



SUPERIOR COURT OF JUSTICE

COUNSEL SLIP

COURT FILE NO.: CV-23-699238-00CL

DATE: Thurs. February 15th, 2024

REGISTRAR: Debbie DaCosta

NO. ON LIST: 2@11am

TITLE OF PROCEEDING: ORTHO STUDIO EXPRESS, INC. v
DIGITAL ORTHODONTIC CARE INC.

BEFORE Justice: W.D. Black

PARTICIPANT INFORMATION

For Plaintiff, Applicant, Moving Party, Crown:

Name of Person Appearing	Name of Party	Contact Info
Jessica Wuthmann	Counsel to the Receiver	jwuthmann@reconllp.com
Karen Kimel - Richter Receiver	Richter Receiver	kkimel@richter.ca
Jonathan Joffe	Richter Receiver	jjoffe@richter.ca
S. Joshi	Articling Student	

For Defendant, Respondent, Responding Party, Defence:

Name of Person Appearing	Name of Party	Contact Info
Stephen Brown-Okruhlik	Counsel for Secured Creditor	Stephen.brown-okruhlik@mcmillan.ca

For Other, Self-Represented:

Name of Person Appearing	Name of Party	Contact Info

ENDORSEMENT OF JUSTICE:

- [1] This was a motion by the receiver, Richter Inc. (the “Receiver”) in its capacity as Court-appointed receiver over the assets, undertaking and property of Digital Orthodontic Care Inc. (the “Company”).
- [2] The Receiver sought three Orders:
- (a) an Approval and Vesting Order approving a transaction/purchase agreement (the “Arcadlab Purchase Agreement”) between the Receiver and Ortho Studio Express, Inc. (the “Purchaser”) and vesting in favour of the Purchaser the Company’s right, title and interest in assets described in the Arcadlab Purchase Agreement;
 - (b) an Approval and Vesting Order (the “Stalking Horse AVO”) approving a stalking horse agreement between the Receiver and the Purchaser dated August 9, 2023 (the “Stalking Horse Agreement”) and vesting in favour of the Purchaser the Company’s right, title and interest in assets described in the Stalking Horse Agreement: and,
 - (c) a Distribution and Discharge Order approving the actions and activities of the Receiver as set out in the Receiver’s Second Report, approving the Receiver’s fees and that of its counsel, and authorizing and directing distributions described and recommended in the Receiver’s Second Report. This Order also approves the Discharge of the Receiver upon the filing of a Discharge Certificate certifying that the remaining receivership tasks described in the Second Report have been completed by the Receiver, and releases the Receiver from liability arising out of its work on this receivership.
- [3] I have read the materials filed by the Receiver in connection with this motion and the relief sought, including the Receiver’s Second Report.
- [4] I am satisfied that the Receiver’s work in this receivership has been appropriate, well-considered and in the best interests of all parties. The Receiver has worked efficiently and fairly, and its efforts, and the transactions pursued and recommended by it have addressed and met the factors required in *Royal Bank of Canada v. Soundair Corp.*, 1991 CanLII 2727 (ONCA).
- [5] Given these observations, and given that, as the Receiver confirmed before me, there is no opposition to the Orders at issue, I am granting the Orders sought by the Receiver herein.



W.D. BLACK J.