

JAN 22 2025

HALIFAX, N.S.

2025

Hfx No. 539955

SUPREME COURT OF NOVA SCOTIA

In the matter of the receivership of Annapolis Management, Inc., Ruby, LLP, BSL Holdings Limited, 3337151 Nova Scotia Limited and 4551650 Nova Scotia Limited

Between:

Douro Capital Limited, Graysbrook Capital Limited, Atlantic Central, League Savings and Mortgage Company, Assumption Mutual Life Insurance Company and 3046475 Nova Scotia Limited

Applicants

- and -

Annapolis Management, Inc., Ruby, LLP, BSL Holdings Limited, 3337151 Nova Scotia Limited and 4551650 Nova Scotia Limited

Respondents

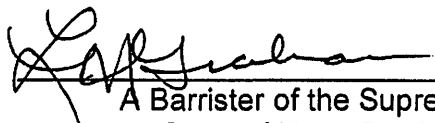
Affidavit of Marc Dunning

I, Marc Dunning, of Halifax, Nova Scotia, make oath and say as follows:

1. I am co-counsel to the Applicants in this proceeding.
2. I have personal knowledge of the matters herein deposed to except where otherwise stated to be based on information and belief.
3. I state, in this affidavit, the source of any information that is not based on my own personal knowledge, and I state my belief of the source.
4. On January 20, 2025, the Applicants filed the following documents with the Court in this proceeding:
 - Notice of Application in Chambers, including draft order,
 - affidavit of Mark Horne,
 - affidavit of Marc Dunning re Graysbrook Capital Limited notices of intention,
 - affidavit of Marc Dunning re due diligence searches, and
 - redline of draft order showing proposed changes from model order,collectively the "January 20 Filed Documents".
5. On January 20, 2025 at 3:32 p.m. I emailed the January 20 Filed Documents to the parties on the service list (the "Service List") and others. A copy of my email and a copy of the Service List is attached as Exhibit "A".

6. There was a typo in the email address for Josh Santimaw and he did not receive the January 20 Filed Documents until January 21, 2025. Attached as Exhibit "B" is a copy of his email acknowledging receipt.
7. On January 21, 2025, the Applicants filed the following documents with the Court in this proceeding:
 - Memorandum of Fact and Law,
 - Book of Authorities, and
 - Supplemental Pre-Filing Report from Grant Thornton Limited,collectively the "January 21 Filed Documents".
8. On January 21, 2025 at 4:24 p.m. I emailed the January 21 Filed Documents to the parties on the Service List and others. A copy of my email is attached as Exhibit "C".

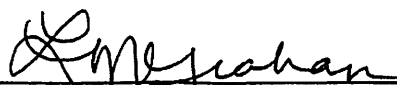
SWORN TO at Halifax, Province of
Nova Scotia, this 22nd day of
January, 2025, before me:


A Barrister of the Supreme
Court of Nova Scotia


Marc Dunning

LAURA GRAHAM
A Barrister of the Supreme
Court of Nova Scotia

This is Exhibit "A" referred to in the
Affidavit of Marc Dunning sworn
before me on January 22, 2025

A handwritten signature in black ink, appearing to read 'Laura Graham', written over a horizontal line.

A Barrister of the Supreme
Court of Nova Scotia

LAURA GRAHAM
A Barrister of the Supreme
Court of Nova Scotia

Marc Dunning

From: Marc Dunning
Sent: Monday, January 20, 2025 3:32 PM
To: 'dokeefe@okeefesullivan.com'; Marc Dunning; 'Phil.Clarke@doane.gt.ca'; 'Liam.Murphy@doane.gt.ca'; 'JSantimaw@boyneclake.ca'; 'Stephane.peladeau@cibc.ca'; 'bkofman@ksvadvisory.com'; 'isutherland@stewartmckelvey.com'; 'Stephen.Kingston@mcinnescooper.com'; 'frontdesk@parkerplumbing.ca'; 'Mike.maclean@cra-arc.gc.ca'; 'mbeaubien@coxandpalmer.com'; 'Lauriecaryi76@gmail.com'
Cc: Megan Taylor; Melissa De Caria; Mark Horne; Mike Caron; 'louis@sonicentertainmentgroup.com'; 'Andre.belanger@assumption.ca'
Subject: Application for Receivership Order - Annapolis Management, Inc., Ruby, LLP, BSL Holdings Ltd., 3337151 Nova Scotia Limited and 4551650 Nova Scotia Limited
Attachments: Signed Notice of Application.pdf; Sworn Affidavit of Marc Dunning.pdf; Red-Line Copy of Receivership Order.pdf

We represent the Applicant creditors in this proceeding who are seeking a Court-appointed receiver over all of the assets of Annapolis Management, Inc., Ruby, LLP, BSL Holdings Ltd., 3337151 Nova Scotia Limited and 4551650 Nova Scotia Limited.

The application is scheduled for Friday January 24, 2025 at 9:30 a.m. at the Law Courts, 1815 Upper Water Street, Halifax, Nova Scotia (Tel: 902-424-4900).

The following documents supporting the application are being filed with the Court today and are hereby served on you by this email:

- Notice of Application In Chambers including draft order, attached
- Affidavit of Mark Horne: <https://acrobat.adobe.com/id/urn:aaid:sc:VA6C2:4d7934e6-7de4-4df6-92df-b48135f1e357>
- Affidavit of Marc Dunning re Graysbrook Capital notices of intention, attached
- Affidavit of March Dunning re due diligence searches: <https://acrobat.adobe.com/id/urn:aaid:sc:VA6C2:325711a6-5d09-4941-ae2e-e536a51f3c3e>
- Redline of draft order showing proposed changes from standard form order, attached

Further filings including our brief and additional affidavits will follow.

Regards,

BURCHELL WICKWIRE BRYSON ^{LLP}
lawyers | avocats

Marc Dunning, P.Eng.
he/him | Partner
1900 - 1801 Hollis Street, Halifax, NS B3J 3N4
T (902) 482-7017 | F (902) 420-9326 | www.bwbllp.ca

Moving Notice: Please note our new address for mail and deliveries: 1900 – 1801 Hollis Street, Halifax, NS B3J 3N4

Service List

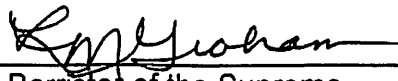
Name	Contact
<p>Douro Capital Limited Graysbrook Capital Limited League Savings and Mortgage Company Atlantic Central Assumption Mutual Life Insurance Company 3046475 Nova Scotia Limited</p> <p>Applicants</p>	<p>Counsel for the Applicants</p> <p>Darren O'Keefe O'Keefe Sullivan 80 Elizabeth Avenue, Suite 202 St. John, NL A1A 1W7 dokeefe@okeefesullivan.com</p> <p>Marc Dunning Burchell Wickwire Bryson LLP 1900-1801 Hollis Street Halifax, NS B3J 3N4 mdunning@bwblp.ca</p>
<p>Grant Thornton Limited 1675 Grafton Street Halifax, NS B3J 0E9</p> <p>Proposed Receiver</p>	<p>Phil Clarke Phil.Clarke@doane.gt.ca</p> <p>Liam Murphy Liam.Murphy@doane.gt.ca</p>
<p>Annapolis Management, Inc. Ruby, LLP BSL Holdings Limited 3337151 Nova Scotia Limited 4551650 Nova Scotia Limited</p> <p>Respondents</p>	<p>Josh Santimaw BoyneClake LLP 99 Wyse Road, Unit 600 Dartmouth, NS B3A 4S5 JSantimaw@boyneclake.ca</p>
<p>CIBC 1809 Barrington Street Halifax, NS B3J 1X7</p>	<p>Stephane Peladeau Stephane.peladeau@cibc.ca</p>
<p>Saltwire Network Inc.</p>	<p>Bobby Kofman KSV Restructuring Inc. 220 Bay Street Toronto, ON M5J 2W4 bkofman@ksvadvisory.com</p>
<p>778938 Ontario Limited 81A Ronald Avenue Toronto, ON M6E 4M9</p>	<p>Ian Sutherland isutherland@stewartmckelvey.com</p>

Name	Contact
Bank of Montreal	Stephen Kingston McInnes Cooper 1300-1969 Upper Water Street Halifax, NS B3J 3R7 Stephen.Kingston@mcinnescooper.com
Parker Plumbing and Heating Limited 50 Thornhill Drive, Unit 7 Dartmouth, NS B3B 1R9	frontdesk@parkerplumbing.ca
Canada Revenue Agency 145 Hobson Lake Drive Halifax, NS B3S 0H9	Mike MacLean Mike.maclean@cra-arc.gc.ca
Estate of Steven Caryl	Marc Beaubien Cox and Palmer Nova Centre, South Tower 1500-1625 Grafton Street Halifax, NS B3J 0E8 mbeaubien@coxandpalmer.com Laurie Caryl Lauriecaryl76@gmail.com

Email List

dokeefe@okeefesullivan.com; mdunning@bwblp.ca; Phil.Clarke@doane.gt.ca;
Liam.Murphy@doane.gt.ca; JSantimaw@boyneclake.ca;
Andre.belanger@assumption.ca; Stephane.peladeau@cibc.ca;
bkofman@ksvadvisory.com; lsutherland@stewartmckelvey.com;
louis@sonicentertainmentgroup.com; Stephen.Kingston@mcinnescooper.com;
frontdesk@parkerplumbing.ca; Mike.maclean@cra-arc.gc.ca;
mbeaubien@coxandpalmer.com; Lauriecaryl76@gmail.com

This is Exhibit "B" referred to in the
Affidavit of Marc Dunning sworn
before me on January 22, 2025

A handwritten signature in black ink, appearing to read "Laura Graham", written over a horizontal line.

A Barrister of the Supreme
Court of Nova Scotia

LAURA GRAHAM
A Barrister of the Supreme
Court of Nova Scotia

Marc Dunning

From: Joshua Santimaw <JSantimaw@boyneclarke.ca>
Sent: Tuesday, January 21, 2025 12:39 PM
To: Marc Dunning
Subject: Caryi Group



Warning: This is an external email.

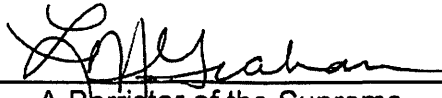
Dear Marc,

I received an email from my client a short time ago containing an unfiled application. I did not receive this application originally because my email address is wrong in the schedule "A" and in the email you sent attaching it.

I deem it received today at this time.

Thanks,

This is Exhibit "C" referred to in the
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before me on January 22, 2025

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A Barrister of the Supreme
Court of Nova Scotia

LAURA GRAHAM
A Barrister of the Supreme
Court of Nova Scotia

Marc Dunning

From: Marc Dunning
Sent: Tuesday, January 21, 2025 4:24 PM
To: tcgillis@yahoo.ca; mcaron@cua.com; mhorne@aclsm.ca; Andre.belanger@assumption.ca; louis@sonicentertainmentgroup.com; dokeefe@okeefesullivan.com; mtaylor@okeefesullivan.com; Marc Dunning; Phil.Clarke@doane.gt.ca; Liam.Murphy@doane.gt.ca; skour@reconllp.com; JSantimaw@boyneclarke.ca; Stephane.peladeau@cibc.ca; bkofman@ksvadvisory.com; isutherland@stewartmckelvey.com; Stephen.Kingston@mcinnescooper.com; frontdesk@parkerplumbing.ca; Mike.maclean@cra-arc.gc.ca; mbeaubien@coxandpalmer.com; Lauriecaryi76@gmail.com
Subject: Application for Receivership Order - Annapolis Management, Inc., Ruby, LLP, BSL Holdings Ltd., 3337151 Nova Scotia Limited and 4551650 Nova Scotia Limited
Attachments: Hfx No. 539955 - Court Issued Supplement to Pre-Filing Receiver's Report.pdf; Hfx No. 539955 - Court Issued Memorandum of Fact & Law.pdf; Hfx No. 539955 - Court Issued Book of Authorities.pdf

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- Memorandum of Fact and Law, attached
- Book of Authorities, attached

Regards,

BURCHELL WICKWIRE BRYSON ^{LLP}
lawyers | avocats

Marc Dunning, P.Eng.

he/him | Partner

1900 - 1801 Hollis Street, Halifax, NS B3J 3N4

T (902) 482-7017 | F (902) 420-9326 | www.bwbllp.ca

Moving Notice: Please note our new address for mail and deliveries: 1900 – 1801 Hollis Street, Halifax, NS B3J 3N4

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