

District of: Ontario
Division No. 09- Toronto
Estate No. 31-2128393
Court File No: 31-2128393

ONTARIO

SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE BANKRUPTCY OF GARY WAYNE BODIMEADE
OF THE TOWN OF BROOKLIN, IN THE PROVINCE OF ONTARIO

NOTICE OF MOTION

Dean Salem will make a motion to a Judge of the Ontario Superior Court of Justice and/or the Registrar in Bankruptcy on November 6, 2017, at 10:00am, or as soon after that time as the motion can be heard, at 330 University Avenue, by way of appeal from the disallowance by the trustee dated September 12, 2017 of the claim of Dean Salem dated July 29, 2016 and amended June 23, 2017.

THE MOTION IS FOR:

1. An order declaring that the claim against the said estate, as filed by Dean Salem, is a valid and subsisting secured claim.
2. In the alternative to paragraph 1 above an order declaring that the claim against the said estate, as filed by Dean Salem, is a valid and subsisting unsecured claim
3. Such further or other order as to this Honourable Court may seem just.

THE GROUNDS FOR THE MOTION ARE:

1. The validly executed Revolving Line of Credit ("RLOC") Agreement dated December 31, 2015 grants Dean Salem security and provides him a guarantee from Mr. Bodimeade of the indebtedness.
2. There is no evidence that the bankrupt and Compuquest were insolvent at the time of the execution of the RLOC.
3. The execution of the RLOC in December 2015 was distilling a previously reached agreement into writing.
4. Dean Salem and Gary Bodimeade were at all times dealing at arm's length.
5. The RLOC Agreement was executed in order to permit Dean Salem as a critical supplier to continue to advance funds and supply product to Compuquest and was not executed

with the intention of delaying or defrauding creditors or fraudulently preferring Dean Salem's interest over the interest of creditors, and is not void and unenforceable.

6. The Bankrupt maintained a legal and/or beneficial interest in the title to the assets set out in the RLOC Agreement, and in any event Dean Salem is entitled to rely on the doctrine of feeding the estoppel.
7. Section 135(4) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended.
8. Such further and other material as counsel may advise and this Honourable Court may permit.

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

1. The affidavits and materials filed in support of the motion returnable November 6, 2017.
2. Such further and other material as counsel may advise and this Honourable Court may permit.

October 4, 2017

Fogler, Rubinoff LLP
Lawyers
77 King Street West
Suite 3000, P.O. Box 95
Toronto, ON M5K 1G8
David W. Levangie (LSUC# 57180I)
dlevangie@foglers.com
Tel: 416.864.7603
Fax: 416.941.8852
Lawyers for the Secured Creditor Claimant Dean Salem

TO: Ann Lakeram- Licensed Insolvency Trustee
11th Floor, 200 King Street West, Box 11
Toronto, ON M5H 3T4
Phone: (416) 366-0100
Fax: (416) 360-4948

AND TO: Catherine Francis
145 King Street West
Suite 2200 (Reception)
Toronto, ON M5H 4G2
Phone: (416) 369-4137
Fax: (416) 864-9223