



This is the 1st affidavit
of Chelsea Denton in this case
and was made on 09/JUN/2025

NO. S-253695
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE INTERIM RECEIVERSHIP OF
TITANIUM AUTOGROUP LTD.**

BETWEEN:

THE TORONTO-DOMINION BANK

PETITIONER

AND:

TITANIUM AUTOGROUP LTD.

RESPONDENT

AFFIDAVIT OF SERVICE

I, **CHELSEA DENTON**, of 250 Howe Street, 20th Floor, Vancouver, BC, Legal Assistant, SWEAR THAT:

1. I am employed by the law firm of Dentons Canada LLP ("**Dentons**"), solicitors for The Toronto-Dominion Bank ("**TD Bank**"), and as such have personal knowledge of the matters herein deposed to, except those facts which I say are based upon information and belief and as to those facts I verily believe them to be true.

2. On June 4, 2025, The applicants filed the following materials in this proceeding with the Supreme Court of British Columbia, Vancouver Registry:

(a) Notice of Application, filed June 4, 2025; and

(b) Affidavit #2 of Amanda Bezner, filed June 4, 2025.

(Collectively referred to as the "**Application Materials**")

Service of Application Materials

3. Service List prepared for the purpose of providing notice of this Notice of Application.

4. On June 4, 2025 I served the Application Materials by email as follows:
 - (a) to the Service List, attached hereto and marked as **Exhibit "A"** is the Service List and my email to same attaching the Application Materials;
5. On June 4, 2025, I served the Application Materials by courier and registered mail as follows:
 - (a) a letter (each a "**Letter**") dated June 4, 2025 from Sarah Lam of Dentons Canada LLP to Tricor Lease & Finance Corp., GB Auctions Inc., Meridian Onecap Credit Corp., and PHI Estate trust enclosing the Documents; and
 - (b) Letter dated June 4, 2025 Sarah Lam of Dentons Canada LLP to The Bank of Nova Scotia enclosing the Documents; and
 - (c) Letter dated June 4, 2025 Sarah Lam of Dentons Canada LLP to the Office of the Deputy Attorney General of Canada enclosing the Documents.
6. I served the Application Materials referred to in paragraph 2 of this affidavit by:
 - (a) causing the Documents and the Letter to be mailed on June 4, 2025, to the attention of Tricor Lease & Finance Corp., by courier and registered mail, to 505-330 Bay Street Toronto ON, M5H 2S8 and 105-3100 Rutherford Road, Vaughan, ON, L4K 0G6; and
 - (b) causing the Documents and the Letter to be mailed on June 4, 2025, to the attention of GB Auctions, Inc., by courier and registered mail, to 2215 Hayford Road, Spokane, WA 99224, USA; and
 - (c) causing the Documents and the Letter to be mailed on June 4, 2025, to the attention of Meridian Onecap Credit Corp., by courier and registered mail, to 204-3185 Willingdon Green, Burnaby,, BC, V5G 4P3 and 2900-550 Burrard Street, Vancouver, BC, V6C 0A3; and
 - (d) causing the Documents and the Letter to be mailed on June 4, 2025, to the attention of PHI Estate Trust, by courier and registered mail, to 2205 Chairlift Road, West Vancouver BC, V7S 2T4; and
 - (e) causing the Documents and the Letter to be mailed on June 4, 2025, to the attention of The Bank of Nova Scotia, by courier, to 500-120 King Street West, Hamilton ON, L8P 4V2; and

- (f) causing the Documents and the Letter to be mailed on June 4, 2025, to the attention of Office of the Deputy Attorney General of Canada, by courier, to 284 Wellington Street, Ottawa, ON, K1A 0H8. Copies of the Letter enclosing the Application Materials attached hereto and marked as **Exhibit "B"**.

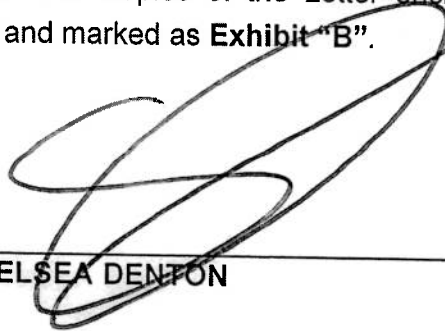
SWORN BEFORE ME at Vancouver, BC, on
09/JUN/2025.



A Commissioner for taking Affidavits within
British Columbia

NICHOLAS TSANG
ARTICLING STUDENT

DENTONS CANADA LLP
Barristers & Solicitors
20th Floor, 250 Howe Street
Vancouver, B.C. V6C 3R8
Telephone (604) 687-4460



CHELSEA DENTON

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE INTERIM RECEIVERSHIP OF
TITANIUM AUTOGROUP LTD.

BETWEEN:

THE TORONTO-DOMINION BANK

PETITIONER

This is Exhibit "A" referred to in the
affidavit of Chelsea Denton
sworn before me at ... Vancouver, B.C.
this 9 day of June 2025.
TITANIUM AUTOGROUP LTD.

.....
A Commissioner for taking Affidavits
for British Columbia

RESPONDENT

SERVICE LIST

[updated as at June 5, 2025]

<p>RICHARDS BUELL SUTTON LLP 700-401 West Georgia Street Vancouver BC V6B 5A1</p> <p>Attention: Daniel D. Nugent Email: DNugent@rbs.ca</p> <p><i>Lawyer for Titanium Autogroup Ltd.</i></p>	<p>DENTONS CANADA LLP 250 Howe St, 20th Floor Vancouver BC V6C 3R8</p> <p>Attention: Robert Kennedy / Valerie Cross / Eamonn Watson / Sarah Lam</p> <p>Emails: robert.kennedy@dentons.com valerie.cross@dentons.com eamonn.watson@dentons.com sarah.lam@dentons.com avic.arenas@dentons.com chelsea.denton@dentons.com</p> <p><i>Lawyers for the Toronto-Dominion Bank</i></p>
<p>DELOITTE RESTRUCTURING INC. 410 West Georgia Street Vancouver BC V6B 0S7</p> <p>Attention: Jeff Keeble / Phil Reynolds / Kaleb Butt / Aveshin Govender</p> <p>Emails: jkeeble@deloitte.ca philreynolds@deloitte.ca kbutt@deloitte.ca avegovender@deloitte.ca</p> <p><i>Court appointed Interim Receiver</i></p>	<p>OWEN BIRD LAW CORPORATION Vancouver Centre II 29th Floor 733 Seymour Street P.O. Box 1 Vancouver BC V6B 0S6</p> <p>Attention: Scott H. Stephens</p> <p>Email: sstephens@owenbird.com</p> <p><i>Lawyer for Court appointed Interim Receiver, Deloitte Restructuring Inc.</i></p>

TITANIUM AUTOGROUP LTD. 19675 60th Ave Langley BC V3A 3Z6 1750 - 1055 West Georgia Street P.O. BOX 11125 Vancouver BC V6E 3P3 Email: derek@titaniumautogroup.ca	DEREK T. SCHERK 19676 20 Avenue Langley BC V2Z 1Z3 Email: derek@titaniumautogroup.ca
JESSICA Q. PHAN 19677 Willowbrook Drive Langley BC V2Y 1A5 Email: jessphan@hotmail.com	LINDSAY KENNEY LLP 1500-401 West Georgia Street Vancouver BC V6B 5A1 Attention: Reilly Pollard Email: RPollard@lklaw.ca <i>Lawyer for Jessica Phan</i>
OFFICE OF THE SUPERINTENDENT IN BANKRUPTCY 2000-300 West Georgia Street Vancouver BC V6B 6E1 Email: osbservice-bsfservice@ised-isde.gc.ca	BRITISH COLUMBIA REGIONAL OFFICE DEPARTMENT OF JUSTICE CANADA 900-840 Howe Street Vancouver BC V6Z 2S9 Telephone: 604-666-2061 Fax: 604-666-2760 TDD: 604-666-1511 Email: agc_pgc_vancouver@justice.gc.ca
ATTORNEY GENERAL IN THE CITY OF VICTORIA Deputy Attorney General Ministry of Attorney General PO Box 9290 Stn Prov Govt Victoria BC V8W 9J7	PHI ESTATE TRUST 2205 Chairlift Road West Vancouver BC V7S 2T4
GB AUCTIONS, INC. 2215 Hayford Road Spokane WA 99224 United States of America	MERIDIAN ONECAP CREDIT CORP. 204-3185 Willingdon Green Burnaby BC V5G 4P3 2900-550 Burrard Street Vancouver BC V6C 0A3
TRICOR LEASE & FINANCE CORP. 505-330 Bay Street Toronto ON M5H 2S8 105-3100 Rutherford Road Vaughan ON L4K 0G6	THE BANK OF NOVA SCOTIA 500-120 King Street West Hamilton ON L8P 4V2
1192713 B.C. LTD. 52-13370 78 Avenue Surrey BC V3W 0H6 Attention: Shweta Kapoor Email: shweta@elegantglass.ca <i>Landlord to 19675 60th Avenue, Langley, BC</i>	MYER-BEA HOLDINGS LTD. c/o Turner Meakin Management Company Ltd. 300-1177 W Broadway Vancouver BC V6G 1G3 <i>Landlord to 19602 Fraser Highway, Langley, BC</i>

0967269 B.C. LTD.

19368 Fraser Highway
Surrey BC V3S 6K6

*Landlord to 101/102-6001 196A Street, Langley,
BC*

EMAIL SERVICE LIST:

dnugent@rbs.ca; robert.kennedy@dentons.com; valerie.cross@dentons.com;
eamonn.watson@dentons.com; sarah.lam@dentons.com; avic.arenas@dentons.com;
chelsea.denton@dentons.com; nav.sidhu@dentons.com; jkeable@deloitte.ca; philreynolds@deloitte.ca;
kbutt@deloitte.ca; avegovender@deloitte.ca; sstephens@owenbird.com; derek@titaniumautogroup.ca;
derek@titaniumautogroup.ca; jessphan@hotmail.com; osbservice-bsfservice@ised-isde.gc.ca;
agc_pgc_vancouver@justice.gc.ca; rpollard@klaw.ca; shweta@elegantglass.ca;

Denton, Chelsea

From: Denton, Chelsea
Sent: Wednesday, June 4, 2025 4:21 PM
To: dnugent@rbs.ca; Kennedy, Robert; Cross, Valerie; Watson, Eamonn; Lam, Sarah; Arenas, Avic; Denton, Chelsea; Sidhu, Nav; jkeebble@deloitte.ca; philreynolds@deloitte.ca; kbutt@deloitte.ca; avegovender@deloitte.ca; derek@titaniumautogroup.ca; derek@titaniumautogroup.ca; jessphan@hotmail.com; osbservice-bsfservice@ised-isde.gc.ca; agc_pgc_vancouver@justice.gc.ca; rpollard@lklaw.ca; shweta@elegantglass.ca
Subject: In the Matter of the Interim Receivership of Titanium Autogroup Ltd. | SCBC Action No. S-253695, Vancouver Registry
Attachments: 2025-06-04 _ Notice of Application (Receivership), returnable June 10, 2025 (1).pdf; 2025-06-04 _ Affidavit #2 of Amanda Bezner (3).pdf; Draft Form Receivership Order.pdf; Redline - Model Receivership Order (2)-87137734-v1 and 2025-06-10 Draft Receivership Order (Titanium)-87137734-v5.pdf; Application Record Index (June 10, 2025).pdf; Book of Authorities (June 10, 2025).pdf

To the Service List:

Please find attached for service upon you, copies of the following:

1. Notice of Application, filed June 4, 2025;
2. Affidavit #2 of A. Bezner, made June 4, 2025;
3. Draft Receivership Order;
4. Blackline to Model Receivership Order;
5. Application Record Index; and
6. Book of Authorities Index.

Kindly advise if you plan on attending.

Thank you,
Chelsea

Chelsea Denton
Legal Assistant

My pronouns are: She/Her/Hers

📞 +1 604 691 6457

chelsea.denton@dentons.com | Website

Dentons Canada LLP | 20th Floor, 250 Howe Street, Vancouver, BC, V6C 3R8, Canada



Our Legacy Firms | Client Experience (CX)

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CANADA'S GLOBAL LAW FIRM
Creative people. Intelligent solutions.



Sarah Lam
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Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

dentons.com

June 4, 2025

File No. 127469-1804

DELIVERED VIA REGISTERED MAIL

AND VIA REGULAR COURIER

TRICOR LEASE & FINANCE CORP.
330 Bay Street, Ste 505
Toronto, ON M5H 2S8

MERIDIAN ONECAP CREDIT CORP.
204 - 3185 Willingdon Green
Burnaby, BC V5G 4P3

TRICOR LEASE & FINANCE CORP.
3100 Rutherford Road – Suite 105
Vaughan, ON L4K 0G6

MERIDIAN ONECAP CREDIT CORP.
2900 – 550 Burrard Street
Vancouver, BC V6C 0A3

GB AUCTIONS, INC.
2215 Hayford Road
Spokane, WA
99224 United States of America

PHI ESTATE TRUST
2205 Chairlift Road
West Vancouver, BC V7S 2T4

Dear Sirs/Madams:

Re: In the Matter of the Interim Receivership of Titanium Autogroup Ltd.,
S.C.B.C. Action No. S-253695, Vancouver Registry

We are counsel for The Toronto-Dominion Bank in the above matter. Pursuant to s. 9(1) of the *Business Corporations Act*, enclosed for service upon you the following documents:

1. Notice of Application, filed June 4, 2025;
2. Affidavit #2 of Amanda Bezner, made June 4, 2025;
3. Draft Form Receivership Order;
4. Blackline to Model Receivership Order;
5. Application Record Index; and
6. Book of Authorities Index.

This is Exhibit " B " referred to in the
affidavit of Chelsea Denton
sworn before me at Vancouver, B.C.
this 9 day of June 2025
.....
A Commissioner for taking Affidavits
for British Columbia

Kindly acknowledge service of these documents by emailing the writer.

Yours truly,

Dentons Canada LLP

DocuSigned by:

Sarah Lam
7480Q5F8A3804ED...
Sarah Lam
Associate

Enclosures



Sarah Lam
Associate
sarah.lam@dentons.com
D +1 416 863 4689

Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

dentons.com

June 4, 2025

File No. 127469-1804

DELIVERED VIA REGISTERED COURIER

Office of the Deputy Attorney General of Canada
284 Wellington Street
Ottawa, Ontario K1A 0H8

Attention: Deputy Attorney General of Canada

Dear Sirs/Madams:

Re: In the Matter of the Interim Receivership of Titanium Autogroup Ltd.,
S.C.B.C. Action No. S-253695, Vancouver Registry

We are counsel for The Toronto-Dominion Bank in the above matter.

Pursuant to s. 23(2) of the *Crown Liability and Proceeding Act*, R.S. 1985, c. C-50, and the Supreme Court Civil Rule 4-3(6), enclosed for service upon you the following documents:

1. Notice of Application, filed June 4, 2025;
2. Affidavit #2 of Amanda Bezner, made June 4, 2025;
3. Draft Form Receivership Order;
4. Blackline to Model Receivership Order;
5. Application Record Index; and
6. Book of Authorities Index.

Kindly acknowledge service of these documents by emailing the writer.

Yours truly,

Dentons Canada LLP

DocuSigned by:

716DC5FB63604ED...
Sarah Lam
Associate

Enclosures



Sarah Lam
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Dentons Canada LLP
77 King Street West, Suite 400
Toronto-Dominion Centre
Toronto, ON, Canada M5K 0A1

dentons.com

June 4, 2025

File No. 127469-1804

DELIVERED VIA REGISTERED MAIL

AND VIA REGULAR COURIER

The Bank of Nova Scotia
120 King Street West, Suite 500
Hamilton, ON
L8P 4V2 Canada

Dear Sirs/Madams:

Re: In the Matter of the Interim Receivership of Titanium Autogroup Ltd.,
S.C.B.C. Action No. S-253695, Vancouver Registry

We are counsel for The Toronto-Dominion Bank in the above matter and enclosed herewith for service upon you the following documents:

1. Notice of Application, filed June 4, 2025;
2. Affidavit #2 of Amanda Bezner, made June 4, 2025;
3. Draft Form Receivership Order;
4. Blackline to Model Receivership Order;
5. Application Record Index; and
6. Book of Authorities Index.

Kindly acknowledge service of these documents by emailing the writer.

Yours truly,

Dentons Canada LLP

DocuSigned by:


Sarah Lam
Associate

Enclosures