PROFILE REPORT

Ontario Corp Number

2505721

Corporation Name

BACK 40 PICTURES INC.

Administrator:

Name (Individual / Corporation)

MICHAEL

WALKER

Address

4220 SARAZEN DR.

Suite # 21
BURLINGTON
ONTARIO
CANADA L7M 5C6

Date Began

2016/03/04

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

Request ID: 024402686
Transaction ID: 75124693
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2020/04/03
Time Report Produced: 10:53:47
Page: 7

CORPORATION PROFILE REPORT

Ontario Corp Number

2505721

Corporation Name

BACK 40 PICTURES INC.

Last Document Recorded

Act/Code Description

Form

Date

CIA ANNUAL RETURN 2018

1C

2019/05/12 (ELECTRONIC FILING)

THIS REPORT SETS OUT THE MOST RECENT INFORMATION FILED BY THE CORPORATION ON OR AFTER JUNE 27, 1992, AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. ALL PERSONS WHO ARE RECORDED AS CURRENT DIRECTORS OR OFFICERS ARE INCLUDED IN THE LIST OF ADMINISTRATORS.

ADDITIONAL HISTORICAL INFORMATION MAY EXIST ON MICROFICHE.

The issuance of this report in electronic form is authorized by the Ministry of Government Services.

TAB C

District of: Ontario
 Division No.09-Toronto
 Court No.: CV-20-00642755-00CL
 Estate No.: 31-459031

**In the Matter of the Receivership of
 Back 40 Pictures Inc.
 of the City of Toronto, in the Province of Ontario
 Interim Statement of Receipts and Disbursements
 for the Period July 9, 2020 to March 17, 2021**

RECEIPTS

Advances from Secured Creditor	\$ 91,267.54
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TOTAL RECEIPTS	\$ 91,267.54
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DISBURSEMENTS

Accounting Services	\$ 12,000.00
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Consulting Fees	25,000.00
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Federal and Provincial Taxes	
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HST on Disbursements Exclusive of Fees	4,810.00	
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HST on Legal Fees	491.41	
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HST on Receiver's Fees and Costs	3,977.39	9,278.80
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Fees Paid to Official Receiver	70.00
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Fees Paid to CAVCO	1,728.10
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Legal Fees and Disbursements	3,780.00
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Receiver's Fees and Disbursements	30,595.22
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TOTAL DISBURSEMENTS	\$ 82,452.12
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CASH ON HAND	\$ 8,815.42
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TAB D

Court File No.: CV-20-00642755-00CL

ONTARIO SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N :

THE ROYAL BANK OF CANADA

Applicant

- and -

Back 40 Pictures Inc.

Respondent

AFFIDAVIT OF RICHARD WILLIAMS
(sworn March 31, 2021)

I, Richard Williams, of the Town of Whitchurch-Stouffville, in the Province of Ontario,
MAKE OATH AND SAY:

1. I am a Chartered Insolvency and Restructuring Professional qualified to practice in the Province of Ontario, and am a Vice-President of Deloitte Restructuring Inc. ("**Deloitte**"), the Court-appointed receiver (the "**Receiver**") of the books and records of Back 40 Pictures Inc. (the "**Debtor**"). Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. Deloitte was appointed as Receiver pursuant to the Order granted by the Honourable Mr. Justice McEwen dated July 9, 2020 (the "**Appointment Order**").
3. Attached hereto and marked as **Exhibit "A"** is a copy of the invoices rendered by the Receiver in respect of the periods from July 1, 2020 to January 29, 2021. The invoices contain the fees (including details of the billing rates and total hours of each of the members of Deloitte who acted on behalf of the Receiver in these proceedings), disbursements and HST charged by Deloitte in these proceedings.

4. Attached hereto and marked as **Exhibit "B"** is a schedule summarizing the invoices in Exhibit "A", the total billable hours charged, the total fees charged and the average hourly rate charged. The Receiver expended a total of 84.3 hours in connection with this matter during the period from July 1, 2020 to January 29, 2021, giving rise to fees and disbursements totalling \$38,822.35, exclusive of HST.

5. To the best of my knowledge, Deloitte's rates and disbursements are consistent with those in the market for these types of matters and the hourly billing rates charged by Deloitte are comparable to the rates charged by Deloitte for services rendered in similar proceedings.

SWORN BEFORE ME via video conference,
on March 31, 2021.



Commissioner for Taking Affidavits
SANJEEV P. R. MITRA



RICHARD WILLIAMS CIRP, LIT

Attached is Exhibit “A”

Referred to in the

AFFIDAVIT OF RICHARD WILLIAMS

Sworn before me

This 31st day of March, 2021



SANJEEV MITRA

Commissioner for taking Affidavits, etc.


Invoice 8001324367
Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

ATTN: John Vidette
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.
200-8 Adelaide St. W.
Toronto ON M5A 0A9
Canada

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: August 18, 2020
Client No.: 1354033
WBS#: BAC00211
Engagement Partner: Jorden Sleeth

HST Registration : 122893605RT0001

For professional services rendered
Fees

Rendered by Deloitte Restructuring Inc. for the period July 1, 2020 to July 31, 2020, in its capacity as Court-Appointed Receiver of Back 40 Pictures Inc.

Please see attached appendices.

HST applicable	11,874.00
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Expense

Out of pocket Expenses

HST applicable	161.05
Administrative Expense	356.22

Sales Tax

HST at 13.00%	1,610.87
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Total Amount Due (CAD)	14,002.14
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Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.	1354033	8001324367	14,002.14	Payment for invoice 8001324367

Contact:

Please send payment confirmation by email to: receivablesdebitors@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567C

PO Box 4567, Stn A

Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567U

PO Box 4567, Stn A

Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Hours	Rate	Amount
Williams, Richard	Senior Manager	17.9	500.00	8,950.00
Brown, Rose	Consultant	2.3	250.00	575.00
Keene, Ashley	Senior	8.1	290.00	2,349.00
Total Professional Hours and Fees		28.3		11,874.00
Out-of-pocket Expenses				161.05
Total Fees and Expenses (CAD)				12,035.05



Appendix #2

Work performed from July 6 to 31, 2020.

Date	Name	Narrative	Hours
7/6/2020	Williams, Richard	Review email exchanges between J. Vidette, M. Walker. Emails I. Bogdanovich, J. Satin re: OMDC.	0.3
7/7/2020	Williams, Richard	Review J. Vidette email re: OMDC request. Emails M. Walker, J. Vidette.	0.3
7/8/2020	Williams, Richard	Emails J. Vidette, J. Satin, I. Bogdanovich.	0.2
7/9/2020	Williams, Richard	T/c S. Mitra re: court appearance. Email from M. Walker re: producer info. Attend before McEwen J. for hearing of receivership application. Engagement administration. Email T. Walden and J. Sharman re: records. Email M. Walker and J. Vidette. Email L. Antle.	1.5
7/9/2020	Williams, Richard	Emails T. Walden to arrange call tomorrow. Emails J. Vidette, B. Bourret re: OMDC.	0.6
7/9/2020	Brown, Rose	Set up Receivership on Ascend, Open Bank account with RBC. Coordinate mailing.	1.0
7/9/2020	Keene, Ashley	Engagement administration.	1.0
7/10/2020	Williams, Richard	Emails B. Bourret. T/c T. Walden, M. Skolnik. Emails J. Vidette. Email T. Walden, M. Skolnik re: engagement and pre-receivership costs. Review E&O COI and emails J. Vidette.	1.2
7/13/2020	Keene, Ashley	Mailing coordination.	0.2
7/13/2020	Williams, Richard	PPSA search. Prepare creditor listing. Email I. Bogdanovich re: BTS call. Emails J. Vidette, M. Walker. T/c R. Brown. Multiple emails J. Vidette re: insurance issue.	1.7
7/13/2020	Brown, Rose	Transfer and Set up bank account on Ascend. Discuss mailing with A Keene.	0.3
7/14/2020	Brown, Rose	Update spreadsheet and prepare Creditor listing for notice. Send spreadsheet to AKeene for mailing.	1.0
7/14/2020	Williams, Richard	Drafted receivership notice. Email T. Walden re: creditor listing. Email from J. Vidette re: insurance. Review and edit draft engagement letter, t/c T. Walden. Email S. Mitra to review draft. Emails S. Wallis re: meeting tomorrow. Finalize draft statement	1.3
7/14/2020	Williams, Richard	Email T. Walden re: info request. Email to A71 re insurance issue. Emails B. Bourret, L. Antle. T/c and emails T. Walden. Review AP listing and trial balance and research vendor addresses. T/c and emails J. Rebelo, S. Wallis re: insurance issue.	2.0

Date	Name	Narrative	Hours
7/15/2020	Keene, Ashley	Print, label and stuff envelopes; call with R. Brown regarding process and admin.	4.9
7/15/2020	Williams, Richard	Call with S. Wallis re: insurance policy. Emails J. Vidette, M. Walker, D. Santaguida. T/c M. Walker.	0.6
7/15/2020	Williams, Richard	Review fully executed 245 notice. Instructions to associate and serve notice via email. Emails A. Keene, R. Brown re: creditor mailing. Emails A. Hollingsworth re insurance issue. Email from A. Shyhinskyj re: E&O insurance.	0.5
7/16/2020	Williams, Richard	Extensive emails J. Vidette re: insurance issue. Email S. Mitra re: BTS engagement letter. Review S. Mitra edits to engagement letter. Email engagement letter to T. Walden. Ongoing emails M. Walker, J. Vidette. T/c S. Mitra.	1.5
7/16/2020	Williams, Richard	Emails S. Wallis. T/c and email M. Walker re: A71 insurance issue. Email I. Bogdanovich to provide update. Review revised BTS engagement letter and email T. Walden.	0.7
7/16/2020	Keene, Ashley	Complete mailing of creditor notices.	0.6
7/17/2020	Williams, Richard	Review emails M. Walker, J. Rebelo. Email B. Bourret. Emails B. Bourret, M. Walker, J. Vidette.	0.4
7/20/2020	Williams, Richard	Emails M. Walker, J. Vidette, OMDCe re: OMDC portal. T/c and emails with third parties re receivership. Access OMDC portal, email J. Vidette. T/c M. Courtney re: unsecured debt. Emails J. Vidette, OMDC re application portal. T/c and emails T. Walden.	1.2
7/20/2020	Keene, Ashley	Fax order to the OSB.	0.2
7/21/2020	Keene, Ashley	Website update.	0.1
7/21/2020	Williams, Richard	Creditor correspondence. Review insurance policy.	0.4
7/22/2020	Williams, Richard	Review BTS engagement letter, prepare markup and email clean and blackline to T. Walden. Email from T. Walden attaching fully executed copy. Email T. Walden requesting invoices.	0.7
7/23/2020	Keene, Ashley	Affidavit of mailing and estate admin.	1.1
7/27/2020	Williams, Richard	T/c, emails J. Satin and D. Gilbery. Review Media Finance loan statement. Email T. Walden. Emails I. Bogdanovich re: BTS agreement, creditor claims.	0.6
7/28/2020	Williams, Richard	T/c T. Walden - he will send invoices today. Receipt and review of BTS invoices. Emails T. Walden. Email I. Bogdanovich re: funding for BTS.	0.7
7/29/2020	Williams, Richard	Email I. Bogdanovich.	0.1
7/30/2020	Williams, Richard	T/c, emails I. Bogdanovich, T. Walden.	0.2

Date	Name	Narrative	Hours
7/31/2020	Williams, Richard	T/c T. Walden re: invoices, go forward plan. T/c and email I. Bogdanovich. Prepare Receiver's Certificate. T/c and email I. Bogdanovich re: BTS engagement fees. T/c unsecured creditor - T. Keleesi.	1.2
Total			28.3


Invoice 8001345062
Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

ATTN: John Vidette
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.
200-8 Adelaide St. W.
Toronto ON M5A 0A9
Canada

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: September 02, 2020
Client No.: 1354033
WBS#: BAC00211
Engagement Partner: Jorden Sleeth
HST Registration : 122893605RT0001

For professional services rendered
Fees

By Deloitte Restructuring Inc. for the period August 1, 2020 to August 31, 2020, in its capacity as Court-Appointed Receiver of Back 40 Pictures Inc.

Please see attached appendices.

HST applicable	5,575.00
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Expense

Out of pocket Expenses

HST applicable	19.30
Administrative Expense	167.25

Sales Tax

HST at 13.00%	749.00
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Total Amount Due (CAD)	6,510.55
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Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.	1354033	8001345062	6,510.55	Payment for invoice 8001345062

Contact:

Please send payment confirmation by email to: receivablesdebitors@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567C

PO Box 4567, Stn A

Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567U

PO Box 4567, Stn A

Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Hours	Rate	Amount
Williams, Richard	Senior Manager	10.9	500.00	5,450.00
Brown, Rose	Consultant	0.5	250.00	125.00
Total Professional Hours and Fees		11.4		5,575.00
Out-of-pocket Expenses				19.30
Total Fees and Expenses (CAD)				5,594.30



Appendix #2

Work performed from August 1 to 31, 2020

Date	Name	Narrative	Hours
8/5/2020	Williams, Richard	Emails I. Bogdanovich, R. Brown re: advance from secured creditor. Emails with CAVCO. Emails J. Ye.	0.4
8/6/2020	Williams, Richard	Emails J. Ye, T. Walden re: audit. Email S. Pottier re: CAVCO requirements. Emails J. Ye re: CRA audits. Email from J. Ye attaching draft engagement letter and review same. Email S. Mitra. T/c, emails M. Skolnik. T/c S. Mitra.	1.0
8/6/2020	Williams, Richard	Emails M. Skolnik, A. Baird, J. Vidette re: BTS access to OMDC, CAVCO.	0.3
8/7/2020	Williams, Richard	Emails M. Skolnik, R. Wharburton, J. Ye.	0.2
8/7/2020	Williams, Richard	Review email from S. Pottier listing outstanding CAVCO requirements and reply. Email J. Vidette, M. Walker re: DVD and attestation. Forward requirement listing to T. Walden, A. Baird. Review S. Mitra comments on Kuldow Ye engagement letter and revise same	1.0
8/10/2020	Williams, Richard	Emails M. Skolnik, R. Warburton, T. Walden to arrange meeting. Emails from J. Vidette re: CAVCO,OMDC access requests. Email J. Vidette re: attestation / DVD. Email from J. Rebelo confirming acceptance of E&O policy. CC T. Walden, M. Skolink, R. Warburton.	1.0
8/10/2020	Williams, Richard	Emails J. Vidette re: assessment. Review redirected mail. Emails M. Walker, J. Vidette.	0.4
8/11/2020	Williams, Richard	Emails J. Vidette, I. Bogdanovich.	0.1
8/12/2020	Williams, Richard	Receipt and review of KW quote. T/c and emails M. Skolnick, T. Walden.	0.4
8/13/2020	Brown, Rose	Scanning of receipt received and send to RW.	0.1
8/13/2020	Williams, Richard	Email T. Walden re: engagement fee. Emails R. Warburton, I. Bogdanovich. Emails R. Brown, T. Walden. Emails M. Skolnik re: info requests. Upload information received to data room and provide access to BTS. Review and comment on draft KW engagement letter.	1.0
8/14/2020	Williams, Richard	Emails M. Walker, J. Vidette. T/c M. Walker, J. Vidette re: consents for disclosure of personal information.	0.7
8/14/2020	Brown, Rose	Trust Banking Administration - Deposit.	0.3
8/17/2020	Williams, Richard	Receive and review amended engagement letter. Email I. Bogdanovich. Emails R. Warburton, S. Pottier, T. Walden, J. Vidette. Execute engagement letter and return to KWCA. Emails J. Vidette, M. Walker re: CAVCO IDs required for producers.	1.0

Date	Name	Narrative	Hours
8/17/2020	Williams, Richard	Review and respond to J. Vidette remail re: White's.	0.3
8/18/2020	Williams, Richard	Emails M. Walker re: CAVCO IDs, courtesy credit affidavits. Emails A. Baird, J. Ye. Multiple emails J. Vidette, M. Walker re IDs and affidavits. Forward affidavits to S. Pothier.	0.8
8/21/2020	Williams, Richard	Email from T. Walden attaching invoices. Email T. Walden re: progress meeting.	0.2
8/24/2020	Williams, Richard	Email M. Skolnik.	0.1
8/25/2020	Williams, Richard	Emails J. Vidette, A. Baird. Prepare instructions for payment to BTS.	0.5
8/25/2020	Brown, Rose	Review and print disbursement requests.	0.1
8/26/2020	Williams, Richard	Multiple emails J. Vidette, A. Baird. Emails M. Hartley re: assets in receivership.	0.3
8/28/2020	Williams, Richard	Update call with T. Walden, M. Skolnik. Emails J. Vidette, A. Baird, S. Poithier re affidavits and CAVCO IDs. Emails J. Vidette, A. Baird, M. Skolnik re: bank statements.	0.9
8/31/2020	Williams, Richard	Emails J. Vidette re: bank statements. Receipt and review of fax from Dentons re: Whites. Email S. Mitra.	0.3
Total			11.4


Invoice 8001446205
Deloitte LLP

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

ATTN: John Vidette
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.
200-8 Adelaide St. W.
Toronto ON M5A 0A9
Canada

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: November 09, 2020
Client No.: 1354033
WBS#: BAC00211
Engagement Partner: Jorden Sleeth
HST Registration : 133245290RT0001

For professional services rendered
Fees

By Deloitte Restructuring Inc. for the period September 1, 2020 to October 31, 2020, in its capacity as Court-Appointed Receiver of Back 40 Pictures Inc.

Please see attached appendices.

Sales Tax

HST applicable	6,435.00
Administrative Expense	193.05
HST at 13.00%	<u>861.65</u>
Total Amount Due (CAD)	<u>7,489.70</u>



Appendix #1
Summary of Fees

Name	Level	Hours	Rate	Amount
Williams, Richard	Senior Manager	11.5	500.00	5,750.00
Brown, Rose	Consultant	1.2	250.00	300.00
Klein, Emily	Analyst	2.2	175.00	385.00
Total Professional Hours and Fees		14.9		6,435.00
Out-of-pocket Expenses				-
Total Fees and Expenses (CAD)				6,435.00



Appendix #2

Work performed from September 1, 2020 to October 31, 2020

Date	Name	Narrative	Hours
01-09-20	Williams, Richard	Email A. Baird.	0.1
02-09-20	Williams, Richard	Prepare funding request and send same to I. Bogdanovich. Review returned mail.	0.7
02-09-20	Brown, Rose	Input and print disbursement cheques.	0.3
03-09-20	Brown, Rose	Copy Cheques after signing and mail out.	0.1
04-09-20	Williams, Richard	T/c A. Griefenberger re: St. John's Evangelical, an unsecured creditor.	0.2
08-09-20	Williams, Richard	Emails T. Walden, M. Walker re: status update. Emails various parties re: bank statements. Emails from I. Bogdanovich attaching bank statements, send same to A. Baird.	0.5
09-09-20	Williams, Richard	Emails J. Vidette, A. Baird re: OMDC requirements.	0.3
10-09-20	Williams, Richard	Review and comment on NTR engagement letter.	0.2
11-09-20	Williams, Richard	Review and execute revised NTR engagement letter. Email M. Walker. Review incoming mail. Emails A. Baird re: audit questionnaires. A. Baird email re: screen credits.	0.6
16-09-20	Williams, Richard	Emails A. Baird, T. Walden, J. Vidette, M. Walker.	0.4
17-09-20	Williams, Richard	Emails M. Walker, J. Vidette. Emails T. Walden, M. Walker re: meeting Friday. Emails J. Vidette re: Ontario Creates.	0.4
18-09-20	Williams, Richard	Emails A. Baird, I. Bogdanovich re: bank loan statement. T/c T. Walden re meeting today. He will cancel.	0.3
23-09-20	Williams, Richard	Multiple emails A. Baird, J. Vidette re OMDC requirements. Emails D. Gilberry, S. Mitra.	1.5
24-09-20	Williams, Richard	Emails S. Mitra, review stay provisions. T/c S. Mitra re: MFC enforcement issue. Review intercreditor agreement and chain of title docs; emails S. Mitra and A. Baird.	0.9
28-09-20	Williams, Richard	Emails J. Vidette, A. Baird.	0.2
30-09-20	Williams, Richard	Emails A. Baird.	0.2
01-10-20	Williams, Richard	Review emails J. Vidette, A. Baird, P. Lalonde. Emails I. Bogdanovich re: status meeting. Emails A. Baird re: copyright, MFC security.	0.4
02-10-20	Williams, Richard	Emails M. Skolnick, M. Walker, J. Vidette re: accounts receivable.	0.3
05-10-20	Brown, Rose	Prepare wire instruction sheet and send to RW.	0.1

Date	Name	Narrative	Hours
05-10-20	Williams, Richard	T/c I. Bogdanovich.	0.5
07-10-20	Williams, Richard	Emails S. Tamam, R. Brown.	0.2
07-10-20	Brown, Rose	Review email regarding wire rec'd in accounting. To get reimbursement of funds for deposit to Trust Account.	0.1
08-10-20	Williams, Richard	Emails J. Vidette, M. Walker. Emails A. Baird, J. Vidette.	0.2
08-10-20	Brown, Rose	Trust Banking Administration - Disbursement Cheque.	0.3
14-10-20	Williams, Richard	Email A. Baird.	0.1
15-10-20	Williams, Richard	Emails A. Baird.	0.1
21-10-20	Williams, Richard	Emails A. Baird. Review information forwarded by J. Vidette. T/c I. Bogdanovich.	0.5
22-10-20	Williams, Richard	Emails M. Walker, A. Baird.	0.2
23-10-20	Williams, Richard	Emails M. Walker, A. Baird. T/c T. Walden.	0.5
26-10-20	Williams, Richard	Emails A. Baird. Draft letter to Staybridge.	0.4
27-10-20	Williams, Richard	Emails A. Baird, M Walker, J. Vidette.	0.2
28-10-20	Williams, Richard	Emails A. Baird, M. Walker. Review list of transactions without invoice support. Instructions E. Klein.	0.5
29-10-20	Klein, Emily	Converting AP listing to excel and researching and inputting contact information for each vendor. Drafting info request letter for vendors on A/P listing. Preparing mailing list.	2.2
29-10-20	Williams, Richard	Emails E. Klein. Review vendor contact listing and send to A. Baird. Emails A. Baird. Review draft records request letter; emails E. Klein.	0.4
29-10-20	Brown, Rose	Complete the set up of Receipts and Disbursement folder and save Receipts and disbursement on Q Drive. Check on wire correction.	0.3
30-10-20	Williams, Richard	Emails M. Skolnik, A. Baird. Review OMDC funding agreement. Email I. Bogdanovich.	0.5
Total			14.9


Invoice 8001505262
Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

ATTN: John Vidette
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.
200-8 Adelaide St. W.
Toronto ON M5A 0A9
Canada

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: December 10, 2020
Client No.: 1354033
WBS#: BAC00211
Engagement Partner: Jorden Sleeth
HST Registration : 122893605RT0001

For professional services rendered
Fees

By Deloitte Restructuring Inc. for the period November 1, 2020 to November 30, 2020, in its capacity as Court-Appointed Receiver of Back 40 Pictures Inc.

Please see attached appendices.

Sales Tax

HST applicable	5,645.00
Administrative Expense	169.35
HST at 13.00%	<u>755.87</u>
Total Amount Due (CAD)	<u>6,570.22</u>

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.	1354033	8001505262	6,570.22	Payment for invoice 8001505262

Contact:

Please send payment confirmation by email to: receivablesdebitours@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567C

PO Box 4567, Stn A

Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567U

PO Box 4567, Stn A

Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Hours	Rate	Amount
Sleeth, Jordan	Partner	2.8	625.00	1,750.00
Williams, Richard	Senior Manager	6.4	500.00	3,200.00
Brown, Rose	Consultant	1.1	250.00	275.00
Klein, Emily	Analyst	2.4	175.00	420.00
Total Professional Hours and Fees		12.7		5,645.00
Out-of-pocket Expenses				-
Total Fees and Expenses (CAD)				5,645.00



Appendix #2

Work performed from November 1, 2020 to November 30, 2020

Date	Name	Narrative	Hours
02-11-20	Williams, Richard	Email Staybridge re: information request.	0.1
02-11-20	Klein, Emily	Emailing letter regarding outstanding amount owed to contacts on AP listing and preparing mail merge for letters by mail.	1.2
02-11-20	Brown, Rose	Prepare labels and print letter and stuff envelopes for mailing for request invoices.	0.5
03-11-20	Williams, Richard	Emails R. Brown, A. Baird re: information requests.	0.2
03-11-20	Klein, Emily	Organizing and recording down invoice amounts sent by vendors on AP listing regarding the production Rabid.	0.4
03-11-20	Brown, Rose	Seal envelopes and take to mail room. Prepare mail voucher.	0.3
04-11-20	Williams, Richard	Emails re: invoice support. Emails I. Bogdanovich.	0.1
06-11-20	Williams, Richard	Emails A. Baird, T. Kaleesi, E. Seymour, T. Rogano re: invoices.	0.5
06-11-20	Klein, Emily	Compiling invoices received by vendors regarding the production Rabid.	0.3
09-11-20	Williams, Richard	Email M. Walker attaching HPS invoices and review same. Prepare receiver's certificate and send same to I. Bogdanovich. Emails re: invoices.	0.3
10-11-20	Williams, Richard	Emails re supplier invoices.	0.1
11-11-20	Williams, Richard	Emails T. Rogano, M. Walker. Receipt and review of vendor invoices - forward same to A. Baird. T/c I. Bogdanovich.	0.7
12-11-20	Klein, Emily	Summarizing amounts owed to suppliers regarding the production Rabid and following up with vendors who have not responded.	0.5
12-11-20	Williams, Richard	Emails with vendors re invoices. Review J. Vidette emails. Email from E. Klein re: invoices. Review summary listing and emails E. Klein.	0.5
13-11-20	Williams, Richard	Emails D. Gilberry, A. Baird. Review email from I. Bogdanovich. Emails Hamilton Police Services, E. Klein re: emails.	0.4
16-11-20	Williams, Richard	Emails J. Vidette, A. Baird.	0.2
17-11-20	Williams, Richard	Receipt and review of draft management representation letter, cost report, tax returns, and financial statements. Forward same to producers for review.	0.6
18-11-20	Williams, Richard	Email M. Walker.	0.1

Date	Name	Narrative	Hours
19-11-20	Williams, Richard	Review direct mail. Email A. Baird re: invoices.	0.2
19-11-20	Brown, Rose	Scan and send mail rec'd to RW.	0.1
20-11-20	Williams, Richard	Review redirected mail. Review email from M. Skolnik re: 2019 CPTC claim amount. Review emails M. Skolnik, V. Chung re: tax credit calculations.	0.4
20-11-20	Sleeth, Jorden	Review file; review reporting to bank; discuss with R. Williams.	2.5
23-11-20	Williams, Richard	Email M. Walker. Email from E. Klein attaching updated invoice tracker and review same. Email M. Walker, J. Vidette on management letter. Email J. Vidette re: tax returns. Email from M. Skolink attaching calculated impact of producer deferrals.	0.9
24-11-20	Williams, Richard	Emails A. Baird.	0.1
24-11-20	Brown, Rose	Prepare stop payment request, have signed and send to BMO to process and update access.	0.2
25-11-20	Williams, Richard	T/c I. Bogdanovich.	0.3
26-11-20	Williams, Richard	Emails M. Walker. T/c M. Walker, emails I. Bogdanovich. T/c, email J. Sleeth.	0.6
26-11-20	Sleeth, Jorden	Call with R. Williams re: production tax credit application.	0.3
30-11-20	Williams, Richard	Email M. Walker.	0.1
Total			12.7


Invoice 8001586540
Deloitte Restructuring Inc.

Bay Adelaide Centre
8 Adelaide Street West, Suite 200
Toronto ON M5H 0A9

ATTN: John Vidette
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.
200-8 Adelaide St. W.
Toronto ON M5A 0A9
Canada

Tel: (416) 601-6150
Fax: (416) 601-6151
www.deloitte.ca

Date: February 02, 2021
Client No.: 1354033
WBS#: BAC00211
Engagement Partner: Jorden Sleeth
HST Registration : 122893605RT0001

For professional services rendered
Fees

For Professional Services rendered by Deloitte Restructuring Inc. for the period December 1, 2020 to January 29, 2021, in its capacity as Court-Appointed Receiver of Back 40 Pictures Inc.

Please see attached appendices.

Sales Tax

HST applicable	7,987.50
Administrative Expense	239.63
HST at 13.00 %	<u>1,069.53</u>
Total Amount Due (CAD)	<u>9,296.66</u>

Use the following payment methods and ensure your payment contains the details provided in the example.

Client Name	Client#	Invoice#	Amount (CAD)	Comments
Back 40 Pictures Inc. c/o Deloitte Restructuring Inc.	1354033	8001586540	9,296.66	Payment for invoice 8001586540

Contact:

Please send payment confirmation by email to: receivablesdebitors@deloitte.ca, and reference the invoice number(s) paid

Payment Options

1. EFT Payments(remittance email mandatory) :

Preferred Method

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Transit – Institution : 47696-002

Account Number : 1590219

USD Payment

Transit – Institution : 47696-002

Account Number : 1363514

2. Wire Payment :

Bank of Nova Scotia: 44 King Street West, Toronto, Ontario M5H 1H1

CAD Payment

Account Number : 476961590219

Swift Code : NOSCCATT

USD Payment, Beneficiary Bank (Bank of Nova Scotia) :

Account Number : 476961363514

Swift Code : NOSCCATT

Clearing Code : CC000247696

Address: P.O. Box 4234 STN A, Toronto ON M4W 5P6

USD Payment, Intermediary Bank (Bank of America NA) :

Address: 222 Broadway, New York, NY 10038

Account Number : 476961363514

Swift Code : BOFAUS3N

ABA Routing Number : 026009593

Note: Intermediary Bank information may not be required for payments coming from outside the US

3. Online Payment :

Select either Deloitte LLP or Deloitte S.E.N.C.R.L./s.r.l. through your financial institution and quote the seven digits of the Client No. shown above.

Please note we do not accept Interac e-Transfers.

4. Cheque payments, please mail to :

For CAD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567C

PO Box 4567, Stn A

Toronto ON M5W 0J1

For USD Dollar (\$) Payments :

DELOITTE MANAGEMENT SERVICES LP

c/o T04567U

PO Box 4567, Stn A

Toronto ON M5W 0J1



Appendix #1
Summary of Fees

Name	Level	Hours	Rate	Amount
Sleeth, Jordan	Partner	0.3	625.00	187.50
Williams, Richard	Senior Manager	14.5	500.00	7,250.00
Brown, Rose	Consultant	1.5	250.00	375.00
Conorton, Laura	Consultant	0.7	250.00	175.00
Total Professional Hours and Fees		17.0		7,987.50
Out-of-pocket Expenses				-
Total Fees and Expenses (CAD)				7,987.50



Appendix #2

Work performed from December 1, 2020 to January 29, 2021

Date	Name	Narrative	Hours
1-Dec-20	Williams, Richard	T/c, emails M. Walker.	0.2
2-Dec-20	Williams, Richard	Emails M. Skolnick, J. Vidette, I. Bogdanovich, S. Mitra.	0.8
3-Dec-20	Williams, Richard	Emails L. Conorton. Prepare cheque requisition. Emails M. Walker, J. Vidette, M. Skolnick, I. Bogdanovich. T/c S. Mitra, M. Walker.	0.9
3-Dec-20	Conorton, Laura	Trust account maintenance - prepare disbursement.	0.2
4-Dec-20	Williams, Richard	Emails M. Walker, A. Baird.	0.6
7-Dec-20	Williams, Richard	Email from J. Vidette attaching signed tax forms. Email J. Vidette, M. Walker re: management letter and cost report. Emails A. Baird.	0.2
8-Dec-20	Williams, Richard	Emails M. Walker, J. Vidette. T/c M. Walker. Emails A. Baird.	0.7
9-Dec-20	Williams, Richard	Emails M. Walker, M. Skolnick, J. Vidette.	0.2
10-Dec-20	Williams, Richard	Emails A. Baird, V. Chung, M. Walker, J. Vidette. Review revised cost report and FS. T/c M. Walker. Email J. Vidette requesting conference call. Letter I. Bogdanovich.	1.0
11-Dec-20	Williams, Richard	Emails D. Gilberry, I. Bogdanovich. Email from A. Baird advising OMDC COE would be issued soon.	0.3
14-Dec-20	Williams, Richard	Review direct mail and forward customer invoice to A. Baird. Emails J. Vidette, M. Walker.	0.2
16-Dec-20	Williams, Richard	Emails J. Vidette, M. Walker, V. Chung. Review and sign management rep letter.	0.8
4-Jan-21	Williams, Richard	Review of audited cost report, T2 and financial statements. Email E. Roditis re: invoice.	0.5
5-Jan-21	Williams, Richard	Email A. Baird re: deliverables. Emails E. Klein, T. Walden re: CRA trust exam. Reconcile funding requests and anticipated disbursements. Prepare email update to RBC.	1.1
6-Jan-21	Williams, Richard	Emails I. Bogdanovich, S. Mitra. Review emails J. Vidette., A. Baird. T/c and emails T. Walden re HST audit. T/c S. Mitra re: court report and application. Email Ontario Creates - review information request. Email update to D. Gilberry.	1.2
7-Jan-21	Williams, Richard	Emails D. Gilberry, A. Baird. Email I. Bogdanovich. Email from E. Roditis attaching revised invoice. Email E. Roditis.	0.3
8-Jan-21	Williams, Richard	T/c, emails I. Bogdanovich. Letter I. Bogdanovich. Emails I. Bogdanovich, R. Brown. Emails A. Baird, J. Vidette.	1.0
10-Jan-21	Williams, Richard	Emails A. Baird. Prepare cheque requisition.	0.2

Date	Name	Narrative	Hours
11-Jan-21	Brown, Rose	Check to confirm wire received in account.	0.1
11-Jan-21	Williams, Richard	Review email J. Vidette.	0.2
12-Jan-21	Williams, Richard	Reconcile funding requests, email I. Bogdanovich. Emails A. Baird re application fees. Draft interim report of Receiver. Review comments from J. Sleeth and finalize interim report. T/c R. Brown. Emails R. Brown, I. Bogdanovich. Instructions re: report.	1.8
12-Jan-21	Brown, Rose	Trust Banking Administration - Incoming wire,	0.2
12-Jan-21	Sleeth, Jordan	Review s.246 report and SRD.	0.3
13-Jan-21	Brown, Rose	Trust Banking Administration - Disbursement cheque.	0.3
13-Jan-21	Williams, Richard	Emails M. Walker, A. Baird, J. Vidette.	0.2
14-Jan-21	Brown, Rose	Review Disbursements.	0.1
14-Jan-21	Conorton, Laura	Processing wire from Back 40 to DRI	0.5
14-Jan-21	Williams, Richard	Review A. Baird, M. Walker emails re: attestations and waivers. Emails A. Baird, E. Roditis re: records. Review BTS invoice. Arrange payments to KWCA, BTS. Email from J. Vidette attaching waivers. Email from A. Baird re: attestation.	0.7
15-Jan-21	Williams, Richard	Review additional requests from Ontario Creates.	0.1
18-Jan-21	Williams, Richard	Emails A. Baird, M. Walker.	0.2
19-Jan-21	Brown, Rose	Trust Banking Administration - Disbursement cheques.	0.5
19-Jan-21	Williams, Richard	Emails A. Baird re: CAVCO fee.	0.1
21-Jan-21	Williams, Richard	Emails A. Baird, M. Skolnick. Review additional documents provided re: calculation of CAVCO fee. Emails R. Brown.	0.4
26-Jan-21	Williams, Richard	Emails M. Walker.	0.1
28-Jan-21	Brown, Rose	Trust Administration - Disbursement request.	0.3
28-Jan-21	Williams, Richard	Email M. Walker. Email R. Brown.	0.2
29-Jan-21	Williams, Richard	Review emails M. Walker, J. Vidette re: Telefilm. Email A. Baird re: Telefilm deliveries.	0.3
Total			17.0

Attached is Exhibit “B”

Referred to in the

AFFIDAVIT OF RICHARD WILLIAMS

Sworn before me

This 31st day of March, 2021



SANJEEV MITRA

Commissioner for taking Affidavits, etc.

Exhibit "B"

Calculation of Average Hourly Billing Rates
 Deloitte Restructuring Inc.
 for the Period July 1, 2020 to January 29, 2021

Invoice No.	Fees	HST	Total	Hours	Average Rate
8001324367	\$ 12,391.27	\$ 1,610.87	\$ 14,002.14	28.3	\$ 437.85
8001345062	5,761.55	749.00	6,510.55	11.4	505.40
8001446205	6,628.05	861.65	7,489.70	14.9	444.84
8001505262	5,814.35	755.87	6,570.22	12.7	457.82
8001586540	8,227.13	1,069.53	9,296.66	17.0	483.95
Total	\$ 38,822.35	\$ 5,046.92	\$ 43,869.27	84.3	\$ 465.97

TAB E

Court File No. CV-20-00642755-00CL

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

BETWEEN:

ROYAL BANK OF CANADA

Applicant

- and -

BACK 40 PICTURES INC.

Respondent

AFFIDAVIT OF NATHAN GATES
(sworn March 31, 2021)

I, **NATHAN GATES**, of the Town of Aurora, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am a lawyer at Aird & Berlis LLP and, as such, I have knowledge of the matters to which I hereinafter depose. Aird & Berlis LLP has acted as counsel for Deloitte Restructuring Inc., the Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of certain assets of Back 40 Pictures Inc. (the “**Debtor**”) including all of the books and records of the Debtor used in relation to businesses carried on by the Debtor, including but not limited to the film production known as Rabid and continues to do so.
2. Aird & Berlis LLP has prepared statements of account in connection with its fees and disbursements as follows:
 - (a) an account dated August 31, 2020, for the period ending July 31, 2020, for our fees in the amount of \$2,898.45, inclusive of HST and disbursements;

- (b) an account dated November 30, 2020, for the period ending October 31, 2020, for our fees in the amount of \$686.48, inclusive of HST and disbursements; and
- (c) an account dated February 18, 2021, for the period ending January 31, 2021, for our fees in the amount of \$1,827.21, inclusive of HST and disbursements.

(the “**Statements of Account**”).

- 3. Attached hereto and marked as **Exhibit “A”** to this my affidavit are copies of the Statements of Account, which total \$5,412.14, along with a breakdown of timekeepers which have worked on this file. The average hourly rate is \$591.30.
- 5. This Affidavit is made in support of a motion to, *inter alia*, approve the attached account of Aird & Berlis LLP and the fees and disbursements detailed therein, and for no improper purpose.

SWORN by videoconference by Nathan)
 Gates, at the City of Toronto, in the)
 Province of Ontario, before me on March)
 31, 2021, in accordance with O. Reg 431/20,)
 Administering Oath or Declaration)
 Remotely,)



A commissioner, etc.
SANJEEV MITRA



NATHAN GATES

Attached is Exhibit "A"

Referred to in the

AFFIDAVIT OF NATHAN GATES

Sworn before me

This 31st day of March, 2021



SANJEEV MITRA

Commissioner for taking Affidavits, etc.

Court File No. CV-20-00642755-00CL

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

BETWEEN:

ROYAL BANK OF CANADA

Applicant

- and -

BACK 40 PICTURES INC.

Respondent

SUMMARY OF TIME INCURRED

<u>Name</u>	<u>Year of Call</u>	<u>Hours</u>	<u>Rate\$</u>	<u>Value\$</u>
S.P. Mitra	1996	5.80	677.07	3927.00
N.L. Gates	2019	2.30	375.00	862.50

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdberlis.com

Deloitte Restructuring Inc.

File No.: 13945-157479

Client No.: 13945

Matter No.: 157479

Invoice No.: 679172

Date: August 31, 2020

REMITTANCE SLIP

Total Fees	\$2,565.00
Total HST	\$333.45
	<hr/>
AMOUNT TO BE PAID	<u><u>\$2,898.45</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.



Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500 F 416.863.1515
 airdberlis.com

Deloitte Restructuring Inc.
 200-8 Adelaide Street East
 Toronto, ON
 M5H 0A9

Attention: Ms. Linda Stern

Invoice No.: 679172

PLEASE WRITE INVOICE NUMBERS
 ON THE BACK OF ALL CHEQUES
 File No.: 13945/157479
 Client No.: 13945
 Matter No.:157479

August 31, 2020

Re: Back 40 Pictures Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended July 31, 2020

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	26/05/20	0.40	\$270.00	Email exchange and telephone call client
SPM	27/05/20	0.90	\$607.50	Review email from J. Satin and provide comments on draft receivership materials; Telephone call client and email exchange with J. Satin; Email exchange with client
SPM	28/05/20	0.30	\$202.50	Review and provide comments on revised materials to appoint a receiver
SPM	02/06/20	1.00	\$675.00	Review and revise draft Order and email exchange with client and J. Satan
SPM	09/06/20	0.20	\$135.00	Email exchange with client and J. Satin
SPM	09/07/20	0.50	\$337.50	Telephone call client re hearing and preparation for hearing
SPM	16/07/20	0.50	\$337.50	Review and provide comments on engagement letter for Behind the Scenes

TOTAL:	3.80	\$2,565.00
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OUR FEE	\$2,565.00
HST at 13%	\$333.45

AMOUNT NOW DUE	\$2,898.45
-----------------------	-------------------

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

41118673.1

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdberlis.com

Deloitte Restructuring Inc.

File No.: 13945-157479

Client No.: 13945

Matter No.: 157479

Invoice No.: 688250

Date: November 30, 2020

REMITTANCE SLIP

Total Fees	\$607.50
Total HST	\$78.98
	<hr/>
AMOUNT TO BE PAID	<u><u>\$686.48</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

IN ACCOUNT WITH:

AIRD BERLIS

93

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 F 416.863.1515
airdberlis.com

Deloitte Restructuring Inc.
200-8 Adelaide Street East
Toronto, ON
M5H 0A9

Attention: Mr. Richard Williams

Invoice No.: 688250

PLEASE WRITE INVOICE NUMBERS
ON THE BACK OF ALL CHEQUES
File No.: 13945/157479
Client No.: 13945
Matter No.:157479

November 30, 2020

Re: Back 40 Pictures Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended October 31, 2020

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	06/08/20	0.40	\$270.00	Telephone call client and provide comments on draft engagement letter from accountant
SPM	31/08/20	0.20	\$135.00	Review letter from Dentons and respond to same
SPM	24/09/20	0.30	\$202.50	Telephone call R. Williams
TOTAL:		<hr/> 0.90	<hr/> \$607.50	

OUR FEE	\$607.50
HST at 13%	\$78.98
AMOUNT NOW DUE	<hr/> \$686.48 <hr/>

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

42364329.1

REMIT TO:

Aird & Berlis LLP
 Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500
 F 416.863.1515
 airdberlis.com

Deloitte Restructuring Inc.

File No.: 13945-157479

Client No.: 13945

Matter No.: 157479

Invoice No.: 698360

Date: February 18, 2021

REMITTANCE SLIP

Total Fees	\$1,617.00
Total HST	\$210.21
	<hr/>
AMOUNT TO BE PAID	<u><u>\$1,827.21</u></u>

PLEASE REMIT WITH PAYMENT IN CANADIAN FUNDS

This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.



Brookfield Place, 181 Bay Street, Suite 1800
 Toronto, Ontario, Canada M5J 2T9
 T 416.863.1500 F 416.863.1515
 airdberlis.com

Deloitte Restructuring Inc.
 200-8 Adelaide Street East
 Toronto, ON
 M5H 0A9

Attention: Mr. Richard Williams

Invoice No.: 698360

PLEASE WRITE INVOICE NUMBERS
 ON THE BACK OF ALL CHEQUES
 File No.: 13945/157479
 Client No.: 13945
 Matter No.: 157479

February 18, 2021

Re: Back 40 Pictures Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended January 31, 2021.

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	06/01/20	0.30	\$202.50	Telephone call client re status and strategy and email exchange with client
SPM	03/12/20	0.20	\$135.00	Telephone call
NLG	06/01/21	0.10	\$37.50	Exchange correspondence with S. Mitra regarding initial steps in new matter
SPM	06/01/21	0.30	\$208.50	Telephone call client re status and strategy and email exchange with client
NLG	07/01/21	0.30	\$112.50	Telephone call with S. Mitra to discuss background information for matter and responsibilities for next steps
SPM	07/01/21	0.30	\$208.50	Telephone call client re status and strategy; Arrange for notice of motion and order
NLG	08/01/21	1.60	\$600.00	Commence drafting of Court documents, as requested by S. Mitra
NLG	13/01/21	0.30	\$112.50	Continue drafting Court materials; Draft correspondence to S. Mitra attaching draft Court materials for review and comment
TOTAL:		3.40	\$1,617.00	

OUR FEE	\$1,617.00
HST at 13%	\$210.21
AMOUNT NOW DUE	\$1,827.21

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

Applicant

Respondent

Court File No: CV-20-00642755-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

AFFIDAVIT OF NATHAN GATES

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Box 754
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSUC # 37934U)
Tel: (416) 865-3085
Fax: (416) 863-1515
E-mail: smitra@airdberlis.com

Lawyers for the Receiver

TAB 3

SERVICE LIST
DELOITTE / BACK 40
M# 157479

TO: **AIRD & BERLIS LLP**
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

SANJEEV MITRA
Tel: 416.865.3085
Fax: 416.865.1500
Email: smitra@airdberlis.com

Lawyers for the Receiver, Deloitte

AND TO: **DENTONS CANADA LLP**
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON M5K 0A1

ROBERT KENNEDY
Tel: 416.367.6756
Email: robert.kennedy@dentons.com

Lawyers for Whites Location Equipment Supply Inc. and William F. White International Inc.

AND TO: **DEVRY SMITH FRANK LLP**
Lawyers & Mediators
95 Barber Greene Road, Suite 100
Toronto, ON M3C 3E9

JAMES SATIN
Tel: 416.449.1400
Fax: 416.449.7071
Email: satin@devrylaw.ca

Lawyers for the Applicant, Royal Bank of Canada

AND TO: CANADA REVENUE AGENCY
c/o Department of Justice
The Exchange Tower
130 King Street West
Suite 3400
Toronto, ON M5X 1K6

DIANE WINTERS
Tel: 416.973.3172
Email: diane.winters@justice.gc.ca

AND TO: MINISTRY OF FINANCE
Legal Services, 11th Flr.
777 Bay St.
Toronto, Ontario M5G 2C8

Email: insolvency.unit@ontario.ca

AND TO: MEDIA FINANCE CAPITAL LTD.
22Manchester Square
London, England W1U 3PT

David Gilbery
Tel: +44 (0) 207.725.1205
Email: david@mediafinancecapital.com

AND TO: ACTRA PERFORMERS' RIGHTS SOCIETY
625 Church Street, Suite 300
Toronto, ON M4Y 2G1

Tel: 416.489.1311
Email: prs@actra.ca

AND TO: AMCOMRI LIMITED PARTNERSHIP
Olympus House Olympus Avenue
Leamington Spa
Warwickshire, England CV34 6BF

AND TO: FILM FINANCE CANADA LTD.
250 The Esplanade, Suite 204
Toronto, ON M5A 1J2

Tel: 416.778.6397
Fax: 416.406.7418

robert.kennedy@dentons.com; satin@devrylaw.ca; smitra@airdberlis.com;
diane.winters@justice.gc.ca; insolvency.unit@ontario.ca; david@mediafinancecapital.com;
prs@actra.ca

ROYAL BANK OF CANADA

- and -

BACK 40 PICTURES INC.

Applicant

Respondent

Court File No. CV-20-00642755-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

MOTION RECORD
(returnable April 15, 2021)

AIRD & BERLIS LLP

Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSUC # 37934U)

Tel: (416) 865-3085

Fax: (416) 863-1515

E-mail: smitra@airdberlis.com

Lawyers for Deloitte Restructuring Inc.