

District of Ontario
Division No. 9 - Toronto
Estate/Court File No: 31-2205065
Estate/Court File No. 31-2205066

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

**MOTION RECORD
(Returnable February 8, 2017)**

Date: February 1, 2017

AIRD & BERLIS LLP
Brookfield Place
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*Lawyers for MRP Retail Inc. and MRP
Family Retail Inc.*

TO SERVICE LIST ATTACHED

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SUPERIOR COURT OF JUSTICE
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**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

I N D E X

1. Notice of Motion returnable February 8, 2017
 - (a) Draft Order
2. Affidavit of Roy Perlman sworn February 1, 2017
 - (a) Exhibit "A" - MRPR Corporate Profile and Amalgamation History
 - (b) Exhibit "B" - MRPFR Corporate Profile and Amalgamation History
 - (c) Exhibit "C" - PPSRS Searches
 - (d) Exhibit "D" - Certificates of NOI Filings
3. Service List

Tab 1

District of Ontario
Division No. 9 - Toronto
Estate/Court File No: 31-2205065
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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

**NOTICE OF MOTION
(Returnable February 8, 2017)**

MRP Retail Inc. (“**MRPR**”) and MRP Family Retail Inc. (“**MRPFR**” and, together with MRPR, the “**Companies**”) will make a motion to a judge presiding over the Commercial List on Wednesday, February 8, 2017 at 10 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

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

1. THE MOTION IS FOR:

- (a) an Order, substantially in the form attached hereto as **Schedule “A” (the “Order”)**, among other things:
 - (i) approving the First Report to the Court (the “**First Report**”) of Richter Advisory Group Inc. (“**Richter**”), in its capacity as proposal trustee (the “**Proposal Trustee**”) in the Companies’ *Bankruptcy and Insolvency Act* (the “**BIA**”) proposal proceedings (the “**Proposal Proceedings**”), and the Proposal Trustee’s activities set out therein;

- (ii) approving the administrative consolidation of the Proposal Proceedings, *nunc pro tunc*;
- (iii) extending the time for the Companies to make a proposal to their creditors (the “**Proposal Period**”), up to and including March 25, 2017;
- (iv) approving the E-Service Protocol (as defined in the Order),

and such further and other relief as counsel may advise and this Court may permit.

2. **THE GROUNDS FOR THE MOTION ARE:**

Background

- (a) the Companies have operated the “Jean Machine” retail clothing store chain (the “**Business**”) since 1976;
- (b) the Business currently has 33 leased stores in Ontario, although notices of intent to disclaim were sent in respect of 3 of those on January 10, 2017;
- (c) the Companies had previously operated the “Sunrise Records” retail chain, also since 1977, though that business was wound-down in an orderly fashion in 2015 through the closure of the chain’s three Toronto stores and sale of the remaining 5 stores;
- (d) the Companies currently employ 124 full-time and 128 part-time employees and use a payroll service provider;
- (e) the Companies also have a head officer, warehouse and distribution centre, leased from a related party;
- (f) the Companies’ secured lenders, in descending priority, are:

- (i) Canadian Imperial Bank of Commerce (“**CIBC**”), owed approximately \$1,732,000 (excluding professional fees) by MRPR under an demand overdraft facility, guaranteed by MRPFR; and
- (ii) the related parties, R. Perlman Enterprises Inc. and M. Perlman Enterprises Inc., owed \$2,435,534 and \$2,090,544, respectively, by MRPR (only), under secured promissory notes.

Financial Difficulties

- (g) the Companies suffered significant losses in connection with the orderly wind-up of Sunrise, and capital injections were required in 2015 and the first half of 2016 to fund the wind-up and the continued operations of the Business (Jean Machine);
- (h) the Business then suffered a precipitous and unprecedented drop in sales during the summer of 2016, attributable prolonged stretches of very hot weather;
- (i) by the Fall of 2016, it was determined that the Business could not continue to operate without further significant capital injections and Management decided, therefore, that it would be prudent to consider various strategic options, including a sale of the Business;
- (j) the Companies engaged Richter Advisory Group Inc. (“**Richter**”) in September 2016 to advise on such matters;
- (k) with the assistance of Richter, the Companies began conducting a sale solicitation process (the “**Sales Process**”) in early December, 2016;
- (l) the Companies determined that a BIA proposal proceeding was the best way for them to stabilize operations and conserve liquidity to allow the opportunity to rationalize and restructure the Business and/or complete a sale transaction;

- (m) in late December, 2016, the Companies advised CIBC that they intended to commence the Proposal Proceedings, and CIBC issued demands and Notices of Intention to Enforce Security pursuant to section 244 of the BIA on January 6, 2017;
- (n) the Companies filed their Notices of Intention to Make a Proposal on January 9, 2017 (the “**Filing Date**”) and Richter was appointed as Proposal Trustee;

Developments since Filing Date

- (o) since the Filing Date, the Companies have continued the Sales Process and taken a number of steps to rationalize the Business, including disclaiming leases, proceeding with previously-planned store closures and continuing the engagement of a lease consultant;
- (p) on January 10, 2017, CIBC, the Companies and R. Perlman Enterprises Inc. and M. Perlman Enterprises Inc., as guarantors of the CIBC indebtedness, entered into a forbearance agreement pursuant to which, among other things, CIBC agreed to forbear from enforcing its security and to continue to advance credit to the Companies during the Proposal Proceedings;
- (q) on January 19, 2017, the Companies, with the Proposal Trustee’s assistance, filed consolidated cash flows for the period from the Filing Date through to February 25, 2017, along with accompanying reports, all as required by section 50.4(2) of the BIA (collectively, the “**January 9 Cash Flows**”);
- (r) in connection with this motion, the Companies and the Proposal Trustee have prepared extended cash flows covering the period from January 29, 2017 through March 25, 2017 (the “**January 29 Cash Flows**” and, together with the January 9 Cash Flows, the “**Cash Flows**”);

- (s) the Business has performed in accordance with the January 9 Cash Flows and, as evidenced by the January 29 Cash Flows, the Business will have sufficient liquidity to fund operations and the costs of these proceedings until March 25, 2017;
- (t) the Sales Process lead to the signing of a letter of intent dated January 27, 2017 (the “**LOI**”), contemplating a going concern sale of substantially all the assets of the Business (the “**Transaction**”);
- (u) although there are certain conditions precedent to the closing of the Transaction (“**Closing**”), the Companies are optimistic that the conditions to the Transaction under the LOI can be satisfied and the Companies will be able to proceed to complete the Transaction, subject to approval by this Court (to be sought on a subsequent motion);

Extension of Time to File Proposal

- (v) granting an extension of the Proposal Period up to and including March 25, 2017 will give the Companies time to close the Transaction and consider the development of a proposal to their creditors, and therefor assist the Companies in maximizing value for their stakeholders;
- (w) the Companies will likely need to seek a further extension of time to file a proposal because the LOI contemplates that the Transaction will involve a 30-day post-Closing period in which the Companies remain in possession of certain assets and premises, and remain employer to certain employees, until the purchaser determines which locations it wishes to acquire;
- (x) the Companies have been acting and continue to act in good faith and with due diligence in the Proposal Proceedings;

- (y) no creditor will be materially prejudiced by the extension sought and stakeholders generally will be far better off if the Business is preserved as a going concern through the Transaction than they would be in a bankruptcy liquidation;
- (z) it is just and convenient and in the interests of the Companies and their stakeholders that the extension of the Proposal Period be granted;
- (aa) the Proposal Trustee supports the extension of the Proposal Period;
- (bb) the other grounds set out in the and Affidavit of Roy Perlman sworn February 1, 2017 (the “**Perlman Affidavit**”);
- (cc) sections 50.4, 66(1) and 183 of the BIA;
- (dd) rules 1.04, 1.05, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- (ee) such further and other grounds as counsel may advise and this Court may permit.

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

- (a) the Perlman Affidavit;
- (b) the First Report of the Proposal Trustee; and
- (c) such further and other material as counsel may submit and this Court may permit.

Date: February 1, 2017

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Brookfield Place
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Toronto, ON M5J 2T9

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*Lawyers for MRP Retail Inc. and MRP
Family Retail Inc.*

TO SERVICE LIST ATTACHED

Tab 1(a)

District of Ontario
Division No. 9 - Toronto
Estate/Court File No: 31-2205065
Estate/Court File No. 31-2205066

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE) WEDNESDAY, THE 8th DAY
)
JUSTICE) OF FEBRUARY, 2017

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

ORDER

THIS MOTION, made by MRP Retail Inc. (“**MRPR**”) and MRP Family Retail Inc. (“**MRPFR**” and, together with MRPR, the “**Companies**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Companies, including the Affidavit of Roy Perlman sworn February 1, 2017 and the exhibits thereto, on reading the First Report to the Court of Richter Advisory Group Inc., in its capacity as proposal trustee (the “**Proposal Trustee**”) in the Companies’ *Bankruptcy and Insolvency Act* (the “**BIA**”) proposal proceedings (collectively, the “**Proposal Proceedings**”) dated February <*>, 2017 (the “**First Report**”), and on hearing the submissions of counsel for the Companies, counsel for the Proposal Trustee, counsel for Canadian Imperial Bank of Commerce, <*> and no one else appearing although properly served as appears from the affidavit of Daphne Porter, sworn February <*>, 2017, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF ACTIVITIES

2. **THIS COURT ORDERS** that the First Report be and is hereby approved and the activities of the Proposal Trustee described therein be and are hereby approved;

ADMINISTRATIVE CONSOLIDATION

3. **THIS COURT ORDERS** that the Proposal Proceedings of MRPR (Estate Number 31-2205066) and MRPFR (Estate Number 31-2205065) are hereby administratively consolidated and the Proposal Proceedings are hereby authorized and directed to continue under the following title of proceedings, *nunc pro tunc*:

Estate/Court File No: 31-2205065

Estate/Court File No. 31-2205066

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A
PROPOSAL OF
MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

4. **THIS COURT ORDERS** that all further materials in the Proposal Proceedings shall be filed with the Court only in the MRPFR Estate and Court File, being Estate/Court File Number 31-2205065.

EXTENSION OF TIME

5. **THIS COURT ORDERS** that the time for the filing of a proposal by the Companies is hereby extended in accordance with section 50.4(9) of the BIA up to and including March 25, 2017.

SERVICE AND NOTICE

6. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**E-Service Protocol**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the E-Service Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial/>) 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 E-Service Protocol, service of documents in accordance with the E-Service Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the E-Service Protocol with the following URL ‘<http://www.richter.ca/en/folder/insolvency-cases/M/MRP-Retail-Inc>’.

7. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the E-Service Protocol is not practicable, the Companies and the Proposal Trustee are 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 Companies’ creditors or other interested parties at their respective addresses as last shown on the records of the Companies 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

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, to give effect to this Order and to assist the Companies, the Proposal Trustee and their respective 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 provide such assistance to the Companies and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any

foreign proceeding, or to assist the Companies and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

District of Ontario
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Estate/Court File No: 31-2205065
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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

Proceedings commenced at Toronto

ORDER

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Lawyers for the MRP Retail Inc. and MRP Family Retail Inc.

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL
OF MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

District of Ontario
Division No. 9 - Toronto
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ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY

Proceedings commenced at Toronto

NOTICE OF MOTION

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Lawyers for MRP Retail Inc. and MRP Family Retail Inc.

Tab 2

District of Ontario
Division No. 9 - Toronto
Estate /Court File No: 31-2205065
Estate/Court File No. 31-2205066

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF
MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

**AFFIDAVIT OF ROY PERLMAN
(sworn February 1, 2017)**

I, ROY PERLMAN, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am the Secretary and a director of each of MRP Retail Inc. (“**MRPR**”) and MRP Family Retail Inc. (“**MRPFR**”) and, together with MRPR, the “**Companies**”) and, as such, I have knowledge of the matters to which I hereinafter depose. Where information contained in this affidavit is based on information I have received from other sources, I have stated the source of that information, and in all such cases I believe that information to be true.

2. This affidavit is made in a support of a motion by the Companies for an order, among other things, extending the time for filing of a proposal by Companies up to and including March 25, 2017.

BACKGROUND ON THE COMPANIES

3. MRPR is an Ontario corporation formed by the amalgamation on May 1, 2015 of the similarly-names MRP Retail Inc. and First Avenue Media Inc. There had been two prior rounds of amalgamation on May 1, 2007 and on May 1, 1999. Copies of (a) a corporation profile report

obtained for MRPR obtained from the Ontario Ministry of Government Services (the “**Ministry**”) and (b) an amalgamation history of MRPR are attached as **Exhibit “A”** to this Affidavit.

4. MRPFR is an Ontario corporation formed by amalgamation on May 1, 1999 of 520420 Ontario Inc. and M. & R. Perlman Inc. Copies of (a) a corporation profile report obtained for MRPFR obtained from the Ontario Ministry of Government Services (the “**Ministry**”) and (b) an amalgamation history of MRPFR are attached as **Exhibit “B”** to this Affidavit.

5. MRPR is wholly-owned by R. Perlman Enterprises Inc. and M. Perlman Enterprises Inc., which are, in turn, owned by myself and my brother, Malcolm Perlman, respectively. MRPFR is owned by a broader group of members of the Perlman family.

6. The Companies (including their corporate predecessors) and the Perlman family have operated the “Jean Machine” retail clothing store chain (the “**Business**”) since 1976. The Companies had previously operated the “Sunrise Records” retail chain (“**Sunrise**”), since 1977, though that business was wound-down in an orderly fashion in 2015 through the closure of the chain’s three Toronto stores and sale of the remaining five stores.

7. The Business currently has thirty-three leased stores in Ontario, thirty of which are owned by MRPR, and the rest by MRPFR. The Companies have their head office, warehouse and distribution centre in premises leased from a related party at 135 Sparks Avenue, Toronto, Ontario.

8. **STAKEHOLDERS**

9. The Companies’ secured lenders, in descending priority, are:

- (a) Canadian Imperial Bank of Commerce (“**CIBC**”), owed approximately \$1,732,000 (excluding professional fees) by MRPR under an demand overdraft facility, guaranteed by MRPFR; and
- (b) the owners, R. Perlman Enterprises Inc. and M. Perlman Enterprises Inc., owed \$2,435,534 and \$2,090,544, respectively, by MRPR (only), under secured promissory notes.

10. Apart from the above, the only other Personal Property Security Registration System (“PPSRS”) registrants against the Companies, and MRPR in particular, are:

- (a) Xerox Canada Ltd., in respect of certain office equipment;
- (b) Sony BMG Music (Canada) Inc. in respect of security for historic Sunrise debts no longer outstanding; and
- (c) Entertainment One Limited Partnership in respect of security for historic Sunrise debts no longer outstanding.

11. Copies of certified PPSRS searches in respect of the Companies, with currency to December 27, 2016, are attached as **Exhibit “C”** to this Affidavit.

12. The Business currently employs approximately 124 full-time and 128 part-time employees. It uses ADP as its payroll service provider. The employees are not unionized or subject to any collective agreement.

13. There are a total of 8 different landlords of the Business’ retail premises.

FINANCIAL DIFFICULTY AND FILING

14. The Companies suffered significant losses in connection with the orderly wind-up of Sunrise, and capital injections were required in 2015 and the first half of 2016 to fund the wind-up and the continued operations of the Business (Jean Machine). The Business then suffered a precipitous and unprecedented drop in sales during the summer of 2016. The Companies attribute this, in part, to the prolonged stretches of very hot weather experienced in Ontario that season.

15. By the Fall of 2016, it was determined that the Business could not continue to operate without further significant capital injections. Management decided, therefore, that it would be prudent to consider various strategic options, including a sale of the Business, and engaged Richter Advisory Group Inc. (“**Richter**”) to advise on such matters. The Companies, with the assistance of Richter, then began conducting a sale solicitation process (the “**Sales Process**”) in early December, 2016.

16. In December, 2016, the Companies advised CIBC that they intended to file Notices of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act* (the “**BIA**”). In response, on January 6, 2017, CIBC issued formal demands for repayment of the indebtedness owing to it under its credit facility, accompanied by Notices of Intention to Enforce Security pursuant to section 244 of the BIA. The Companies were unable to pay the indebtedness owing to CIBC and, in accordance with the terms of forbearance arrangements being negotiated with CIBC, the Companies executed consents to immediate enforcement of CIBC's security, dated January 6, 2017.

17. The Companies filed their Notices of Intention to Make a Proposal (the “**NOIs**”) on January 9, 2017 and Richter was appointed as the proposal trustee (the “**Proposal Trustee**”). Copies of the Companies’ certificates of filing are attached as **Exhibit “D”** to this Affidavit.

18. The NOIs were filed in order to stabilize operations and conserve liquidity to give Companies the opportunity to rationalize and restructure the Business. The Companies determined that a BIA proposal proceeding was the best way for them to complete a sale transaction and/or restructuring.

DEVELOPMENTS SINCE FILING DATE

19. Immediately upon filing of the NOIs, the Companies began to take steps to rationalize the Business including:

- (a) disclaiming the leases to three non-profitable retail locations (out of the thirty three stores in total), two of which were already slated to close as a result of pending lease expiries; and
- (b) continuing with the retainer of a lease consultant to determined potential value in the restructuring of their lease portfolio,

all of which actions were taken in consultation with the Proposal Trustee.

20. On January 10, 2017, CIBC, the Companies and the Companies' owners, R. Perlman Enterprises Inc. and M. Perlman Enterprises Inc., as guarantors of the CIBC credit facility, entered into a forbearance agreement pursuant to which, among other things, CIBC agreed to

forbear from enforcing its security and to continue to advance credit to the Companies during the Proposal Proceedings.

21. On January 19, 2017, the Companies, with the Proposal Trustee's assistance, filed consolidated cash flows for the period from the Filing Date through to February 25, 2017, along with accompanying reports, all as required by section 50.4(2) of the BIA (collectively, the "**January 9 Cash Flows**"). In connection with the present extension request, the Companies and the Proposal Trustee have prepared extended cash flows covering the period from January 29, 2017 through March 25, 2017 (the "**January 29 Cash Flows**" and, together with the January 9 Cash Flows, the "**Cash Flows**"). The Business has performed in accordance with the January 9 Cash Flows and, as evidenced by the January 29 Cash Flows, the Business will have sufficient liquidity to fund operations and the costs of these proceedings until March 25, 2017. I understand that the Cash Flows will be appended to and discussed in greater detail in the Proposal Trustee's First Report to the Court, to be filed in connection with the present motion.

22. The Sales Process lead to the signing of a letter of intent dated January 27, 2017 (the "**LOI**"), contemplating a going concern sale of substantially all the assets of the Business (the "**Transaction**"). Although there are certain conditions precedent to the closing of the Transaction ("**Closing**"), the Companies are optimistic that the conditions to the Transaction under the LOI can be satisfied and the Companies will be able to proceed to complete the Transaction, subject to approval by this Court (to be sought on a subsequent motion). Granting an extension of the Proposal Period up to and including March 25, 2017 will give the Companies time to close the Transaction and consider the development of a proposal to their creditors. The extension of the Proposal Period will therefor assist the Companies in maximizing value for their stakeholders.

23. The LOI contemplates that the Transaction will involve a 30-day post-closing period in which the Companies remain in possession of certain assets and premises, and remain employer to certain employees, until the purchaser determines which locations it wishes to acquire. The Companies will, therefore, likely need to seek a further extension of time to file a proposal.

24. The Companies have been acting and continue to act in good faith and with due diligence in the Proposal Proceedings.

25. I believe that no creditor will be materially prejudiced by the extension requested, and that the stakeholders generally will be far better off if the business is preserved as a going concern through a proposal and/or a sale than they would be in a bankruptcy liquidation.

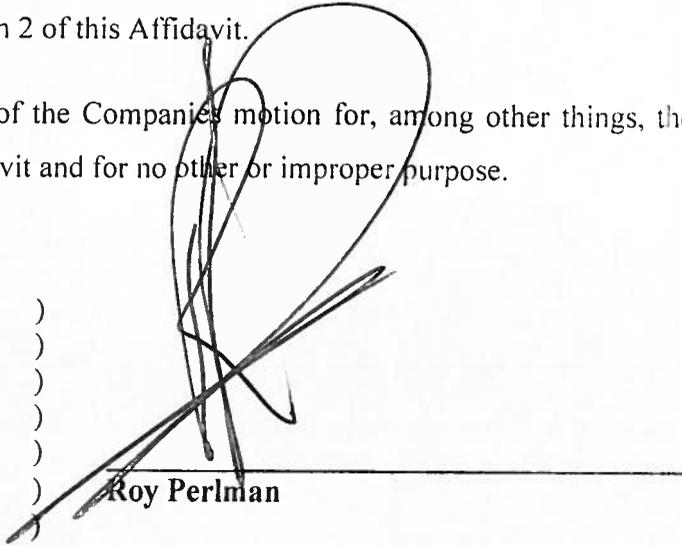
26. The Proposal Trustee has advised the Companies that it supports the motion for, among other things, the relief set out in paragraph 2 of this Affidavit.

27. I swear this affidavit in support of the Companies motion for, among other things, the relief set out in paragraph 2 of this Affidavit and for no other or improper purpose.

SWORN BEFORE ME at the City of)
Toronto, Province of Ontario, this 1st day)
of February, 2017.)



Commissioner for taking affidavits)

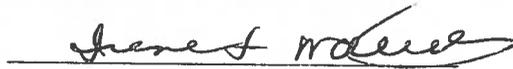


Roy Perlman

Irene L. Matthews
Barrister, Solicitor, Notary
104-7225 Woodbine Ave.
Markham, ON L3R 1A3

Tab 2(a)

Attached is Exhibit "A" Referred to in the
AFFIDAVIT OF ROY PERLMAN
Sworn before me this 1st day of February, 2017

A handwritten signature in cursive script, appearing to read "Irene L. Matthews", written over a horizontal line.

A Commissioner, etc.

Irene L. Matthews
Barrister, Solicitor, Notary
104-7225 Woodbine Ave.
Markham, ON L3R 1A3

Request ID: 019746392
Transaction ID: 63129782
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:41
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CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Amalgamation Date
1935339	MRP RETAIL INC.	2015/05/01
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address		Date Amalgamated
4069 GORDON BAKER ROAD		NOT APPLICABLE
		Amalgamation Ind.
		A
		New Amal. Number
		NOT APPLICABLE
		Notice Date
		NOT APPLICABLE
		Letter Date
		NOT APPLICABLE
Mailing Address		Revival Date
4069 GORDON BAKER ROAD		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	
	00001	NOT APPLICABLE
	00010	
Activity Classification		Date Ceased
NOT AVAILABLE		in Ontario
		NOT APPLICABLE

Request ID: 019746392
Transaction ID: 63129782
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:41
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CORPORATION PROFILE REPORT

Ontario Corp Number

1935339

Corporation Name

MRP RETAIL INC.

Corporate Name History

MRP RETAIL INC.

Effective Date

2015/05/01

Current Business Name(s) Exist:

NO

Expired Business Name(s) Exist:

NO

Amalgamating Corporations

Corporation Name

MRP RETAIL INC.

FIRST AVENUE MEDIA INC.

Corporate Number

1732338

1516098

Request ID: 019746392
Transaction ID: 63129782
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:41
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CORPORATION PROFILE REPORT

Ontario Corp Number

1935339

Corporation Name

MRP RETAIL INC.

**Administrator:
Name (Individual / Corporation)**

MALCOLM
PERLMAN

Address

41 CARDIFF ROAD

TORONTO
ONTARIO
CANADA M4N 2P5

Date Began

2015/05/01

First Director

YES

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

**Administrator:
Name (Individual / Corporation)**

MALCOLM
H.
PERLMAN

Address

41 CARDIFF ROAD

TORONTO
ONTARIO
CANADA M4N 2P5

Date Began

2015/05/01

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

Request ID: 019746392
Transaction ID: 63129782
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:41
Page: 4

CORPORATION PROFILE REPORT

Ontario Corp Number

1935339

Corporation Name

MRP RETAIL INC.

**Administrator:
Name (Individual / Corporation)**

MALCOLM
H.
PERLMAN

Address

41 CARDIFF ROAD

TORONTO
ONTARIO
CANADA M4N 2P5

Date Began

2015/05/01

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

**Administrator:
Name (Individual / Corporation)**

ROY
S.
PERLMAN

Address

10 SHADY OAKS CRESCENT

TORONTO
ONTARIO
CANADA M3C 2L5

Date Began

2015/05/01

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

Request ID: 019746392
Transaction ID: 63129782
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:41
Page: 5

CORPORATION PROFILE REPORT

Ontario Corp Number

1935339

Corporation Name

MRP RETAIL INC.

**Administrator:
Name (Individual / Corporation)**

ROY
S.
PERLMAN

Address

10 SHADY OAKS CRESCENT

TORONTO
ONTARIO
CANADA M3C 2L5

Date Began

2015/05/01

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Request ID: 019746392
Transaction ID: 63129782
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:41
Page: 6

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name
1935339	MRP RETAIL INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	INITIAL RETURN	1	2015/05/12

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.

Prepared By: Aird & Berlis LLP (Banking)

Report Date: Dec 07, 2016

Reference Info: smorris/sbabe

Docket Info: 135386

File Currency Date: Dec 31, 2015

Corporation Name Searched: MRP RETAIL INC.

Ontario Corporation Number: 001935339

MRP RETAIL INC.	
ONTARIO CORP#	001935339
JURISDICTION	ONTARIO
FORMATION DATE	May 01, 2015
AMALG DATE	-

FIRST AVENUE MEDIA INC.	
ONTARIO CORP#	001516098
JURISDICTION	ONTARIO
FORMATION DATE	Feb 18, 2002
AMALG DATE	May 01, 2015

MRP RETAIL INC.	
ONTARIO CORP#	001732338
JURISDICTION	ONTARIO
FORMATION DATE	May 01, 2007
AMALG DATE	May 01, 2015

MRP RETAIL INC.	
ONTARIO CORP#	001353535
JURISDICTION	ONTARIO
FORMATION DATE	May 01, 1999
AMALG DATE	May 01, 2007

MRP MUSIC GROUP INC./GROUPE MUSIQUE MRP INC.	
ONTARIO CORP#	001391492
JURISDICTION	ONTARIO
FORMATION DATE	Dec 15, 1999
AMALG DATE	May 01, 2007

SUNRISE VIDEO INC.	
ONTARIO CORP#	000584932
JURISDICTION	ONTARIO
FORMATION DATE	Apr 30, 1984
AMALG DATE	May 01, 1999

JEAN MACHINE, SUNRISE RECORDS & TAPES INC.	
ONTARIO CORP#	000596722
JURISDICTION	ONTARIO
FORMATION DATE	Aug 31, 1984
AMALG DATE	May 01, 1999

SUNRISE RECORDS (1993) INC.	
ONTARIO CORP#	001018411
JURISDICTION	ONTARIO
FORMATION DATE	Feb 10, 1993
AMALG DATE	May 01, 1999

#	Ontario	Corporation Name	Formation	Jurisdiction	Type	Letter /	Status /
---	---------	------------------	-----------	--------------	------	----------	----------

	Corporation Number		Date			Cancel / Amalg / Inactive Date	Successor Corporation Number
1	001935339	MRP RETAIL INC.	01/05/2015	ONTARIO	Ontario Business Corporation	-	ACTIVE
2	001732338	MRP RETAIL INC.	01/05/2007	ONTARIO	Ontario Business Corporation	01/05/2015	AMALGAMATED / 001935339
3	001516098	FIRST AVENUE MEDIA INC.	18/02/2002	ONTARIO	Ontario Business Corporation	01/05/2015	AMALGAMATED / 001935339
4	001391492	MRP MUSIC GROUP INC./GROUPE MUSIQUE MRP INC. Previous Name(s): ● MRP MUSIC GROUP INC.	15/12/1999	ONTARIO	Ontario Business Corporation	01/05/2007	AMALGAMATED / 001732338
5	001353535	MRP RETAIL INC.	01/05/1999	ONTARIO	Ontario Business Corporation	01/05/2007	AMALGAMATED / 001732338
6	001018411	SUNRISE RECORDS (1993) INC.	10/02/1993	ONTARIO	Ontario Business Corporation	01/05/1999	AMALGAMATED / 001353535
7	000596722	JEAN MACHINE, SUNRISE RECORDS & TAPES INC.	31/08/1984	ONTARIO	Ontario Business Corporation	01/05/1999	AMALGAMATED / 001353535
8	000584932	SUNRISE VIDEO INC.	30/04/1984	ONTARIO	Ontario Business Corporation	01/05/1999	AMALGAMATED / 001353535

DISCLAIMER: While every care has been exercised in compiling this report, OnCorp Direct Inc. accepts no responsibility for errors or omissions. The information in this report is provided "as is", with all faults, expressed or implied. Information from jurisdictions outside of Ontario may be incomplete and/or inaccurate. Please refer to the subject jurisdiction for confirmation of data. OnCorp Direct Inc. makes no guarantee regarding the accuracy or completeness of the information. In no event shall OnCorp Direct Inc. be liable for any incidental or consequential damages, lost profits, or any indirect damages. The Ministry does not warrant the accuracy or completeness of the information set out in this OnCorp search report.

Tab 2(b)

Attached is Exhibit "B" Referred to in the
AFFIDAVIT OF ROY PERLMAN
Sworn before me this 1st day of February, 2017

A handwritten signature in cursive script, appearing to read "Irene L. Matthews", written over a horizontal line.

A Commissioner, etc.

Irene L. Matthews
Barrister, Solicitor, Notary
104-7225 Woodbine Ave.
Markham, ON L3R 1A3

Request ID: 019746396
Transaction ID: 63129795
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:59
Page: 1

CORPORATION PROFILE REPORT

Ontario Corp Number	Corporation Name	Amalgamation Date
1353534	MRP FAMILY RETAIL INC.	1999/05/01
		Jurisdiction
		ONTARIO
Corporation Type	Corporation Status	Former Jurisdiction
ONTARIO BUSINESS CORP.	ACTIVE	NOT APPLICABLE
Registered Office Address		Date Amalgamated
4069 GORDON BAKER ROAD		NOT APPLICABLE
		Amalgamation Ind.
		A
		New Amal. Number
		NOT APPLICABLE
		Notice Date
		NOT APPLICABLE
		Letter Date
		NOT APPLICABLE
Mailing Address		Revival Date
4069 GORDON BAKER ROAD		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	
	00001	00010
Activity Classification		Date Ceased
NOT AVAILABLE		in Ontario
		NOT APPLICABLE

Request ID: 019746396
Transaction ID: 63129795
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:59
Page: 2

CORPORATION PROFILE REPORT

Ontario Corp Number

1353534

Corporation Name

MRP FAMILY RETAIL INC.

Corporate Name History

MRP FAMILY RETAIL INC.

Effective Date

1999/05/01

Current Business Name(s) Exist:

YES

Expired Business Name(s) Exist:

YES - SEARCH REQUIRED FOR DETAILS

Amalgamating Corporations

Corporation Name

520420 ONTARIO INC.

M. & R. PERLMAN INC.

Corporate Number

520420

720480

Request ID: 019746396
Transaction ID: 63129795
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:59
Page: 3

CORPORATION PROFILE REPORT

Ontario Corp Number

1353534

Corporation Name

MRP FAMILY RETAIL INC.

**Administrator:
Name (Individual / Corporation)**

MALCOLM
H.
PERLMAN

Address

41 CARDIFF ROAD

TORONTO
ONTARIO
CANADA M4P 2N8

Date Began

1999/05/01

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

**Administrator:
Name (Individual / Corporation)**

MALCOLM
H.
PERLMAN

Address

41 CARDIFF ROAD

TORONTO
ONTARIO
CANADA M4P 2N8

Date Began

1999/05/01

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

PRESIDENT

Resident Canadian

Y

Request ID: 019746396
Transaction ID: 63129795
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:59
Page: 4

CORPORATION PROFILE REPORT

Ontario Corp Number

1353534

Corporation Name

MRP FAMILY RETAIL INC.

**Administrator:
Name (Individual / Corporation)**

ROY
S.
PERLMAN

Address

10 SHADY OAKS CRESCENT

DON MILLS
ONTARIO
CANADA M3C 2L5

Date Began

1999/05/01

First Director

NOT APPLICABLE

Designation

DIRECTOR

Officer Type

Resident Canadian

Y

**Administrator:
Name (Individual / Corporation)**

ROY
S.
PERLMAN

Address

10 SHADY OAKS CRESCENT

DON MILLS
ONTARIO
CANADA M3C 2L5

Date Began

1999/05/01

First Director

NOT APPLICABLE

Designation

OFFICER

Officer Type

SECRETARY

Resident Canadian

Y

Request ID: 019746396
Transaction ID: 63129795
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:22:59
Page: 5

CORPORATION PROFILE REPORT

Ontario Corp Number

Corporation Name

1353534

MRP FAMILY RETAIL INC.

Last Document Recorded

Act/Code	Description	Form	Date
CIA	ANNUAL RETURN 2015	1C	2015/09/05 (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.

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Request ID: 019746461
Transaction ID: 63129981
Category ID: UN/E

Province of Ontario
Ministry of Government Services

Date Report Produced: 2016/12/28
Time Report Produced: 15:30:11
Page: 1

LIST OF CURRENT BUSINESS NAMES REGISTERED BY A CORPORATION

Ontario Corporation Number
1353534

CORPORATION NAME
MRP FAMILY RETAIL INC.

REGISTRATION DATE	BUSINESS NAME	EXPIRY DATE	BUSINESS ID NUMBER
1999/05/12	JEAN MACHINE	2019/05/08	990531626
1999/05/12	OVER THE EDGE	2019/05/08	990531634

THE REPORT SETS OUT ALL BUSINESS NAMES REGISTERED OR RENEWED BY THE CORPORATION IN THE PAST 5 YEARS AND RECORDED IN THE ONTARIO BUSINESS INFORMATION SYSTEM AS AT THE DATE AND TIME OF PRINTING. IF MORE DETAILED INFORMATION IS REQUIRED, YOU MAY REQUEST A SEARCH AGAINST INDIVIDUAL NAMES SHOWN ON THIS REPORT.

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

Prepared By:

Report Date:

Jan 26, 2017

Reference Info: ppulnyev/sbebe

Docket Info: 135386

File Currency Date: Dec 23, 2016

Corporation Name Searched: MRP FAMILY RETAIL INC.

Ontario Corporation Number: 001353534

MRP FAMILY RETAIL INC.	
ONTARIO CORP#	001353534
JURISDICTION	ONTARIO
FORMATION DATE	May 01, 1999
AMALG DATE	-



520420 ONTARIO INC.	
ONTARIO CORP#	000520420
JURISDICTION	ONTARIO
FORMATION DATE	Jan 06, 1982
AMALG DATE	May 01, 1999

M. & R. PERLMAN INC.	
ONTARIO CORP#	000720480
JURISDICTION	ONTARIO
FORMATION DATE	May 28, 1987
AMALG DATE	May 01, 1999

#	Ontario Corporation Number	Corporation Name	Formation Date	Jurisdiction	Type	Letter / Cancel / Amalg / Inactive Date	Status / Successor Corporation Number
1	001353534	MRP FAMILY RETAIL INC.	01/05/1999	ONTARIO	Ontario Business Corporation	-	ACTIVE
2	000720480	M. & R. PERLMAN INC.	28/05/1987	ONTARIO	Ontario Business Corporation	01/05/1999	AMALGAMATED / 001353534
3	000520420	520420 ONTARIO INC. Previous Name(s): • 113560 CANADA INC.	06/01/1982	ONTARIO	Ontario Business Corporation	01/05/1999	AMALGAMATED / 001353534

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Tab 2(c)

Attached is Exhibit "C" Referred to in the
AFFIDAVIT OF ROY PERLMAN
Sworn before me this 1st day of February, 2017

A handwritten signature in cursive script, appearing to read "Irene L. Matthews", written over a horizontal line.

A Commissioner, etc.

Irene L. Matthews
Barrister, Solicitor, Notary
104-7225 Woodbine Ave.
Markham, ON L3R 1A3

RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 1
(2277)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : MRP RETAIL INC.

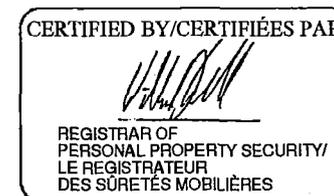
FILE CURRENCY : 27DEC 2016

ENQUIRY NUMBER 20161228152657.37 CONTAINS 21 PAGE(S), 7 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME
WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER
SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

AIRD & BERLIS LLP
ATTN: SHANNON MORRIS
HOLD FOR PICK UP
TORONTO ON M5J2T9

CONTINUED... 2



(crj3 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 2
(2278)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
718252974

00

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	001		20160704 1402 1462 9367	P PPSA	6

01

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

02 DEBTOR NAME

03 BUSINESS NAME MRP RETAIL INC.

04 ADDRESS 4069 GORDON BAKER RD SCARBOROUGH ONTARIO CORPORATION NO. ON M1W2P3

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

05 DEBTOR NAME

06 BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / LIEN CLAIMANT XEROX CANADA LTD

09 ADDRESS 33 BLOOR ST. E. 3RD FLOOR TORONTO ON M4W3H1

COLLATERAL CLASSIFICATION		MOTOR VEHICLE		AMOUNT	DATE OF	NO. FIXED
CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	INCLUDED	MATURITY OR	MATURITY DATE
		X	X			X

10

MOTOR VEHICLE	YEAR MAKE	MODEL	V.I.N.
---------------	-----------	-------	--------

11 MOTOR VEHICLE

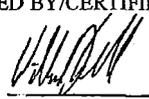
13 GENERAL COLLATERAL DESCRIPTION

16 REGISTERING AGENT PPSA CANADA INC. - (3992)

17 ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 3

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 3
(2279)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM IC FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
712478772

00

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	001		20151208 1621 1862 4572	P PPSA	5

01

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
		MRP RETAIL INC.		

02

03

04

ONTARIO CORPORATION NO. 1935339
ON M1W2P3

05

06

07

08

09

ONTARIO CORPORATION NO.

COLLATERAL CLASSIFICATION

10

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY OR	NO. FIXED MATURITY DATE
X	X	X	X				

11

12

13

14

15

16

17

MOTOR VEHICLE	YEAR	MAKE	MODEL	V.I.N.

GENERAL COLLATERAL DESCRIPTION

MARK J. SHINER

ADDRESS 29 HEARTHSTONE CRES. TORONTO ON M2R 1G2

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 4

CERTIFIED BY/CERTIFIÉES PAR


REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj116 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 4
(2280)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM IC FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
712478871

00

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	001		20151208 1624 1862 4574	P PPSA	5

01

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

02

DEBTOR NAME

BUSINESS NAME

MRP RETAIL INC.

03

ADDRESS

4069 GORDON BAKER ROAD

TORONTO

ONTARIO CORPORATION NO. 1935339
ON M1W2P3

04

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

05

DEBTOR NAME

BUSINESS NAME

ONTARIO CORPORATION NO.

06

ADDRESS

07

SECURED PARTY / LIEN CLAIMANT
M. PERLMAN ENTERPRISES INC.

08

ADDRESS

4069 GORDON BAKER RD.

TORONTO

ON M1W2P3

09

COLLATERAL CLASSIFICATION					
CONSUMER GOODS	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT DATE OF MATURITY OR NO FIXED MATURITY DATE
X	X	X	X		

10

MOTOR VEHICLE	YEAR	MAKE	MODEL	V.I.N.
---------------	------	------	-------	--------

11

VEHICLE

12

GENERAL COLLATERAL DESCRIPTION

13

14

15

REGISTERING AGENT

MARK J. SHINER

16

ADDRESS

29 HEARTHSTONE CRES.

TORONTO

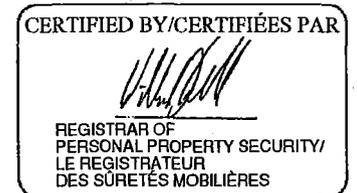
ON M2R1G2

17

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

5



(c/11fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 5
(2281)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
666850356

00

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	001		20101230 1403 1462 0513	P PPSA	6

01

DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

DEBTOR NAME

BUSINESS NAME MRP RETAIL INC.

02
03

ADDRESS 4069 GORDON BAKER RD SCARBOROUGH ONTARIO CORPORATION NO. ON M1W2P3

04

DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME

DEBTOR NAME

BUSINESS NAME

05
06

ADDRESS ONTARIO CORPORATION NO.

07

SECURED PARTY / LIEN CLAIMANT XEROX CANADA LTD

08
09

ADDRESS 33 BLOOR ST. E. 3RD FLOOR TORONTO ON M4W3H1

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY OR	NO. FIXED MATURITY DATE
		X		X			X

10

YEAR MAKE MODEL V.I.N.

MOTOR VEHICLE

11
12

GENERAL COLLATERAL DESCRIPTION

13
14
15

REGISTERING AGENT PPSA CANADA INC. - (3992)

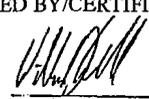
16
17

ADDRESS 110 SHEPPARD AVE EAST, SUITE 303 TORONTO ON M2N6Y8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 6

CERTIFIED BY/CERTIFIÉES PAR


REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTREUR
DES SÛRETÉS MOBILIÈRES

(crj1fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 6
(2282)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
641288997

00

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	001	2		20071210 1604 1590 4805	P PPSA	10

01

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

02

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BUSINESS NAME : MRP RETAIL INC.
ADDRESS : 4069 GORDON BAKER ROAD SCARBOROUGH ON M1W 2P3
ONTARIO CORPORATION NO.

BUSINESS NAME : SUNRISE RECORDS DIST
ADDRESS : 4069 GORDON BAKER ROAD SCARBOROUGH ON M1W 2P3
ONTARIO CORPORATION NO.

SECURED PARTY / LIEN CLAIMANT : SONY BMG MUSIC (CANADA) INC.
ADDRESS : 190 LIBERTY STREET TORONTO ON M6K 3L5

COLLATERAL CLASSIFICATION		MOTOR VEHICLE		AMOUNT	DATE OF	NO. FIXED
CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	INCLUDED	MATURITY OR	MATURITY DATE
X	X	X	X	X		

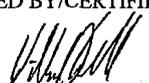
MOTOR VEHICLE	YEAR	MAKE	MODEL	V.I.N.
---------------	------	------	-------	--------

GENERAL COLLATERAL DESCRIPTION

REGISTERING AGENT : CASSELS BROCK & BLACKWELL LLP (D. BUDD)
ADDRESS : SUITE 2100, 40 KING STREET WEST TORONTO ON M5H 3C2

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 7

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj11s 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 7
(2283)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

00 FILE NUMBER
641288997

01 CAUTION PAGE TOTAL MOTOR VEHICLE REGISTRATION REGISTERED REGISTRATION
FILING NO. OF PAGES SCHEDULE NUMBER UNDER PERIOD
002 2 20071210 1604 1590 4805

02 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
03 NAME BUSINESS NAME

04 SUNRISE RECORDS DISTRIBUTION ONTARIO CORPORATION NO.
ADDRESS 4069 GORDON BAKER ROAD SCARBOROUGH ON M1W 2P3

05 DEBTOR DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
06 NAME BUSINESS NAME

07 ADDRESS ONTARIO CORPORATION NO.

08 SECURED PARTY / LIEN CLAIMANT
09 ADDRESS

10 COLLATERAL CLASSIFICATION CONSUMER MOTOR VEHICLE AMOUNT DATE OF NO. FIXED
GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED MATURITY OR MATURITY DATE

11 MOTOR YEAR MAKE MODEL V.I.N.
12 VEHICLE

13 GENERAL
14 COLLATERAL
15 DESCRIPTION

16 REGISTERING AGENT
17 ADDRESS

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

8

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 8
(2284)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 1G FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
629829459

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	001		20061017 1947 1531 8060	P PPSA	5

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

02 DEBTOR NAME : BUSINESS NAME : SUNRISE RECORDS AND TAPE

03 ADDRESS : 4069 GORDON BAKERS RD SCARBOROUGH ONTARIO CORPORATION NO. M1W 2P3

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

05 DEBTOR NAME : BUSINESS NAME : MRP RETAIL INC.

06 ADDRESS : 4069 GORDON BAKERS RD SCARBOROUGH ONTARIO CORPORATION NO. M1W 2P3

07 SECURED PARTY / LIEN CLAIMANT : ENTERTAINMENT ONE LIMITED PARTNERSHIP

08 ADDRESS : 70 DRIVER ROAD UNIT 1 BRAMPTON ON L6T 5V2

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY OR	NO. FIXED MATURITY DATE
X	X	X					

MOTOR VEHICLE	YEAR MAKE	MODEL	V.I.N.
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11 GENERAL COLLATERAL DESCRIPTION : ALL ASSETS, PROPERTY AND MERCHANDISE OF THE DEBTOR.

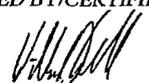
13 REGISTERING AGENT : CANADIAN SECURITIES REGISTRATION SYSTEMS

14 ADDRESS : 4126 NORLAND AVENUE BURNABY BC V5G 3S8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY ***

CONTINUED... 9

CERTIFIED BY/CERTIFIÉES PAR


REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
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PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 9
(2285)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL MOTOR VEHICLE REGISTRATION REGISTERED UNDER	SCHEDULE	NUMBER	RENEWAL YEARS	CORRECT PERIOD
01	01	001		20110812 1944 1531 8366		
21	RECORD REFERENCED	FILE NUMBER	629829459			
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	X	CHANGE REQUIRED B RENEWAL	5	
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME		
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	SUNRISE RECORDS AND TAPE			
25	OTHER CHANGE REASON/ DESCRIPTION					
02/	DEBTOR/ TRANSFEREE	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
03/	TRANSFeree	BUSINESS NAME				
04/07	ADDRESS					ONTARIO CORPORATION NO.
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNER				
08	ADDRESS					
09	COLLATERAL CLASSIFICATION	CONSUMER GOODS	MOTOR VEHICLE INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED	DATE OF MATURITY OR	NO FIXED MATURITY DATE	
10	YEAR MAKE	MODEL	V.I.N.			
11	MOTOR VEHICLE GENERAL COLLATERAL DESCRIPTION					
16	REGISTERING AGENT OR	CANADIAN SECURITIES REGISTRATION SYSTEMS				
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	4126 NORLAND AVENUE	BURNABY	BC	V5G 3S8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 10

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(orj2fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 10
(2286)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001		20160823 1440 1530 6168	
21	FILE NUMBER	629829459			
RECORD REFERENCED	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
		X	B RENEWAL	5	
22			FIRST GIVEN NAME	INITIAL	SURNAME
23	REFERENCE				
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	SUNRISE RECORDS AND TAPE		
25	OTHER CHANGE				
26	REASON/				
27	DESCRIPTION				
28					
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
05	DEBTOR/				
03/	TRANSFeree	BUSINESS NAME			
06					ONTARIO CORPORATION NO.
04/07	ADDRESS				
29	ASSIGNOR				
08	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE				
09	ADDRESS				
10	COLLATERAL CLASSIFICATION				
	CONSUMER		MOTOR VEHICLE	DATE OF	NO FIXED
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR	MATURITY DATE
11	MOTOR	YEAR MAKE	MODEL	V. I. N.	
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR		CANADIAN SECURITIES REGISTRATION SYSTEMS		
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	4126 NORLAND AVENUE	BURNABY BC	V5G 3S8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 11

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REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 11
(2287)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
817885521

CAUTION FILING	PAGE NO.	TOTAL OF PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER	REGISTRATION PERIOD
	01	001		19951106 1633 1825 2474	P PPSA	5

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
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DEBTOR NAME : BUSINESS NAME : M. PERLMAN ENTERPRISES INC.

ADDRESS : 55 TEMPO AVENUE WILLOWDALE ONT M2H 2R9

ONTARIO CORPORATION NO.

DEBTOR NAME	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
-------------	---------------	------------------	---------	---------

DEBTOR NAME : BUSINESS NAME :

ADDRESS :

ONTARIO CORPORATION NO.

SECURED PARTY / LIEN CLAIMANT : CANADIAN IMPERIAL BANK OF COMMERCE

ADDRESS : REXDALE AND MARTIN GROVE ETOBICOKE ONT M9W 1R8

COLLATERAL CLASSIFICATION

CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS	OTHER	MOTOR VEHICLE INCLUDED	AMOUNT	DATE OF MATURITY OR	NO FIXED MATURITY DATE
X	X	X	X	X	X			

MOTOR VEHICLE	YEAR	MAKE	MODEL	V.I.N.
---------------	------	------	-------	--------

MOTOR VEHICLE

GENERAL COLLATERAL DESCRIPTION : REG. NO. 900130092200886210 HAS ECPIRED DUE TO A CLERICAL ERROR. (F-1462)

REGISTERING AGENT : CANADIAN IMPERIAL BANK OF COMMERCE TR#82213

ADDRESS : 595 BAY STREET, 5TH FLOOR TORONTO ONT M5G 2C2

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 12

CERTIFIED BY/CERTIFIÉES PAR


REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj1fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 12
(2288)

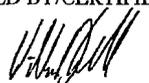
TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL MOTOR VEHICLE REGISTRATION REGISTERED
PAGES	SCHEDULE	NUMBER UNDER
01	01	002 19970506 1707 1825 7470
21	RECORD REFERENCED	FILE NUMBER 817885521
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED CHANGE REQUIRED A AMENDMENT RENEWAL YEARS CORRECT PERIOD
23	REFERENCE	FIRST GIVEN NAME INITIAL SURNAME
24	DEBTOR/ TRANSFEROR	BUSINESS NAME M. PERLMAN ENTERPRISES INC.
25	OTHER CHANGE	REASON/ DESCRIPTION
26		DEBTOR'S NAME AS RECORDED ON REGISTRATION NUMBER
27		# 951106 1633 1825 2474 HAS BEEN AMENDED TO INCLUDE TWO OTHER
28		NAMES
02/	DEBTOR/	DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME
05/	TRANSFEREE	BUSINESS NAME R. PERLMAN ENTERPRISES INC.
06		ONTARIO CORPORATION NO.
04/07		ADDRESS
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE
08		ADDRESS
09		ADDRESS
10	COLLATERAL CLASSIFICATION	CONSUMER MOTOR VEHICLE DATE OF NO FIXED
	GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED	AMOUNT MATURITY OR MATURITY DATE
11	MOTOR	YEAR MAKE MODEL V.I.N.
12	VEHICLE	
13	GENERAL	
14	COLLATERAL	
15	DESCRIPTION	
16	REGISTERING AGENT OR	CANADIAN IMPERIAL BANK OF COMMERCE TR#82213
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS 595 BAY STREET, 5TH FLOOR TORONTO ONT M5G 2C2

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 13

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(cj2fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 13
(2289)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL MOTOR VEHICLE REGISTRATION REGISTERED	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER				
01	02	002		19970506 1707 1825 7470					
21	RECORD REFERENCED	FILE NUMBER	817885521						
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD				
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME					
24	DEBTOR/ TRANSFEROR	BUSINESS NAME							
25	OTHER CHANGE REASON/ DESCRIPTION								
02/05	DEBTOR/ TRANSFEREE	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME				
03/06	TRANSFEREE	BUSINESS NAME	JEAN MACHINE, SUNRISE RECORDS & TAPES, SUNRISE RECORD DISTRIBUTORS						
04/07	ADDRESS				ONTARIO CORPORATION NO.				
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE							
08	ADDRESS								
09	COLLATERAL CLASSIFICATION								
10	CONSUMER	GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED	DATE OF AMOUNT	NO FIXED MATURITY OR	MATURITY DATE
11	MOTOR VEHICLE GENERAL	YEAR	MAKE	MODEL	V. I. N.				
14	COLLATERAL DESCRIPTION								
16	REGISTERING AGENT OR								
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS							

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

14

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REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 14
(2290)

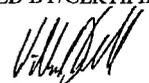
TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	003		19991101 1030 1529 6383	
21	RECORD REFERENCED	FILE NUMBER	817885521		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
		X	A AMENDMENT		
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	M. PERLMAN ENTERPRISES INC.		
25	OTHER CHANGE				
26	REASON/ DESCRIPTION	DEBTOR'S NAME HAS BEEN AMENDED ON PAGE 1, LINE 3 AND 6 DUE TO AMALGAMATION AND DEBTOR'S ADDRESS HAS BEEN AMENDED ON PAGE 1, LINE 4 AND 7, PAGE 2, LINE 4 ON REGISTRATION NUMBER 19951106163318252474			
02/	DEBTOR/ TRANSFEREE	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
03/		BUSINESS NAME	MRP RETAIL INC.		
04/07	ADDRESS	4069 GORDON BAKER ROAD	SCARBOROUGH	ONTARIO CORPORATION NO.	ON M1W 2P3
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNER			
08		ADDRESS			
09	COLLATERAL CLASSIFICATION				
10	CONSUMER GOODS	INVENTORY	EQUIPMENT	ACCOUNTS OTHER	MOTOR VEHICLE INCLUDED
	YEAR	MAKE	MODEL	V. I. N.	DATE OF MATURITY OR NO FIXED MATURITY DATE
11	MOTOR VEHICLE GENERAL				
12	COLLATERAL DESCRIPTION				
13	REGISTERING AGENT OR	CANADIAN SECURITIES REGISTRATION SYSTEMS			
14	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	SUITE 180-13571 COMMERCE PARKWAY	RICHMOND	BC V6V2L1

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 15

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2s 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
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ENQUIRY RESPONSE
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REPORT : PSSR060
PAGE : 15
(2291)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

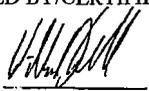
FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL MOTOR VEHICLE REGISTRATION REGISTERED PAGES SCHEDULE NUMBER UNDER	19991101 1030 1529 6383
01	02	003	
21	RECORD REFERENCED	FILE NUMBER	817885521
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED RENEWAL YEARS CORRECT PERIOD
23	REFERENCE DEBTOR/ TRANSFEROR	BUSINESS NAME	FIRST GIVEN NAME INITIAL SURNAME
24			
25	OTHER CHANGE REASON/ DESCRIPTION		
26			
27			
28			
02/05	DEBTOR/ TRANSFEREE	DATE OF BIRTH BUSINESS NAME	FIRST GIVEN NAME INITIAL SURNAME
03/06			MRP RETAIL INC.
04/07	ADDRESS	4069 GORDON BAKER ROAD	SCARBOROUGH ONTARIO CORPORATION NO. ON M1W 2P3
29	ASSIGNOR SECURED PARTY/LIEN CLAIMANT/ASSIGNER		
08			
09	ADDRESS		
10	COLLATERAL CLASSIFICATION	CONSUMER GOODS	MOTOR VEHICLE INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED AMOUNT DATE OF MATURITY OR NO FIXED MATURITY DATE
11	MOTOR VEHICLE GENERAL COLLATERAL DESCRIPTION	YEAR MAKE MODEL	V. I. N.
12			
13			
14			
15	REGISTERING AGENT OR SECURED PARTY/ LIEN CLAIMANT	ADDRESS	
16			
17			

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

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REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(crj2fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 16
(2292)

TYPE OF SEARCH BUSINESS DEBTOR
SEARCH CONDUCTED ON MRP RETAIL INC.
FILE CURRENCY 27DEC 2016

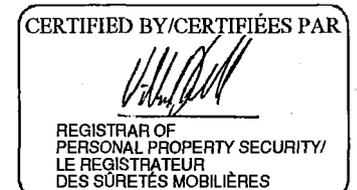
FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	03	003		19991101 1030 1529 6383	
21	RECORD REFERENCED	FILE NUMBER	817885521		
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME			
25	OTHER CHANGE REASON/ DESCRIPTION				
02/05	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME	
03/06	DEBTOR/ TRANSFEREE	BUSINESS NAME	JEAN MACHINE, SUNRISE RECORDS & TAPES, SUNRISE RECORD DISTRIBUTORS		
04/07	ADDRESS	4069 GORDON BAKER ROAD	SCARBOROUGH	ONTARIO CORPORATION NO.	ON MIW 2P3
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE			
08	ADDRESS				
09	COLLATERAL CLASSIFICATION	CONSUMER	MOTOR VEHICLE	DATE OF	NO FIXED
10		GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER INCLUDED	AMOUNT MATURITY OR	MATURITY DATE
11	MOTOR VEHICLE GENERAL COLLATERAL DESCRIPTION	YEAR MAKE	MODEL	V. I. N.	
12	REGISTERING AGENT OR SECURED PARTY/ LIEN CLAIMANT	ADDRESS			

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

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(crj2fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 17
(2293)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001		20000818 1044 1529 8200	
21	RECORD REFERENCED	FILE NUMBER	817885521		
22	PAGE AMENDED	NO. SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
		X	B RENEWAL	5	
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	MRP RETAIL INC.		
25	OTHER CHANGE REASON/ DESCRIPTION				
02/05	DEBTOR/ TRANSFEREE	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
03/06	TRANSFeree	BUSINESS NAME			
04/07	ADDRESS	ONTARIO CORPORATION NO.			
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE			
08	ADDRESS				
09	COLLATERAL CLASSIFICATION	CONSUMER GOODS	MOTOR VEHICLE INCLUDED	DATE OF MATURITY OR	NO. FIXED MATURITY DATE
10	YEAR	MAKE	MODEL	V. I. N.	
11	MOTOR VEHICLE GENERAL DESCRIPTION				
12	REGISTERING AGENT OR	CANADIAN SECURITIES REGISTRATION SYSTEMS			
13	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	SUITE 180-13571 COMMERCE PARKWAY	RICHMOND	BC V6V2L1

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 18

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

(c)2fs 09/2013



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 18
(2294)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

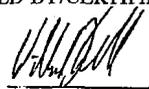
FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL MOTOR VEHICLE REGISTRATION REGISTERED		
		PAGES SCHEDULE	NUMBER	UNDER
01	01	001	20050314 1452 1530 0692	
21	RECORD REFERENCED	FILE NUMBER	817885521	
22	PAGE AMENDED	NO SPECIFIC PAGE AMENDED	CHANGE REQUIRED	RENEWAL YEARS
		X	B RENEWAL	5
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	MRP RETAIL INC.	
25	OTHER CHANGE			
26	REASON/			
27	DESCRIPTION			
28				
02/	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
05	DEBTOR/			
03/	TRANSFEREE	BUSINESS NAME		
06				
04/07	ADDRESS	ONTARIO CORPORATION NO.		
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE		
08				
09	ADDRESS			
	COLLATERAL CLASSIFICATION			
	CONSUMER	MOTOR VEHICLE	DATE OF	NO FIXED
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR MATURITY DATE
10				
11	MOTOR	YEAR MAKE	MODEL	V. I. N.
12	VEHICLE			
13	GENERAL			
14	COLLATERAL			
15	DESCRIPTION			
16	REGISTERING AGENT OR	CANADIAN SECURITIES REGISTRATION SYSTEMS		
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	SUITE 180-13571 COMMERCE PARKWAY	RICHMOND BC V6V2L1

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED...

19

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(cij2fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 19
(2295)

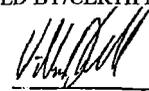
TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001		20100914 1453 1530 8306	
21	RECORD REFERENCED	FILE NUMBER	817885521		
22	PAGE-AMENDED	NO. SPECIFIC PAGE-AMENDED	CHANGE REQUIRED	RENEWAL YEARS	CORRECT PERIOD
		X	B RENEWAL	5	
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	MRP RETAIL INC.		
25	OTHER CHANGE				
26	REASON/ DESCRIPTION				
28		FIRST GIVEN NAME	INITIAL	SURNAME	
02/	DATE OF BIRTH				
05	DEBTOR/ TRANSFEREE	BUSINESS NAME			
03/					
06					ONTARIO CORPORATION NO.
04/07		ADDRESS			
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNER			
08					
09		ADDRESS			
	COLLATERAL CLASSIFICATION				
	CONSUMER	MOTOR VEHICLE	DATE OF	NO. FIXED	
	GOODS	INVENTORY EQUIPMENT ACCOUNTS OTHER	INCLUDED	AMOUNT MATURITY OR	MATURITY DATE
10					
11	MOTOR	YEAR	MAKE	MODEL	V.I.N.
12	VEHICLE				
13	GENERAL				
14	COLLATERAL				
15	DESCRIPTION				
16	REGISTERING AGENT OR	CANADIAN SECURITIES REGISTRATION SYSTEMS			
17	SECURED PARTY/ LIEN CLAIMANT	ADDRESS	SUITE 200, 4126 NORLAND AVENUE	BURNABY	BC V5G 3S8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 20

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(cj2fs 09/2013)



RUN NUMBER : 363
 RUN DATE : 2016/12/28
 ID : 20161228152657.37

PROVINCE OF ONTARIO
 MINISTRY OF GOVERNMENT SERVICES
 PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
 ENQUIRY RESPONSE
 CERTIFICATE

REPORT : PSSR060
 PAGE : 20
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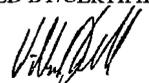
TYPE OF SEARCH : BUSINESS DEBTOR
 SEARCH CONDUCTED ON : MRP RETAIL INC.
 FILE CURRENCY : 27DEC 2016

FORM 2C FINANCING CHANGE STATEMENT / CHANGE STATEMENT

CAUTION FILING	PAGE NO. OF	TOTAL PAGES	MOTOR VEHICLE SCHEDULE	REGISTRATION NUMBER	REGISTERED UNDER
01	01	001		20150825 1443 1530 4332	
21	RECORD REFERENCED	FILE NUMBER	817885521		
22	PAGE AMENDED	NO. SPECIFIC PAGE AMENDED		CHANGE REQUIRED	RENEWAL YEARS
		X		B RENEWAL	5
23	REFERENCE	FIRST GIVEN NAME	INITIAL	SURNAME	
24	DEBTOR/ TRANSFEROR	BUSINESS NAME	MRP RETAIL INC.		
25	OTHER CHANGE REASON/ DESCRIPTION				
02/05	DEBTOR/ TRANSFEREE	DATE OF BIRTH	FIRST GIVEN NAME	INITIAL	SURNAME
03/06	TRANSFEREE	BUSINESS NAME			
04/07	ADDRESS	ONTARIO CORPORATION NO.			
29	ASSIGNOR	SECURED PARTY/LIEN CLAIMANT/ASSIGNEE			
08/09	ADDRESS				
10	COLLATERAL CLASSIFICATION	CONSUMER GOODS	MOTOR VEHICLE INCLUDED	DATE OF MATURITY OR	NO. FIXED MATURITY DATE
11	MOTOR VEHICLE GENERAL COLLATERAL DESCRIPTION	YEAR	MAKE	MODEL	V. I. N.
16	REGISTERING AGENT OR SECURED PARTY/ LIEN CLAIMANT	ADDRESS	D+H LIMITED PARTNERSHIP SUITE 200, 4126 NORLAND AVENUE BURNABY BC V5G 3S8		

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 21

CERTIFIED BY/CERTIFIÉES PAR

 REGISTRAR OF PERSONAL PROPERTY SECURITY/
 LE REGISTRATEUR DES SÛRETÉS MOBILIÈRES

(crj2fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152657.37

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

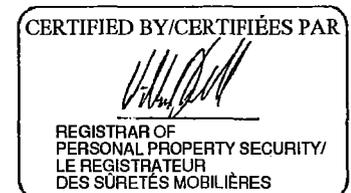
REPORT : PSSR060
PAGE : 21
(2297)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP RETAIL INC.
FILE CURRENCY : 27DEC 2016

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
718252974	20160704 1402 1462 9367			
712478772	20151208 1621 1862 4572			
712478871	20151208 1624 1862 4574			
666850356	20101230 1403 1462 0513			
641288997	20071210 1604 1590 4805			
629829459	20061017 1947 1531 8060	20110812 1944 1531 8366	20160823 1440 1530 6168	
817885521	19951106 1633 1825 2474	19970506 1707 1825 7470	19991101 1030 1529 6383	20000818 1044 1529 8200
	20050314 1452 1530 0692	20100914 1453 1530 8306	20150825 1443 1530 4332	

15 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.



(crfj3 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152704.73

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 1
(2298)

THIS IS TO CERTIFY THAT A SEARCH HAS BEEN MADE IN THE RECORDS OF THE CENTRAL OFFICE
OF THE PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM IN RESPECT OF THE FOLLOWING:

TYPE OF SEARCH : BUSINESS DEBTOR

SEARCH CONDUCTED ON : MRP FAMILY RETAIL INC.

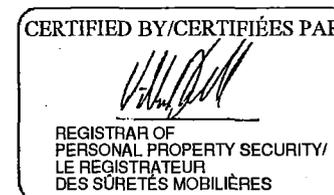
FILE CURRENCY : 27DEC 2016

ENQUIRY NUMBER 20161228152704.73 CONTAINS 3 PAGE(S), 1 FAMILY(IES).

THE SEARCH RESULTS MAY INDICATE THAT THERE ARE SOME REGISTRATIONS WHICH SET OUT A BUSINESS DEBTOR NAME
WHICH IS SIMILAR TO THE NAME IN WHICH YOUR ENQUIRY WAS MADE. IF YOU DETERMINE THAT THERE ARE OTHER
SIMILAR BUSINESS DEBTOR NAMES, YOU MAY REQUEST THAT ADDITIONAL ENQUIRIES BE MADE AGAINST THOSE NAMES.

AIRD & BERLIS LLP
ATTN: SHANNON MORRIS
HOLD FOR PICK UP
TORONTO ON M5J2T9

CONTINUED... 2



(crj3 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152704.73

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

REPORT : PSSR060
PAGE : 2
(2299)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP FAMILY RETAIL INC.
FILE CURRENCY : 27DEC 2016

FORM 1C FINANCING STATEMENT / CLAIM FOR LIEN

FILE NUMBER
689977674

CAUTION FILING PAGE NO. OF TOTAL PAGES MOTOR VEHICLE SCHEDULE REGISTRATION NUMBER REGISTERED UNDER REGISTRATION PERIOD
01 01 001 20130903 1933 1531 9941 P PPSA 5

DEBTOR NAME DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME BUSINESS NAME MRP FAMILY RETAIL INC. ADDRESS 4069 GORDON BAKER ROAD SCARBOROUGH ONTARIO CORPORATION NO. ON M1W 2P3

DEBTOR NAME DATE OF BIRTH FIRST GIVEN NAME INITIAL SURNAME BUSINESS NAME MRP FAMILY RETAIL INC. ADDRESS 4069 GORDON BAKER ROAD SCARBOROUGH ONTARIO CORPORATION NO. ON M1W 2P3
SECURED PARTY / LIEN CLAIMANT CANADIAN IMPERIAL BANK OF COMMERCE ADDRESS 595 BAY STREET, 5TH FLOOR TORONTO ON M5G 2C2

COLLATERAL CLASSIFICATION CONSUMER GOODS INVENTORY EQUIPMENT ACCOUNTS OTHER MOTOR VEHICLE INCLUDED AMOUNT DATE OF MATURITY OR NO FIXED MATURITY DATE
10 X X X X X

MOTOR VEHICLE YEAR MAKE MODEL V.I.N.
11
12
13 GENERAL COLLATERAL DESCRIPTION
14
15
16 REGISTERING AGENT D+H LIMITED PARTNERSHIP ADDRESS SUITE 200, 4126 NORLAND AVENUE BURNABY BC V5G 3S8

*** FOR FURTHER INFORMATION, CONTACT THE SECURED PARTY. ***

CONTINUED... 3

CERTIFIED BY/CERTIFIÉES PAR

REGISTRAR OF
PERSONAL PROPERTY SECURITY/
LE REGISTRATEUR
DES SÛRETÉS MOBILIÈRES

(cij1fs 09/2013)



RUN NUMBER : 363
RUN DATE : 2016/12/28
ID : 20161228152704.73

PROVINCE OF ONTARIO
MINISTRY OF GOVERNMENT SERVICES
PERSONAL PROPERTY SECURITY REGISTRATION SYSTEM
ENQUIRY RESPONSE
CERTIFICATE

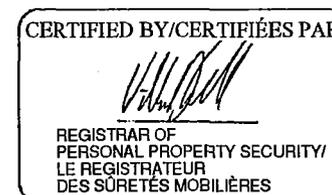
REPORT : PSSR060
PAGE : 3
(2300)

TYPE OF SEARCH : BUSINESS DEBTOR
SEARCH CONDUCTED ON : MRP FAMILY RETAIL INC.
FILE CURRENCY : 27DEC 2016

INFORMATION RELATING TO THE REGISTRATIONS LISTED BELOW IS ATTACHED HERETO.

FILE NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER	REGISTRATION NUMBER
689977674	20130903	1933	1531	9941

1 REGISTRATION(S) ARE REPORTED IN THIS ENQUIRY RESPONSE.



(crj) 09/2013



Tab 2(d)

Attached is Exhibit "D" Referred to in the
AFFIDAVIT OF ROY PERLMAN
Sworn before me this 1st day of February, 2017

A handwritten signature in black ink, appearing to read "Irene L. Matthews", written over a horizontal line.

A Commissioner, etc.

Irene L. Matthews
Barrister, Solicitor, Notary
104-7225 Woodbine Ave.
Markham, ON L3R 1A3



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Toronto
Court No. 31-2205066
Estate No. 31-2205066

In the Matter of the Notice of Intention to make a
proposal of:

MRP Retail Inc
Insolvent Person

**RICHTER ADVISORY GROUP INC / RICHTER GROUPE
CONSEI**
Licensed Insolvency Trustee

Date of the Notice of Intention: January 09, 2017

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: January 09, 2017, 11:22

E-File/Dépôt Electronique

Official Receiver

25 St. Clair Avenue East, 6th floor, Toronto, Ontario, Canada, M4T1M2, (877)376-9902

Canada



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Toronto
Court No. 31-2205065
Estate No. 31-2205065

In the Matter of the Notice of Intention to make a
proposal of:

MRP Family Retail Inc
Insolvent Person

**RICHTER ADVISORY GROUP INC / RICHTER GROUPE
CONSEI**
Licensed Insolvency Trustee

Date of the Notice of Intention: January 09, 2017

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL
Subsection 50.4 (1)

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforementioned insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the *Bankruptcy and Insolvency Act*.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: January 09, 2017, 11:19

E-File/Dépôt Electronique

Official Receiver

25 St. Clair Avenue East, 6th floor, Toronto, Ontario, Canada, M4T1M2, (877)376-9902

Canada

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL
OF MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

District of Ontario
Division No. 9 - Toronto
Estate/Court File No: 31-2205065
Estate/Court File No. 31-2205066

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY

Proceedings commenced at Toronto

AFFIDAVIT OF ROY PERLMAN

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

Sam Babe (LSUC # 49498B)
Tel: (416) 865-7718
Fax: (416) 863-1515
E-mail: sbabe@airdberlis.com

Lawyers for MRP Retail Inc. and MRP Family Retail Inc.

Tab 3

SERVICE LIST

TO: AIRD & BERLIS LLP
Brookfield Place
1800 – 181 Bay Street
Toronto, ON M5J 2T9

Sam Babe (LSUC # 49498B)
Tel: 416.865.7718
Fax: 416.863.1515
Email: sbabe@airdberlis.com

Lawyers for MRP Retail Inc. and MRP Family Retail Inc.

AND TO: RICHTER ADVISORY GROUP INC.
3320 – 181 Bay Street
Toronto, ON M5J 2T3

Gilles Benchaya
Tel: 514.934.3496
Email: GBenchaya@richterconsulting.com

Adam Sherman
Tel: 416.642.4836
Email: asherman@richter.ca

Proposal Trustee

AND TO: CASSELS BROCK & BLACKWELL LLP
Scotia Plaza
2100 - 40 King Street West
Toronto, ON M5H 3C2

Larry Ellis
Tel: 416.869.5406
Fax: 416.640.3004
Email: lellis@casselsbrock.com

Lawyers for Richter Advisory Group Inc.

AND TO: CHAITONS LLP
5000 Yonge Street, 10th Floor
Toronto, ON M2N 7E9

Harvey Chaiton
Tel: 416.218.1129
Fax: 416.218.1849
Email: harvey@chaitons.com

Lawyers for Canadian Imperial Bank of Commerce

AND TO: BLAINEY McMURTRY LLP
Barristers and Solicitors
1500 – 2 Queen Street East
Toronto, ON M5C 3G5

John C. Wolf
Tel: 416.593.1221
Fax: 416.593.5437
Email: jwolf@blaney.com

Lawyers for White Oaks Mall Holdings Inc.

AND TO: XEROX CANADA LTD.
33 Bloor Street East, 3rd Floor
Toronto, ON M4W 3H1

Stephanie A.F. Grace
Tel: 416.413.2805
Email: Stephanie.Grace@xerox.com

AND TO: DEPARTMENT OF JUSTICE CANADA
3400 – 130 King Street West
Toronto, ON M5X 1K6

Diane H.A. Winters
Tel: 416.973.3172
Fax: 416.973.0810
Email: diane.winters@justice.gc.ca

Lawyers for Canada Revenue Agency

AND TO: MINISTRY OF FINANCE (ONTARIO)
Legal Services Branch
777 Bay Street, 11th Floor
Toronto, ON M5G 2C8

Kevin O'Hara

Tel: 416.327.8463

Fax: 416.325.1460

Email: kevin.ohara@ontario.ca

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL
OF MRP RETAIL INC. AND MRP FAMILY RETAIL INC.**

District of Ontario
Division No. 9 - Toronto
Estate/Court File No: 31-2205065
Estate/Court File No. 31-2205066

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY

Proceedings commenced at Toronto

MOTION RECORD

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

Sam Babe (LSUC # 49498B)
Tel: (416) 865-7718
Fax: (416) 863-1515
E-mail: sbabe@airdberlis.com

Lawyers for MRP Retail Inc. and MRP Family Retail Inc.