

Court File No.:

31-208236-T

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



**IN THE MATTER OF THE BANKRUPTCY OF**  
**HMV CANADA INC.**  
**OF THE CITY OF TORONTO, PROVINCE OF ONTARIO**

**APPLICATION FOR BANKRUPTCY ORDER**

**HUK 10 LIMITED** (the “Applicant”), hereby applies to the Court that **HMV CANADA INC.** be adjudged bankrupt and that a bankruptcy order be made in respect of the property of **HMV CANADA INC.**, formerly carrying on business from registered head offices located at 5401 Eglinton Avenue West, Toronto, Ontario, and storage and retail locations across Canada, and says that:

1. **HMV CANADA INC.** is an insolvent person within the meaning of the *Bankruptcy and Insolvency Act* (Canada) and has at some time during the six (6) months next preceding the filing of this application, carried on business at 5401 Eglinton Avenue West, Toronto, Ontario, within the jurisdiction of this Court.
2. **HMV CANADA INC.** is justly and truly indebted to the Applicant in the sum of CAD \$40,481,200, plus chargeable enforcement costs incurred to date, and interest and costs continuing to accrue.
3. **THE APPLICANT** holds security for the said indebtedness and estimates that the value of that security to be less than \$33,000,000.
4. **HMV CANADA INC.** has, within the six (6) months next preceding the date of filing of this application, committed the following acts of bankruptcy, namely:


- (a) HMV CANADA INC. has ceased to meet its liabilities generally as they become due, including without limitation, the indebtedness owing by HMV CANADA INC. to the Applicant and to other creditors.

5. That RICHTER ADVISORY GROUP INC., of the City of Toronto, Province of Ontario, is qualified to act as trustee of the property of the said HMV CANADA INC., has agreed to act as such, and is acceptable to the undermentioned creditor:

<u>Creditor</u>	<u>Address</u>	<u>Amount</u>
HUK 10 LIMITED	7 River Court Brighthouse Road. Middlesbrough, TS2 1RT United Kingdom	\$10,880,023.84

DATED at Middlesbrough, U.K. this \_\_\_\_ day of June, 2017.

SIGNED BY THE APPLICANT  
in the presence of:

  
Witness Name: BRYN ROBERTSON  
(A solicitor)

~~HUK 10 LIMITED~~

Per:   
Christopher Emmott, Director

ISSUED at the City of Toronto, in the Province of Ontario, this  
8th day of June, 2017

REGISTRAR

  
Master M. Jean

Date: June 8th/17

Court File No.:

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SUPERIOR COURT OF JUSTICE  
(IN BANKRUPTCY AND INSOLVENCY)**

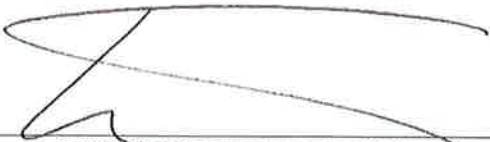
**IN THE MATTER OF THE BANKRUPTCY OF  
H MV CANADA INC.  
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO**

**AFFIDAVIT OF TRUTH**


I, **CHRISTOPHER EMMOTT**, of the City of London in the United Kingdom, **MAKE OATH AND SAY THAT:**

- 1. I am a Director of the Applicant, HUK 10 LIMITED (the “**Applicant**”), and as such have personal knowledge of the facts herein deposed to.
- 2. H MV CANADA INC. is justly and truly indebted to the Applicant in the sum of \$40,481,200, plus chargeable costs incurred to date and interest and costs continuing to accrue, as stated in the application for bankruptcy order.
- 3. The Applicant holds security for the indebtedness and estimates that the value of that security to be less than \$33,000,000 net of reasonable enforcement costs.
- 4. The facts alleged in the Application for Bankruptcy order annexed hereto are, within my own knowledge, true.
- 5. I have been duly authorized by the Applicant to swear this affidavit and file the within Application.

SWORN BEFORE ME at the City )  
 )  
 of London, in the United )  
 )  
 Kingdom, this 7<sup>th</sup> day of )  
 )  
 June 2017. )  
 )  
 )  
 )



\_\_\_\_\_  
**CHRISTOPHER EMMOTT**

  
 \_\_\_\_\_  
**A Commissioner for Taking Affidavits**  
 BRYN ROBERTSON  
 (A solicitor)

Court File No. \_\_\_\_\_

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

**IN THE MATTER OF THE BANKRUPTCY OF  
HVM CANADA INC.  
OF THE CITY OF TORONTO, PROVINCE OF ONTARIO**

**CONSENT TO ACT AS TRUSTEE**

**RICHTER ADVISORY GROUP INC.**, a Licensed Insolvency Trustee, hereby consents to act as Trustee in Bankruptcy of HVM CANADA INC., upon the application of HUK 10 LIMITED.

**DATED** at Toronto, Ontario this 8<sup>th</sup> day of June, 2017.

**RICHTER ADVISORY GROUP INC.**

Per: \_\_\_\_\_

Name: Paul van Eyk  
Title: Senior Vice President

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

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**IN THE MATTER OF THE BANKRUPTCY  
OF HMY CANADA INC. OF THE CITY  
OF TORONTO, PROVINCE OF ONTARIO**

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**CONSENT TO ACT AS TRUSTEE**

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**WEIRFOULDS LLP**  
4100-66 Wellington Street West  
Toronto, Ontario  
M5K 1B7

Edmond F.B. Lamek  
Tel: 416-947-5042  
Fax: 416-365-1876  
LSUC #: 33338U

Danny M. Nunes  
Tel: 416-619-6293  
Fax: 416-365-1876  
LSUC #: 53802D

Lawyers for the Applicant

31-208286-T

TO: **HMV CANADA INC.**  
**C/O AIRD & BERLIS LLP**  
Brookfield Place, 181 Bay Street  
Suite 1800, Toronto, ON  
M5H 2T9  
Att'n: Steve Graff, Aaron Collins and  
Kyle Plunkett

**HMV CANADA INC. C/O**  
**RICHTER ADVISORY GROUP**  
**INC. C/O GOWLINGS WLG**  
First Cdn. Place 100 King Street W.  
Suite 1600, Toronto, ON  
M5X 1G5  
Att'n: David Cohen and Frank Lamie

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

**IN THE MATTER OF THE**  
**BANKRUPTCY OF HMV CANADA INC.,**  
**OF THE CITY OF TORONTO,**  
**PROVINCE OF ONTARIO**

**APPLICATION FOR BANKRUPTCY**  
**ORDER**

**TAKE NOTICE THAT** an application for a bankruptcy order has been made in respect of your property will be heard before the presiding Judge of the Commercial List at 393 University Avenue, in the City of Toronto, Province of Ontario, on Monday, the 19th day of June, 2016, at the hour of 10:00 o'clock in the forenoon, or so soon thereafter as the application can be heard.

**AND FURTHER TAKE NOTICE THAT** if notice of cause against the application is not filed in Court and a copy thereof served on the solicitors for the applicant at least two days before the hearing, and if you do not appear at the hearing, the Court may make a bankruptcy order on such proof of the statements in the application as the Court shall think sufficient.

Dated at Toronto, Ontario, this 6th day of June 2017.

10547285.1

**WEIRFOULDS LLP**  
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Lawyers for the Applicant