

IN THE MATTER OF THE RECEIVERSHIP OF THE PROPERTY OF
D FILMS CORPORATION

NOTICE AND STATEMENT OF THE RECEIVER
(The Bankruptcy and Insolvency Act Subsections 245(1) and 246(1))

The Receiver gives notice and declares that:

1. By appointment letter dated August 9, 2019, the undersigned Ira Smith Trustee & Receiver Inc. ("ISI") became the Receiver of the property of D Films Corporation (the "Company"), insolvent company that is described below:

The distribution rights, film masters and licencing agreements to a film library currently stored with a third party providing digital storage and file delivery.

Various office furniture located at third party storage facilities.

Accounts Receivable -- Net Book Value approximately \$86,000, unknown amount estimated to realize at this time.

2. The undersigned became the Receiver by virtue of:
 - a) being appointed by Bank Leumi USA, pursuant to a Security Agreement;
3. The digital assets described above have been secured by the ISI.
4. The following information relates to the appointment:
 - (a) Address of insolvent companies: 33 Bloor Street East, 5th Floor
Toronto, Ontario M4W 3H1
 - (b) Principal line of business: Film Distribution
 - (c) Location(s) of business: As described above
 - (d) Amount owed by the insolvent company to each creditor who holds or may hold a security interest on the property described above, is as indicated below. The following parties may have a security interest in certain assets of the insolvent company:

Creditor	Amount of Charge Against the Property
Bank Leumi USA under a certain credit, guaranty and security agreement dated as of January 15, 2015, as amended and restated as of March 24, 2016, as further amended by Amendment No. 1 dated August 1, 2017.	\$2,381,85.65 plus applicable interest and fees.

- (e) The list of creditors of the insolvent company including above noted secured creditors and the amount owed to each creditor and the total amount due by the insolvent company, based on the information currently available to the Receiver, is as follows:

See attached list.

- (f) The intended plan of action of the Receiver is as follows:

The Receiver is currently developing a plan of action to maximize the realization on the assets.

- (g) Contact person for the Receiver:
- | | |
|-----------|-----------------------|
| Ira Smith | |
| Telephone | 905-738-4167 ext. 111 |
| Fax | 905-738-9848 |
| Email: | ira@irasmithinc.com |

DATED at Concord, Ontario, this 19th day of August 2019

Yours truly,

IRA SMITH TRUSTEE & RECEIVER INC.,
Solely in its capacity as Receiver of the assets, undertakings
and properties of D Films Corporation

Per:


Ira Smith, MBA, CPA CA, CIRP
President

**In the Matter of the Receivership of
D FILMS COPORATION
Creditor List**

<u>Name</u>	<u>Amount</u>
3RD EYE MARKETING SERVICES	5,000.00
Accrue	6,233.00
ADVANCED DIGITAL SERVICES, INC.	430.20
AGD CONSULTING & PRODUCTION	565.00
AJA MEDIA CORP.	33,987.09
AMAZON MEDIA GROUP CANADA, INC.	41,673.57
ANGIE POWER	16,168.11
ARTIFICIAL INTELLIGENCE ENTERTAINMENT, INC.	17,705.23
BANK LEUMI USA	2,381,875.65
BIG PICTURE GROUP INC.	6,637.96
BITSMITH MEDIA	10,072.47
BUDDHACOM	107,671.70
BUZZFEED UK LTD.	32,000.58
CAMERON WORRELL	1,678.03
CANADA CINEMA DISTRIBUTION INC. (CCDI)	31,772.72
CANADIAN ASSOCIATION OF FILM DISTRIBUTORS	1,880.00
CANADIAN DIGITAL CINEMA PARTNERSHIP (CDCP)	5,546.22
CAPTION EASY	3,141.40
CHAMP and PEPPER INC.	41,406.05
CHRISTIE DIGITAL SYSTEMS USA, INC.	37,592.04
CINELUME	32,431.00
CINEPLEX ENTERTAINMENT LIMITED PARTNERSHI	8,538.85
CINEPLEX INC.	1,485.79
CINEPLEX MEDIA	9,367.55
CINÉFEST SUDBURY	127.69
CISN-FM	728.28
CKRY-FM	1,667.19
DELUXE DIGITAL STUDIOS (usa)	12,500.19
DELUXE MEDIA INC	2,872.19
DELUXE TECHNICOLOR DIGITAL CINEMA INC.	13,959.48
DELUXE TORONTO LTD.	339.00
DIFUZE INC.	4,914.04
EQUINOXE FILMS(7024177 CANADA INC.)	1,410.42
ERm RESEARCH	16,679.29
EXCLAIM!	12,645.00
EXTREME REACH CANADA, ULC	4,656.07
FAMOUS PLAYERS LIMITED PARTNERSHIP	3,570.00
FILM FORGE PRODUCTIONS	2,542.50
FINAL FRAME	390.39
FINAL POST PRODUCTION INC.	88.84

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<u>Name</u>	<u>Amount</u>
GAUMONT	1,743.12
Good Company Communications Inc. /Hello Cool World Media (DBA)	5,681.05
GOVERNMENT OF ALBERTA	3,070.00
GRASSROOTS ADVERTISING INC.	7,766.97
HANDS UP SARL	2,155.33
HEARTLAND PRINTING INC.	8,085.12
INDEPENDENT FILMS SALES LTD.	839.62
IVITA HOLDING CORP.	78.75
JUICE DMS Advertising Ltd.	59,324.99
JUICE INTERNATIONAL HOLDINGS, INC.	70,470.87
KANISH & PARTNERS LLP	5,650.00
LANDMARK CINEMAS CANADA LP	27,907.50
MANIS RAPKOWSKI LLP	2,034.00
MARC WINEGUST	120.00
MARITIME FILM CLASSIFICATION	199.00
MARK MCLEOD	65.00
MEDIA NATION CORP.	43,713.70
METRO	2,768.50
MICHAEL ROBSON.	19,091.97
NEWAD MÉDIA INC.	3,569.00
ONTARIO FILM AUTHORITY	0.00
OUR ALCHEMY, LLC	398.79
PRIMUS CANADA	12,602.30
RADIUS 60 STUDIOS LLC	9,274.21
RECEIVER GENERAL	260.21
RECEIVER GENERAL - PAYROLL	82,524.79
RENTRAK CORPORATION - USA	3,128.91
ROCCA DICKSON ANDREIS INC.	10,845.83
ROSEANNE SUPERNAULT	150.00
SAMEER CHANANA	2,050.00
SEARCH ENGINE FILMS	463.85
SERENDIPITY POINT FILMS	84,176.73
SHEDOESTHECITY.COM INC.	6,215.00
SHELAGH HAMILTON	150.00
SONY DADC US INC. usd	8,057.40
STAR METROLAND MEDIA	9,450.00
STUDIO SAINT-ANTOINE INC.	1,658.80
TECHNICOLOR CREATIVE SERVICES (QC)	3,616.00
TELEFILM CANADA	5,878.87
THE DIGITALIST	2,260.00

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THE EMERSON GROUP INC.	565.00
THE GLOBE & MAIL	16,950.07
THE GUEST - PICTUREHOUSE	17,263.42
THE NEW PATHWAY PUBLISHERS, LIMITED.	565.00
TONY LONG	36,692.04
TORONTO INTERNATIONAL FILM FESTIVAL INC.	2,360.00
TORONTO STAR NEWSPAPERS LIMITED	10,015.06
TRIBUTE PUBLISHING INC.	66,350.00
UKRAINIAN CANADIAN STUDENT'S UNION	800.00
VICTORIA GORMLEY	419.01
VMC MEDIA INC.	25,225.26
VOLTAGE PICTURES, LLC	2,614.99
WEISBORD,DEL GAUDIO, IACONO	6,780.00
YAHOO CANADA CO.	47,084.57
YES TV	4,678.60
YOCTO MEDIA GROUP	19,600.00
ZEALOT UK LTD	2,951.52
TOTAL	<hr/> 3,682,361.50