

Court File No. CV-24-00730869-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N:

TWO SHORES CAPITAL CORP.

Applicant

AND

Productivity Media Inc., Productivity Media Income Fund I LP, Productivity Media Lending Corp. I And 8397830 Canada Inc.

Respondents

APPLICATION UNDER section 243(1) of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, and section 101 of the Courts of Justice Act, R.S.O. 1990, c. C.43

Court File No. CV-24-00731806-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

A N D B E T W E E N:

PRODUCTIVITY MEDIA INCOME FUND I LP, BY ITS GENERAL PARTNER, PRODUCTIVITY MEDIA INC., by its court-appointed receiver and manager, KSV RESTRUCTURING INC.

Plaintiff

AND

THE ESTATE OF WILLIAM GREGORY SANTOR BY ITS EXECUTRIX SONJA SANTOR, SONJA SANTOR, ALSO KNOWN AS SONJA NISTELBERGER, RADIANT FILMS INTERNATIONAL INC., DARK STAR PICTURES (CANADA) INC., CONCOURSE MEDIA INC., JOKER FILMS PRODUCTIONS INC., 8397830 CANADA INC., PRODUCTIVITY MEDIA RELEASING INC., PRODUCTIVITY MEDIA RENTALS INC., PRODUCTIVITY MEDIA PRODUCTIONS (CAYMAN) LTD., PROSAPIA CAPITAL MANAGEMENT CORP., PROSAPIA HOLDINGS INC., PROSAPIA PROPERTY MANAGEMENT INC., PROSAPIA WEALTH MANAGEMENT LTD., ERBSCHAFT CAPITAL CORP., STREAM. TV (CAYMAN) LTD., STARK INDUSTRIES LIMITED, JOHN DOE, MARY DOE, and ABC COMPANY

Defendants

Affidavit

I, Tejinderpal Sanghera, MAKE OATH AND SAY:

1 I am temporarily assisting Claudio R. Aiello (“**Aiello**”), counsel for Alan Plaunt and 1401713 Alberta Ltd. and as such have knowledge of the matters hereinafter deposed. Unless otherwise indicated below, where I do not have personal knowledge of any matter set out below, I have been advised of same by Aiello and I believe it to be true.

2 Alan Plaunt and 1401713 Alberta Ltd. (collectively **Plaunt**) are plaintiffs in an action against William Gregory Santor (**Santor**) and multiple defendants bearing court file number CV-23-00696306-0000 (the **Plaunt Action**). Bennet Jones is counsel in that action for Santor and a number of defendant corporations with which Santor controlled or was otherwise involved in (the **Santor Defendants**) including Prosapia Wealth Management Ltd. (**PWML**), Productivity Media Inc. (**PMI**), and Prosapia Holdings Inc.. Santor(now his estate), PMWL, PMI and PHI are also Mareva Defendants in what is referred to as the Receivers Fraud Action. All the Mareva Defendants would therefore seem to have some access to the Bennet Jones file.

2 Until January 2025, Bennet Jones had also been counsel for Productivity Media Inc. (PMI) in the Plaunt Action. Attached as **Exhibit 1** is the January 17, 2025 Notice of Change of Lawyers served on behalf of PMI in the Plaunt Action. PMI is now represented in the Plaunt Action by DLA Piper (Canada) LLP (**DLA**). DLA and the Receiver would therefore have some access to the Bennet Jones file.

3 The Receivers Third Report includes a copy of a Motion Record for a motion Plaunt initiated to preserve the settlement proceeds from the Media House Litigation and to amend the Statement of Claim in the Plaunt Action. As set out in that record, that motion was initiated after settlement documents came to Plaunt through a Request to Inspect them once they were referenced in one of the defence pleadings. A Civil Practice Court to schedule that motion finally occurred in December 2023. There, Aiello was advised by the presiding judge that the first available date for the motion was May 27, 2025, almost a year and a half later. That motion never proceeded because the Plaunt Action was stayed by these Commercial Court proceedings.

4 On March 1, 2024 Santor swore an Affidavit in that motion (the **Santor Affidavit**), a copy of which is attached as **Exhibit 2**.

5 On April 2, 2024 Alan Plaunt swore a reply affidavit (the **Plaunt Affidavit**) a copy of which is attached as **Exhibit 3**.

6 In paragraphs 3 through 6 of the Plaunt Affidavit, Plaunt addressed an inference in the Santor Affidavit that the Plaunt Action was out of time by expressly pointing out that:


a) Santor repeatedly told Plaunt there was no need to join in on the Media House Litigation or commence separate proceedings because they would be redundant since Santor had undertaken the Media House Litigation on behalf of Plaunt, and that

b) as recently as December 12, 2022, in a face-to-face conversation outside Santors office, Santor advised Plaunt that while the litigation was slowed because of the pandemic, he was still pursuing it using a lawyer identified as Mark Dunn of Bennet Jones.

7 Mark Dunn was indeed the lawyer representing Santor in the Media House Litigation but he is a partner at Goodmans LLP. On October 31, 2024, Goodmans was ordered to deliver its file to Bennet Jones LLP and to preserve a complete copy pending further order of the Court. A copy of that Endorsement of Frank A J is attached as **Exhibit 4**.

8 Santor never responded to the Plaunt Affidavit or cross-examined Plaunt on it.

SWORN BEFORE ME at Vaughan, Ontario)
this 14th day of July 2025.



A Commissioner for Taking Affidavits, etc.



Tejinderpal Sanghera

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

ALAN PLAUNT and 1401713 ALBERTA LTD.

Plaintiffs

and

WILLIAM GREGORY SANTOR, PROSAPIA WEALTH MANAGEMENT LTD., PROSAPIA CAPITAL MANAGEMENT CORP. PROSAPIA PROPERTY MANAGEMENT INC., PROSAPIA HOLDINGS INC., PROSAPIA CONSULTING INC., PRODUCTIVITY MEDIA INC., PRODUCTIVITY MEDIA CAPITAL INC., PRODUCTIVITY MEDIA MANAGEMENT INC., PRODUCTIVITY MEDIA UK LIMITED, PRODUCTIVITY MEDIA PICTURES INC., PRODUCTIVITY MEDIA (MALTA) LTD., PRODUCTIVITY MEDIA SICAV P.L.C., TRISTAR FILM FINANCE CORP., MEDIA HOUSE CAPITAL (CANADA) CORP., AARON GILBERT, JOHN DOE CORPORATION, JOHN DOE PARTNERSHIP and JOHN DOE

Defendants

NOTICE OF CHANGE OF LAWYER

The Defendant, Productivity Media Inc., formerly represented by Alan P. Gardner, Alexander C. Payne, and Marshall Torgov of Bennett Jones LLP, has appointed Jordan R.M. Deering, Regan Christensen and Cristina Fulop of DLA Piper (Canada) LLP as lawyer of record.

This Is Exhibit.....1.....referred to in the
affidavit of.....T. Sanghera.....
sworn before me, this.....14.....
day of.....July.....2025.....
ACCOMMISSIONER FOR TAKING AFFIDAVITS

January 17, 2025

DLA PIPER (CANADA) LLP
Barristers & Solicitors
Suite 5100, Bay Adelaide – West Tower
333 Bay Street
Toronto, ON M5H 2R2

Jordan R.M. Deering (LSO# 86337A)
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Fax: 403.213.4479
jordan.deering@dlapiper.com

Regan Christensen (LSO #69801L)
Tel: 403.698.8760
regan.christensen@dlapiper.com

Cristina Fulop (LSO #82224H)
Tel: 416.862.3389
cristina.fulop@dlapiper.com

TO: BENNETT JONES LLP
Barristers & Solicitors
3400 One First Canadian Place
P.O. Box 130
Toronto ON M5X 1A4

Alan P. Gardner (LSO# 41479N)
Tel: 416.777.6231
gardnera@bennettjones.com

Alexander C. Payne (LSO# 70712L)
Tel: 416.777.6231
paynea@bennettjones.com

Marshall Torgov (LSO# 82546D)
Tel: 416.777.6231
torgovm@bennettjones.com

Former Lawyer for the Defendant, Productivity Media Inc.,

Lawyers for the Defendants William Gregory Santor, Prosapia Wealth Management Ltd., Prosapia Capital Management Corp., Prosapia Property Management Inc., Prosapia Holdings Inc., Productivity Media Capital Inc., Productivity Media Management Inc., Productivity Media UK Limited, Productivity Media Pictures Inc., Productivity Media (Malta) Ltd., and Productivity Media SICAV P.L.C.

AND TO: **CLAUDIO R. AIELLO**
100 – 133 Milani Blvd.
Vaughan, ON L4H 4M4
Tel: 416.969.9900
claudio@aiellolaw.ca

Lawyer for the Plaintiffs

AND TO: **FASKEN MARTINEAI DUMOULIN LLP**
Barristers & Solicitors
333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, ON M5H 2T6

David A. Hausman (LSO #32282N)
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Tel: +1 416.868.3486

Jonathan Wansbrough (LSO #62430G)
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Tina Cody (LSO #79351P)
tcody@fasken.com
Tel: +1 416.865.4353

Lawyers for the Defendants, Media House Capital (Canada) Corp. And
Aaron Gilbert

AND TO: **PROSAPIA CONSULTING INC.**
3185 Dickinson Crescent
Vancouver, BC V7V 2L4

AND TO: **TRISTAR FILM FINANCE CORP.**
34, 4816 – 35B Street
Calgary, AB T2B 3N1

ALAN PLAUNT et al
Plaintiffs

-and- WILLIAM GREGORY SANTOR et al
Defendants

Court File No. CV-23-00696306-0000

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
TORONTO

NOTICE OF CHANGE OF LAWYER

DLA PIPER (CANADA) LLP
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cristina.fulop@dlapiper.com

Lawyer for the Defendant, Productivity Media Inc.

Court File No. CV-23-00696306-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

B E T W E E N:

ALAN PLAUNT and 1401713 ALBERTA LTD.

Plaintiffs

- and -

**WILLIAM GREGORY SANTOR, PROSAPIA WEALTH MANAGEMENT LTD.,
PROSAPIA CAPITAL MANAGEMENT CORP., PROSAPIA PROPERTY
MANAGEMENT INC., PROSAPIA HOLDINGS INC., PROSAPIA CONSULTING INC.,
PRODUCTIVITY MEDIA INC., PRODUCTIVITY MEDIA CAPITAL INC.,
PRODUCTIVITY MEDIA MANAGEMENT INC., PRODUCTIVITY MEDIA UK
LIMITED, PRODUCTIVITY MEDIA PICTURES INC., PRODUCTIVITY MEDIA
(MALTA) LTD., PRODUCTIVITY MEDIA SICAV P.L.C., TRISTAR FILM FINANCE
CORP., MEDIA HOUSE CAPITAL (CANADA) CORP., AARON GILBERT,
JOHN DOE CORPORATION, JOHN DOE PARTNERSHIP and JOHN DOE**

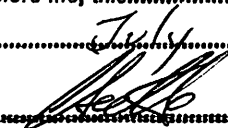
Defendants

AFFIDAVIT OF WILLIAM GREGORY SANTOR

(SWORN MARCH 1, 2024)

I, William Gregory Santor, of the City of Georgetown, in the British Overseas Territory of the Cayman Islands, MAKE OATH AND SAY:

1. I am a personal defendant in this proceeding. During the relevant period, I was also the President and Chief Executive Officer of Prosapia Wealth Management Ltd. (PWM). Accordingly, I have knowledge of the matters deposed to below. Where information in this affidavit is based upon information and belief, I have indicated the source of my information, and in each case, I believe it to be true.

This is Exhibit..... 2referred to in the
affidavit of..... T. Sanghera.....
sworn before me, this..... 14
day of..... July 2025

A COMMISSIONER FOR TAKING AFFIDAVITS

-2-

A. The Loans Relating to Paradox, DayDream Nation, I Melt With You and Janie Jones

2. In or about 2009, PWM carried on business in wealth management and financial strategy.
3. Alan Plaunt and his holding company, 1401713 Alberta Ltd. (together **Plaunt**) were clients of PWM.
4. In or about the spring of 2010, Plaunt directed PWM to invest funds in four films: Paradox, DayDream Nation, I Melt With You and Janie Jones (the **Films**).
5. The investments were made by way of loans, including to Media House Capital (Canada) Corp. (**Media House**). The loans were not repaid as they came due. Plaunt was aware that the loans had not been repaid in or about 2011.
6. Negotiations with Media House ensued in late 2011, in an attempt to resolve the issues relating to the Films and the unpaid loans. Plaunt was aware of the negotiations.
7. The negotiations in late 2011 ultimately did not achieve a resolution, and litigation was commenced in summer 2012 (the **Media House Litigation**). Plaunt was aware of the Media House Litigation.
8. Plaunt was not a party to the Media House Litigation and did not commence a claim relating to the loans or the Films around that time, or at any other time prior to April 2023.

-3-

B. The Settlement Agreement

9. In September 2017, the Media House Litigation was resolved under a settlement agreement between Media House and PWM, among others, dated September 5, 2017 (the **Settlement Agreement**).

10. The Settlement Agreement provided that Media House shall (a) pay \$2,850,000; and (b) assign to PWM all of its rights, title and interest in and to the loan documents for the Films.

11. I believe that in or about October 2017, Goodmans LLP (**Goodmans**), the law firm representing PWM in the Media House Litigation was paid the settlement funds.

12. I believe that Goodmans applied a portion of the settlement funds to satisfy an outstanding invoice and additional fees associated with work Goodmans was in the process of completing relating to the Media House Litigation.

13. In October 2017, Goodmans wire transferred the balance of the settlement funds to an account that I controlled at the time (the **First Account**).

14. The balance of the settlement funds was not segregated. Rather, the balance of the settlement funds was intermingled with other funds in the First Account.

15. Later in October 2017, a significant portion of the funds in the First Account were transferred out of the First Account into another account that I controlled at the time (the **Second Account**).

-4-

16. Those transferred funds were not kept segregated in the Second Account either. Rather, they were co-mingled with other funds in the Second Account.

17. Over the balance of 2017, and thereafter, numerous transactions, both debit and credit, were conducted in respect of the funds in the Second Account.

18. Given the passage of time, I cannot recall the specifics of all of the numerous transactions in the Second Account in 2017, and thereafter, but I believe that they were generally transactions in the ordinary course.

19. Given the passage of time since the Films were released, I do not specifically recall whether there were any residual payments arising out of the Films. If there were any such residual payments, I believe that such payments were nominal.

20. I do not anticipate that there will be any residual payments in the future. The Films were commercialized many years ago.

SWORN by Marshall Torgov at the City of Toronto, in the Province of Ontario, before me on March 1, 2024 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.

DocuSigned by:

Marshall Torgov

EB91330899384D9...

Commissioner for Taking Affidavits
(or as may be)

DocuSigned by:

William Gregory Santor

05E814B250274C4...

WILLIAM GREGORY SANTOR

ALAN PLAUNT et al.
Plaintiffs

-and-

WILLIAM GREGORY SANTOR et al.
Defendants
Court File No. CV-23-00696306-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT TORONTO

**AFFIDAVIT OF WILLIAM GREGORY SANTOR
(SWORN MARCH 1, 2024)**

BENNETT JONES LLP
3400 One First Canadian Place
Toronto, ON M5X 1A4

Alan Gardner (#41479N)
Telephone: (416) 777-6231
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Marshall Torgov (#82546D)
Telephone: (416) 777-7807
Email: TorgovM@bennettjones.com

Lawyers for the defendants, William Gregory Santor, Prosapia Wealth Management Ltd., Prosapia Capital Management Corp., Prosapia Property Management Inc., Prosapia Holdings Inc., Productivity Media Inc., Productivity Media Capital Inc., Productivity Media Management Inc., Productivity Media UK Limited, Productivity Media Pictures Inc., Productivity Media (Malta) Ltd., Productivity Media SICAV P.L.C.

COURT FILE No.: CV-23-00696306-0000

(ONTARIO)
SUPERIOR COURT OF JUSTICE

BETWEEN:

ALAN PLAUNT AND 1401713 ALBERTA LTD.

Plaintiffs

-AND-

WILLIAM GREGORY SANTOR, PROSAPIA WEALTH MANAGEMENT LTD., PROSAPIA
CAPITAL MANAGEMENT CORP., PROSAPIA PROPERTY MANAGEMENT INC., PROSAPIA
HOLDINGS INC., PROSAPIA CONSULTING INC., PRODUCTIVITY MEDIA INC.,
PRODUCTIVITY MEDIA CAPITAL INC., PRODUCTIVITY MEDIA MANAGEMENT INC.,
PRODUCTIVITY MEDIA UK LIMITED, PRODUCTIVITY MEDIA PICTURES INC.,
PRODUCTIVITY MEDIA (MALTA) LTD., PRODUCTIVITY MEDIA SICAV P.L.C.
TRISTAR FILM FINANCE CORP. , MEDIA HOUSE CAPITAL (CANADA) CORP. ARRON
GILBERT, JOHN DOE CORPORATION, JOHN DOE PARTNERSHIP, AND JOHN DOE

Defendants

Affidavit

I, Alan Plaunt, MAKE OATH AND SAY:

1 I am a Plaintiff in this litigation and as such have knowledge of the matters hereinafter
deposed. Where I do not have personal knowledge of any matter deposed below, I have been
advised of same by Claudio R. Aiello ("Aiello"), counsel for the Plaintiffs herein and I believe
that information to be true.

2 I have reviewed the Affidavit of Tejnderpal Sanghera sworn herein on December 22,
2023 (the "*Sanghera Affidavit*") and the responding Affidavit of William Gregory Santor
("Santor") sworn herein on March 1, 2024 (the "*March 2024 Santor Affidavit*").

This is Exhibit.....3.....referred to in the
affidavit of.....T. Sanghera.....
sworn before me, this.....14.....
day of.....July.....2025
ACCOMMISSIONER FOR TAKING AFFIDAVITS

Misdirection

3 At paragraphs 5 through 7 of the March 2024 Santor Affidavit, Santor attributes knowledge to me about the non-payment of certain loans, about negotiations with Media House Capital (Canada) Corp., and about the commencement of ensuing litigation in the summer of 2012 (the “***Media House Litigation***”). At paragraph 8, Santor goes on to assert that I was not a party to the Media House Litigation and that I “... *did not commence any claim relating to the loans or the films around that time, of at any other time prior to April 2023*”.

4 I gather that the point of those four paragraphs is to suggest that, any other consideration aside, this litigation is out of time and that therefore any relief requested by me in this motion should be viewed through that lens.

5 Having made the selective inference set out above, Santor fails to address the fact that he had expressly undertaken to pursue litigation on my behalf and that he had repeatedly told me that I did not need to either join in on that litigation or commence any separate claim since those steps would have been redundant. Perhaps that was in part related to the fact that Santor had always represented the Media House Litigation to me as litigation that he had commenced when in fact Santor was a defendant who advanced a counterclaim.

6 Santor also fails to address the fact that as recently as on or about December 16, 2022, I expressly asked Santor outside his office for an update on the ongoing Media House Litigation and Santor told me: that he was pursuing multiple claims/files because there were multiple securities involved and each one had to be pursued separately, that all the litigation had slowed down to a halt because of the pandemic but that he was going to follow up with the lawyer he was using who he identified as Mark Dunn (“***Dunn***”), and he expressed a belief that Dunn was with the law firm of Bennet Jones.

7 By the time of that December 2022 conversation, Santor had long since settled the Media House Litigation and was apparently in the process of setting up a residency in the Cayman Islands.

Partial Acknowledgement And Further Obfuscation

8 At paragraphs 9 through 13 of the March 2024 Santor Affidavit, Santor acknowledges that there was a settlement of the Media House Litigation in the fall of 2017, expresses a ‘*belief*’ that Goodmans LLP (“*Goodmans*”), his then lawyers, were paid some of the settlement funds in October 2017 and expresses a further ‘*belief*’ about what Goodmans did with those funds.

9 By the time Santor swore the March 2024 Santor Affidavit, I had long since had a summons served on Goodmans and Dunn of that firm fin connection with their involvement in the Media House Litigation.

10 Aiello had made first contact with Dunn on July 31, 2023 and advised Dunn that the immediate purpose of the Summons was to preserve the Goodmans/Dunn file pending the outcome of the within litigation. Attached as **Exhibit 1** is an August 1, 2023 email from Aiello To Dunn in that regard together with a copy of the Summons and transmittal letter.

11 For several months Dunn was cautious but generally co-operative. Some two months later, after Dunn had been in contact with counsel for Santor in the within litigation, he suddenly advised that the Summons suffered from “procedural and substantive deficiencies” and advised that he/his firm would not comply with it. A related motion was scheduled and is pending. Collectively attached as **Exhibit 2** is a copy of related correspondence.

12 It seems apparent to me that the change in attitude from Dunn arose at the encouragement or behest of Santor as may have been conveyed through his counsel.

Bald Assertions And Further Misdirection

13 The March 2024 Santor Affidavit fails to identify with any specificity whatsoever what happened to any of the settlement funds paid to Goodmans or to any of the other settlement proceeds except to baldly assert that some unspecified funds were moved into two unidentified accounts Santor asserts he “controlled” and that he comingled those funds with other

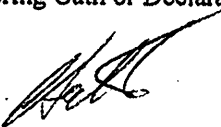
unspecified funds. Rather than providing specifics and records, Santor makes generalized vague assertions and references 'the passage of time' (meaning the last six or so years') to justify a lack of recall and about not recalling or providing any details of the funds and other settlement proceeds in question.

14 Attached as **Exhibit 3** is a copy of an October 23, 2023 email from Aiello to current counsel for Santor pertaining to the Media House Litigation settlement and requesting certain information and documents regarding same. So far as I am aware, none of the documents, information and money requested was ever provided.

15 I note that throughout Santor was, and continues to be, the sole office and director of Prosapia Wealth Management Ltd. as set out in the Corporate Profile Report attached as **Exhibit 4**.

16 I am also aware that after the within action was commenced, Santor and Prosapia Wealth Management Ltd. were still actively carrying on business. Attached as **Exhibit 5** is a copy of a July 2023 email exchange between Aiello and Mark Polley who had been representing Santor and Prosapia Wealth Management Ltd. in some then pending commercial transaction.

SWORN BEFORE ME by video Conference)
By Alan Plaunt at AURORA, Ontario on)
April 2, 2024 in accordance with O. Reg. 431/20,)
Administering Oath or Declaration Remotely)



A Commissioner for Taking Affidavits, etc.



Alan Plaunt

Claudio R. Aiello

From: Claudio R. Aiello
Sent: August 1, 2023 12:37 PM
To: mdunn@goodmans.ca
Subject: Plaunt et al v Santor et al - Summons
Attachments: July 28-2023 ltr to Dunn w Summons.pdf

Good afternoon Mr. Dunn,

This is further to our conversation yesterday.

After our conversation yesterday a process server attended at your offices and served your firm with a summons in this matter. Attached is a copy of the letter and attachments that were to have been delivered to you and your firm. Since you were not present, the summons and related cheque for you were held back and are with my process server for delivery to you.

Would you please advise when I can have my process server reattend at your offices to serve you with your summons. If you prefer to be served outside the office, just let me know and we can make mutually convenient arrangements.

I look forward to hearing from you.

Thanks

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

This is Exhibit.....¹.....referred to in the
affidavit of.....*Alan Plaunt*.....
sworn before me, this.....².....
day of.....*April*.....*2024*.....
.....*[Signature]*.....
A COMMISSIONER FOR TAKING AFFIDAVITS

CLAUDIO R. AIELLO

BARRISTER & SOLICITOR

claudio@aiellokaw.ca

July 28, 2023

Mark Dunn
Goodmans LLP
Bay Adelaide Centre - West Tower
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Dear Sirs:

**Re: *Plaunt et al v Santor et al*
*Summons***

I act for the plaintiffs in the above referenced matter. A courtesy copy of the Notice of Action and of the Statement of Claim is attached for your records.

I understand that you and your firm represented Mr. Santor and Prosapia Wealth Management Ltd. in an action involving Media Canada House (Capital) Canada and others. As you may recall that action was commenced in 2012 and together with a counterclaim it was dismissed in 2017.

You may have had, or may yet have, other dealings with Mr. Santor, Prosapia Wealth Management Ltd. or any of the various other defendants named in the within action.

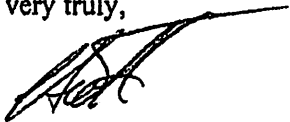
Please find attached a Summons for you and your firm together with the requisite cheques for conduct money.

As you will note, the return date for the Summons is November 6, 2023. Your attendance will not be required on that day but I will advise you in due course of the date when your attendance will be required.

You are being served with the attached Summons at this time to ensure that no documents within the scope of the Summons are discarded or destroyed pending trial.

Thank you for your assistance.

Yours very truly,



Claudio R. Aiello

Court File No.: CV-23-00696306-0000

(ONTARIO)
SUPERIOR COURT OF JUSTICE

BETWEEN:

ALAN PLAUNT AND 1401713 ALBERTA LTD.

Plaintiffs

-AND-

WILLIAM GREGORY SANTOR, PROSAPIA WEALTH MANAGEMENT LTD., PROSAPIA
CAPITAL MANAGEMENT CORP., PROSAPIA PROPERTY MANAGEMENT INC., PROSAPIA
HOLDINGS INC., PROSAPIA CONSULTING INC., PRODUCTIVITY MEDIA INC.,
PRODUCTIVITY MEDIA CAPITAL INC., PRODUCTIVITY MEDIA MANAGEMENT INC.,
PRODUCTIVITY MEDIA UK LIMITED, PRODUCTIVITY MEDIA PICTURES INC.,
PRODUCTIVITY MEDIA (MALTA) LTD., PRODUCTIVITY MEDIA SICAV P.L.C.
TRISTAR FILM FINANCE CORP., MEDIA HOUSE CAPITAL (CANADA) CORP. ARRON
GILBERT, JOHN DOE CORPORATION, JOHN DOE PARTNERSHIP, AND JOHN DOE

Defendants

SUMMONS TO WITNESS

To: **Mark Dunn**

& Goodmans LLP

YOU ARE REQUIRED TO ATTEND TO GIVE EVIDENCE IN COURT at the hearing
of this proceeding

- ☒ In person
☐ By telephone conference
☐ By video conference

at the following location **330 University Avenue, Toronto Ontario** or at such other location
as plaintiff's counsel may advise

on **Monday, Nov. 6, 2023** or such other day as plaintiff's counsel advises, at 10am, and to remain
until your attendance is no longer required.

YOU ARE REQUIRED TO PRODUCE at the hearing the following documents and things: (Set out the nature and date of each document and give particulars sufficient to identify each document and thing.)

any and all documents in your possession and/or control and/or power, regardless of format or location, that are directly or indirectly related to any of the parties hereto including, without limiting the generality of the foregoing, any and all documents in your possession and/or control and/or power, regardless of format or location, that are directly or indirectly related to the dispute reflected in the action bearing court file number CV-12-459685 in the Ontario Superior Court of Justice between Media Canada House (Capital) Corp., Aaron Gilbert and David Bodanis as plaintiffs and William Santor and Prosapia Wealth Management Ltd. as defendants and/or plaintiff by counterclaim. Without limiting the full scope and breadth of the foregoing in any way by any interpretation, such documents are to include but not be limited to all emails, texts, audio or visual recordings, accounting records (including those of you/your firm), bank records (including those of you/your firm) telephone records and/or logs, Internet records, notes letters, faxes and fax records, affidavits, transcripts, memoranda, briefs, minutes, or reports, and such other documents as may be captured within the meaning of that term as set out in Rule 30.01 of the Rules of Civil Procedure

ATTENDANCE MONEY for one day(s) of attendance is served with this summons, calculated in accordance with Tariff A of the Rules of Civil Procedure, as follows:

Attendance allowance of \$50.00	daily	\$50.00
Travel allowance		\$ 3.00
Overnight accommodation and meal allowance		\$ _____
TOTAL		\$ 53.00

If further attendance is required, you will be entitled to additional attendance money.

IF YOU FAIL TO ATTEND OR TO REMAIN IN ATTENDANCE AS REQUIRED BY THIS SUMMONS, A WARRANT MAY BE ISSUED FOR YOUR ARREST.

July 19, 2023

Issued by 
Local registrar

Address of court office: 330 University Ave., Toronto

This summons was issued at the request of, and inquiries may be directed to:

CLAUDIO R. AIELLO
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4

(416) 969-9900 claudio@aiellolaw.ca

LSO No: 26796B Lawyer for the Plaintiffs

COURT FILE No.: CV-23-00696306-0000

ALAN PLAUNT ET AL
Plaintifs

V. WILLIAM GREGORY SANTOR ET AL
Defendants

(ONTARIO)
SUPERIOR COURT OF JUSTICE
Proceeding commenced at Toronto

SUMMONS TO WITNESS

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4

(416) 969-9900 *claudio@aiellolaw.ca*

Lawyer for the Plaintiffs

LSO No: 26796B

COURT FILE NO.: CV-23-00696306-0000

(ONTARIO)
SUPERIOR COURT OF JUSTICE

BETWEEN:

ALAN PLAUNT AND 1401713 ALBERTA LTD.

Plaintiffs

-AND-

WILLIAM GREGORY SANTOR, PROSAPIA WEALTH MANAGEMENT LTD., PROSAPIA
CAPITAL MANAGEMENT CORP., PROSAPIA PROPERTY MANAGEMENT INC., PROSAPIA
HOLDINGS INC., PROSAPIA CONSULTING INC., PRODUCTIVITY MEDIA INC.,
PRODUCTIVITY MEDIA CAPITAL INC., PRODUCTIVITY MEDIA MANAGEMENT INC.,
PRODUCTIVITY MEDIA UK LIMITED, PRODUCTIVITY MEDIA PICTURES INC.,
PRODUCTIVITY MEDIA (MALTA) LTD., PRODUCTIVITY MEDIA SICAV P.L.C.
TRISTAR FILM FINANCE CORP., MEDIA HOUSE CAPITAL (CANADA) CORP. ARRON
GILBERT, JOHN DOE CORPORATION, JOHN DOE PARTNERSHIP, AND JOHN DOE

Defendants

SUMMONS TO WITNESS

To: **Mark Dunn**

& Goodmans LLP

YOU ARE REQUIRED TO ATTEND TO GIVE EVIDENCE IN COURT at the hearing
of this proceeding

- ☒ In person
☐ By telephone conference
☐ By video conference

at the following location 330 University Avenue, Toronto Ontario or at such other location
as plaintiffs counsel may advise

on Monday, Nov. 6, 2023 or such other day as plaintiffs' counsel advises, at 10am, and to remain
until your attendance is no longer required.

YOU ARE REQUIRED TO PRODUCE at the hearing the following documents and things: (Set out the nature and date of each document and give particulars sufficient to identify each document and thing.)

any and all documents in your possession and/or control and/or power, regardless of format or location, that are directly or indirectly related to any of the parties hereto including, without limiting the generality of the foregoing, any and all documents in your possession and/or control and/or power, regardless of format or location, that are directly or indirectly related to the dispute reflected in the action bearing court file number CV-12-459685 in the Ontario Superior Court of Justice between Media Canada House (Capital) Corp., Aaron Gilbert and David Bodanis as plaintiffs and William Santor and Prosapia Wealth Management Ltd. as defendants and/or plaintiff by counterclaim. Without limiting the full scope and breadth of the foregoing in any way by any interpretation, such documents are to include but not be limited to all emails, texts, audio or visual recordings, accounting records (including those of you/your firm), bank records (including those of you/your firm) telephone records and/or logs, Internet records, notes letters, faxes and fax records, affidavits, transcripts, memoranda, briefs, minutes, or reports, and such other documents as may be captured within the meaning of that term as set out in Rule 30.01 of the Rules of Civil Procedure

ATTENDANCE MONEY for one day(s) of attendance is served with this summons, calculated in accordance with Tariff A of the Rules of Civil Procedure, as follows:

Attendance allowance of \$50.00	daily	\$50.00
Travel allowance		\$ 3.00
Overnight accommodation and meal allowance		\$ _____
TOTAL.		\$ 53.00

If further attendance is required, you will be entitled to additional attendance money.

IF YOU FAIL TO ATTEND OR TO REMAIN IN ATTENDANCE AS REQUIRED BY THIS SUMMONS, A WARRANT MAY BE ISSUED FOR YOUR ARREST.

July 19, 2023

Issued by
Local registrar

Address of court office: 330 University Ave., Toronto

This summons was issued at the request of, and inquiries may be directed to:

· CLAUDIO R. AIELLO
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4

(416) 969-9900 claudio@aiellolaw.ca

LSO No: 26796B Lawyer for the Plaintiffs

COURT FILE NO.: CV-23-00696306-0000

ALAN PLAUNT ET AL
Plaintiffs

V. WILLIAM GREGORY SANTOR ET AL
Defendants

(ONTARIO)
SUPERIOR COURT OF JUSTICE
Proceeding commenced at Toronto

SUMMONS TO WITNESS

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4

(416) 969-9900 *claudio@aiellolaw.ca*

Lawyer for the Plaintiffs

LSO No: 26796B

Claudio R. Aiello

From: Claudio R. Aiello
Sent: October 23, 2023 3:32 PM
To: Alan Gardner
Subject: Plaunt et al v Santor et al. - Dunn/Goodman preservation motion

Counsel,

As you are aware, I had a Summons served on the lawyer and firm who had represented your clients in the prior litigation. The immediate point was to preserve all available documents and information for trial pending resolution of the current dispute with your clients.

Curiously, after contact with your office Mr. Dunn and his firm have suddenly taken the position that the Summons is not valid and that they will not honour it but have not moved to quash the summons.

Rather ominously, they have refused to undertake to preserve all documents and information within the scope of the Summons pending trial of the present litigation.

I have advised Mr. Dunn that I will therefore be bringing a motion against his firm for a preservation order. The court has availability for such a motion in late October 2024 and beyond.

Mr. Dunn has indicated that he or someone on his behalf is available in that time frame. He and his firm have also been warned that there would be consequences for failing to preserve all the encompassed documents and information in the interim.


I assume that to the extent you may wish to participate in that motion, you or someone from your office can be available to attend during proposed time frame. If, however, there are any dates from late October 2024 through to the end of November 2024, let me know by the end of tomorrow and I will try to accommodate those dates.

*Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900*

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

2

This Is Exhibit.....referred to in the
affidavit of.....Alan.....Plaunt.....
sworn before me, this.....2.....
day of.....April.....2024

A COMMISSIONER FOR TAKING AFFIDAVITS

Claudio R. Aiello

From: Claudio R. Aiello
Sent: October 26, 2023 4:28 PM
To: Dunn, Mark
Subject: FW: Plaunt et al v Santor et al - CV-23-00696306-0000

Counsel,

As a courtesy I have written to the various counsel involved in this matter to date. None of them have indicated they are unavailable in the time frame proposed.

If you, or someone on your behalf are unavailable on any date from October 31st through November 8th, 2024 (inclusive) let me know by noon tomorrow after which I will book the first available return date within that window.

Thanks

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

From: Dunn, Mark <mdunn@goodmans.ca>
Sent: Wednesday, October 18, 2023 11:24 AM
To: Claudio R. Aiello <claudio@aiellolaw.ca>
Subject: RE: Plaunt et al v Santor et al - CV-23-00696306-0000

I have availability in late October and early November 2024, but I would prefer to canvass specific dates. I trust that we can then bring this correspondence to a close.

Mark Dunn

He/Him
Goodmans LLP

416.849.6895 (office) 647.294.3866 (mobile)
mdunn@goodmans.ca

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7
goodmans.ca

From: Claudio R. Aiello <claudio@aiellolaw.ca>
Sent: Wednesday, October 18, 2023 11:19 AM
To: Dunn, Mark <mdunn@goodmans.ca>
Subject: RE: Plaunt et al v Santor et al - CV-23-00696306-0000

I have just asked you for dates so how about if you answer my question about the availability of your representative and let me worry about the "other parties".

To repeat, please confirm that someone from your office (or your counsel) can be available in late October and early November 2024 and I will go about securing one of those dates.

Thanks

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

From: Dunn, Mark <mdunn@goodmans.ca>
Sent: Wednesday, October 18, 2023 11:13 AM
To: Claudio R. Aiello <claudio@aiellolaw.ca>
Subject: RE: Plaunt et al v Santor et al - CV-23-00696306-0000

Thank you for your e-mail. We have each articulated our positions, and I do not believe that further debate will serve any useful purpose. To the extent that you intend to schedule a motion, you are welcome to do that in the ordinary course and clear dates with my office and the other parties.

Mark Dunn
He/Him
Goodmans LLP

416.849.6895 (office) 647.294.3866 (mobile)
mdunn@goodmans.ca

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7
goodmans.ca

From: Claudio R. Aiello <claudio@aiellolaw.ca>
Sent: Wednesday, October 18, 2023 11:01 AM
To: Dunn, Mark <mdunn@goodmans.ca>
Subject: RE: Plaunt et al v Santor et al - CV-23-00696306-0000

Counsel,

I have considered your email below and am frankly troubled by it.

Obviously you are duty bound to protect solicitor and client privilege in the absence of client waiver or a court order or the existence of one of the various other juristic exceptions. It is not at all obvious, however, that your duty extends to non-privileged documents and information or that one of the juristic exceptions does not apply but I can appreciate possible concerns and we will leave that discussion to another day.

You also have the right to take issue with the summons and its validity but you know full well that your proper recourse is to move to quash or limit it as you may wish. Suggesting that I try to resolve this "through the ordinary discovery

process” may be convenient for you but it fails to recognize the fundamental nature of this claim and the transparent pro forma tactical position of denial and delay being taken by your former client. More to the point, coming as it does after you obviously had communication with your former clients current counsel, it suggests a tilt in favour of your former client rather than a principled neutral stance. Again, we can discuss this another day.

The part of your email that most troubles me is your refusal to undertake to preserve all documents within the scope of the summons pending resolution of the current litigation. If in fact you and the firm will be retaining the file for 17 years there should be no actual problem in granting the undertaking as requested. It would simply preserve the status quo at no additional effort on the part of you or your firm.

However, you have not indicated that your firm retention policy would cover everything within the scope of the summons and I am not for a minute prepared to assume that your firm retention policy does that. Phone records (yours and the firms) and accounting records are but two examples.

I am also not prepared to assume that there will not be some change in position before this matter gets to trial.

In short, your position presents a risk that my client, and the court, may be deprived of that evidence at trial.

In the circumstances I will be bringing a motion for a preservation order. Unfortunately I am advised that the next available dates for a short motion before an Associate Judge that appear on calendly are for the week of October 21, 2024 and beyond. Please confirm that someone from your office (or your counsel) can be available in late October and early November 2024 and I will go about securing one of those dates.

In the meantime, since it will take a year to get into motions court, I urge you to preserve everything covered by the summons pending the motion and confirm that I will seek appropriate recourse should that fail to happen.

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

From: Dunn, Mark <mdunn@goodmans.ca>
Sent: Monday, October 16, 2023 10:50 AM
To: Claudio R. Aiello <claudio@aiellolaw.ca>
Subject: RE: Plaunt et al v Santor et al - CV-23-00696306-0000

Mr. Aiello,

I repeat my suggestion that concerns about document production and preservation should be dealt with by the parties through the ordinary discovery process. I will respond, briefly, below:

- The summons purports to require my attendance to give evidence “in court” on November 6 or some other date. I cannot comply on November 6, 2023, or any other known date, because there is no trial scheduled. If and when a trial is scheduled, we can address any issues relating to the summons;
- Nothing in the summons, and no legal principle that I am aware of, requires that I produce documents to you;

- I am duty-bound to protect privilege belonging to our former clients. If there is any doubt about what is privileged, or what needs to be produced, that can and should be dealt with in the discovery process;
- I do not believe we are obliged to give the undertaking that you requested. We have document preservation obligations under the Rules of Professional Conduct, and I can confirm that we will abide by those obligations. To the extent that you seek additional steps to preserve or produce documents, those should be dealt with in the litigation between the parties to the litigation;
- Without derogating from the foregoing, purely as a courtesy to counsel and without giving any undertaking of any kind, I can advise that our current firm policy is to retain files for 17 years from the date a file is closed and it is not currently our practice to delete old e-mails;
- I am a partner at Goodmans LLP. The legal consequences of corresponding with me in that capacity are easily ascertained.

I hope that this brings our correspondence to a close unless and until such time as a trial is scheduled, and that any further disputes about documents will be addressed between the parties to the litigation.

Regards,
Mark

Mark Dunn

He/Him
Goodmans LLP

416.849.6895 (office) 647.294.3866 (mobile)
mdunn@goodmans.ca

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7
goodmans.ca

From: Claudio R. Aiello <claudio@aiellolaw.ca>
Sent: Friday, October 13, 2023 3:41 PM
To: Dunn, Mark <mdunn@goodmans.ca>
Subject: RE: Plaunt et al v Santor et al - CV-23-00696306-0000

Counsel,

As with my prior correspondence I write to you and your firm when I write to you unless you tell me otherwise.

Lest there be any doubt, I am also writing to you (and your firm) on a with prejudice basis.

I acknowledge your email below and that fact that it comes after your contact with Mr. Santor's counsel.

I note that you are now advancing procedural arguments within the current litigation that have no bearing on you as a non-party witness but which are transparently advantageous to Mr. Santor were they valid, which they are not. In the same vein, I also note that you are now for the first time asserting that the Summons is invalid. Curiously, rather than move to quash the Summons, which you certainly know is the procedural path forward for you, you simply assert that you will not comply with it.

As a separate matter, you also opine on the privilege aspects of the documents in question. While I am aware that privilege exists, I am also aware, as you seem to concede, that not everything covered by the Summons is privileged yet you indicate you will produce nothing. Like you, I am also aware that, in any event, privilege claims are neither absolute nor undefeatable. Counsel can have a pleasant debate about that another day.

For now, given your email below and your curious taking of sides, I want to convey to you the following.

First, the Summons is valid on its face and if you wish to move to quash it, that is your prerogative. In the meantime, I accept your email as anticipatory contempt which you may yet remedy. You will most certainly be a witness at the trial and I may also call on someone else from your firm as well. I will enforce the Summons in due course through every juristic avenue available if need be. The fact that a trial date is not currently scheduled is a non-sequitur. As indicated in the covering letter sent with the Summons, I will advise in writing when your actual attendance is required.

Second, whatever you may have been told about the claim, I would urge you and your firm to resist jumping to the conclusion that there is no possible daylight between your position and that of Mr. Santor. Perhaps there isn't any daylight between you but I am not able to assume that at this time. I leave it to you and your firm to ponder that question for yourselves. To assist you, I attach herewith a copy of the Statement of Claim in this matter. Read it carefully.

Third, at the risk of stating the obvious, the malfeasance asserted in the claim did not stop some years ago or even the moment that the claim was issued. It is an ongoing matter. As a litigator, I am sure you appreciate that reality has consequences.

Fourth, given your assertion that the Summons is invalid, I ask you and your firm to confirm in writing by return email that you and your firm undertake to assemble, preserve and protect all the documents covered by the Summons when read liberally and generously, until the conclusion of the present litigation. As I explained to you the very first time we spoke, whatever is to be done with the documentation, ALL the documents, regardless of format or location, need to be preserved so that they are available for a court to rule on and deal with. Your current assertion that the Summons is invalid prompts and underscores the need for this undertaking.

I look forward to receiving the undertaking promptly.

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

From: Dunn, Mark <mdunn@goodmans.ca>
Sent: Wednesday, October 11, 2023 3:36 PM
To: Claudio R. Aiello <claudio@aiellolaw.ca>
Cc: Alan Gardner <GardnerA@bennettjones.com>
Subject: RE: Plaunt et al v Santor et al - CV-23-00696306-0000

Claudio

I have now had an opportunity to consider the document that you served on me. It suffers from significant procedural and substantive deficiencies.

From a procedural perspective, the document that you served purports to be a Summons to Witness issued pursuant to Rule 53.04(1) since it is apparently prepared using form 53B. The rule permits service of a summons requiring a witness to attend at trial. But no trial has been scheduled. It seems that what you are seeking is production from a non-party

COURT FILE No.: CV-23-00696306-0000

(ONTARIO)
SUPERIOR COURT OF JUSTICE

BETWEEN:

ALAN PLAUNT AND 1401713 ALBERTA LTD.

Plaintiffs

-AND-

**WILLIAM GREGORY SANTOR, PROSAPIA WEALTH MANAGEMENT LTD., PROSAPIA
CAPITAL MANAGEMENT CORP., PROSAPIA PROPERTY MANAGEMENT INC., PROSAPIA
HOLDINGS INC., PROSAPIA CONSULTING INC., PRODUCTIVITY MEDIA INC.,
PRODUCTIVITY MEDIA CAPITAL INC., PRODUCTIVITY MEDIA MANAGEMENT INC.,
PRODUCTIVITY MEDIA UK LIMITED, PRODUCTIVITY MEDIA PICTURES INC.,
PRODUCTIVITY MEDIA (MALTA) LTD., PRODUCTIVITY MEDIA SICAV P.L.C. TRISTAR
FILM FINANCE CORP., MEDIA HOUSE CAPITAL (CANADA) CORP. ARRON GILBERT,
JOHN DOE CORPORATION, JOHN DOE PARTNERSHIP, AND JOHN DOE**

Defendants

NOTICE OF MOTION

The Plaintiffs will make a motion to the Court on **Thursday, October 31, 2024 at 10:00 am**
or as soon after that time as the motion can be heard.

PROPOSED METHOD OF HEARING:

The motion is to be heard:

- ☐ In writing under subrule 37.12.1 (1) because it is (*insert one of* on consent, unopposed or made without notice);
- ☐ In writing as an opposed motion under subrule 37.12.1 (4);
- ☐ In person;
- ☐ By telephone conference;
- ☒ By video conference at the following location: using a video link to be provided by the Court.

THE MOTION IS FOR:

- 1 An Order nunc pro tunc compelling Goodmans LLP and Mark Dunn to protect and preserve all documents and information in their respective possession or control set out in Schedule A hereto pending trial herein
- 2 An Order compelling Goodmans LLP and Mark Dunn to identify any and all such documents and information that have been destroyed or lost though to the date of the hearing of this motion and to provide detailed particulars of any such occurrence for each and every such document and or information;
- 3 Such further and other relief as counsel may request and/or the Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

The Action, The Parties & Others

1 Among other things, the Plaintiffs seek recovery of several million dollars given to William Santor and related corporations (collectively “Santor”) which were to have been used for the production of several movies (the “Movie Loans”). Some of the Movie Loans ended up under the control of the Gilbert and Media House Capital (Canada) Ltd. (collectively “Gilbert”).

2 Santor got into litigation with Gilbert in which he sought recovery of the Movie Loans on behalf of the Plaintiffs (the “Prior Litigaiton”). Without telling the Plaintiffs herein, Santor settled the Prior Litigaiton in 2017 on terms that saw Santor get a payment of \$2,850,000 plus the assignment of various Loan Documents and agreements entitling Santor to further recovery from third parties and/or ongoing insignificant revenues. None of the Settlement proceeds or assigned Loan Documents were given to the Plaintiffs herein and as recently as December 2022 Santor told Alan Plaunt that the Prior Litigaiton was still ongoing.

3 Mark Dunn and Goodmans LLP (jointly and severally “Dunn”) were counsel for Santor in the Prior Litigaiton and involved in the said undisclosed settlement.

The Within Action and Summons

4 The within Action was commenced in March 2023. It is a broad expansive claim that, given the facts alleged encompasses but is not limited to the torts of conspiracy and deceit. The malfeasance asserted in the claim is ongoing.

5 At the end of July 2023 counsel for the plaintiffs herein ("Aiello") contacted Dunn to advise of the within claim, to advise that a Summons would soon be served on Dunn and to advise that while the pro temp return date in the Summons would obviously change, the point was to preserve all documents and information pending the actual trial.

6 Beyond some discussions about the formalities of service, Dunn was generally cooperative and understood the preservation of evidence aspect of the process being engaged in by way of early service of the Summons.

7 In the meantime, the Statement of Claim had been served on both Santor and Gilbert and by the end of September 2023 they delivered Statements of Defence and Crossclaim.

8 Following receipt of the Gilbert pleading, the Plaintiffs discovered that in addition to receiving \$2,850,000 at some point in 2017, Santor also obtained an assignment of various Loan Documents which would entitle the holder to collect further monies from third parties and to obtain an ongoing income stream from the subject movies.

Shift from Neutral Witness to Party Advocate

9 In early October Aiello requested that Dunn forward a copy of the documents encompassed by the Summons. Recognizing that some form of privilege might be claimed over some (but not all) of the documents in question, Aiello also indicated that if all the documents requested were not going to be produced that they be identified and that the basis for any refusals be specified.

10 Dunn sent a responding email later that month which was also sent to counsel herein for Santor as by then they had obviously been in contact. For the first time Dunn questioned the validity of the Summons. He also implied a broad claim of some unidentified and unspecified privilege over all the documents encompassed by the privilege and advanced procedural arguments advantageous to Santor. He concluded by asserting that neither the Summons nor the request for documents would be complied with.

Refusal to Undertake to Preserve Subject Documents

11 In response Aiello asked Dunn and Goodmans LLP to give a written undertaking to preserve ALL documents, regardless of format or location, so as to ensure they would be available for the court to deal with as it saw fit during the trial.

12 Dunn and Goodman's LLP expressly refused to give the undertaking and instead advised that the firm has an unspecified retention "policy" which may or may not capture all the documents and information within the scope of the Summons. This motion ensues.

13 The documents within the scope of the Summons are patently relevant to the within litigation and while privilege claims may be asserted over some or all of them, it is not apparent that privilege can lawfully be claimed over all of those documents nor is it a forgone conclusion that any privilege claim will actually hold the day in the facts and circumstances of this claim. Those are issues for another day.

14 The order sought seeks merely to preserve the evidence reflected in the subject documents so that it is available to the parties and the Court subject to judicial direction in due course.

15 There is no juristic harm that flows to the Defendants or to Dunn/Goodmans from the order sought but significant juristic harm to the Plaintiffs and the Court if the preservation Order is not sought.

16 Rule 45 of the Rules of Civil Procedure.

17 Section 96 of the Courts of Justice Act, R.S.O. 1990 c. c 43

18 Such further and other grounds as counsel may suggest and/or the Court may deem appropriate.

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

1 Affidavit in support to be sworn.

2 Such further and other evidence as counsel may offer and/or the Court may consider.

November 6, 2023

CLAUDIO R. AIELLO

Barrister and Solicitor

100-133 Milani Blvd. Vaughan ON L4H4M4

416.969.9900 *claudio@aiellolaw.ca*

LSO No. 26796B

Lawyer for the Plaintiffs

SCHEDULE A

Any and all documents in the possession and/or control and/or power, of Mark Dunn and of Goodmans LLP (jointly and severally "**Dunn**") regardless of format or location, that are directly or indirectly related to any of the parties hereto including, without limiting the generality of the foregoing, any and all documents in your possession and/or control and/or power, regardless of format or location, that are directly or indirectly related to the dispute reflected in the action bearing court file number CV-12-459685 in the Ontario Superior Court of Justice between Media Canada House (Capital) Corp., Aaron Gilbert and David Bodanis as plaintiffs and William Santor and Prosapia Wealth Management Ltd. as defendants and/or plaintiff by counterclaim. Without limiting the full scope and breadth of the foregoing in any way by any interpretation, such documents are to include but not be limited to all emails, texts, audio or visual recordings, accounting records (including those of you/your firm), bank records (including those of you/your firm) telephone records and/or logs, Internet records, notes letters, faxes and fax records, affidavits, transcripts, memoranda, briefs, minutes, or reports, and such other documents as may be captured within the meaning of that term as set out in Rule 30.01 of the Rules of Civil Procedure

COURT FILE NUMBER: **CV-23-00696306-0000**

ALAN PLAUNT ET AL
PLAINTIFFS

V. WILLIAM GREGORY SANTOR ET AL
DEFENDANTS

(ONTARIO)
SUPERIOR COURT OF JUSTICE
Proceeding commenced at Toronto

NOTICE OF MOTION

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4

(416) 969-9900 claudio@aiellolaw.ca

Lawyer for the Plaintiffs

LSO No: 26796B

Claudio R. Aiello

From: Claudio R. Aiello
Sent: October 23, 2023 5:33 PM
To: Alan Gardner
Subject: Plaunt et al v Santor et al
Attachments: Media House - Santor Settlement - Loan Documents.pdf

3
referred to as the
Alan Plaunt
sworn before me, this 3
day of April 2024
Notary Public for the State of New York
ACQUAINTANCE FOR TAKING AFFIDAVITS

Counsel,

I now have a copy of the September 5, 2017 Settlement Agreement your clients entered into in the Media House litigation. Among other things, it provides for the payment to your clients of \$2,850,000. I have asked you for return of those funds to my client and that request has been ignored. I repeat that request now.

I now also have a copy of the October 2017 Assignment of Security agreement your clients entered into which on its face entitled your clients to secure further recovery of funds and to receive a revenue stream in the interim. Schedule A to the Assignment Agreement, copy attached, references a number of Loan Documents which were assigned to your clients.

Far from being 'a little dated', the phrase "catch me if you can" seems to be the vibrant motto your client continues to live by.

Please forward to me a copy of all the Loan Documents referenced in the attached Schedule A. If any of those agreements have been assigned, modified or terminated, please forward a copy of those agreements as well.

Please also forward to me a detailed accounting of all funds directly or indirectly obtained or secured as a result of any and all of the Loan Agreements together with those funds themselves.

If your client refuses to forward the request funds, please provide the requested accounting anyway and confirm that all the related funds will be promptly placed into a segregated trust account maintained by your firm.

In the meantime, please be advised on a with prejudice basis that:

- We view all the funds referenced above to be impressed with a trust in favour of the plaintiffs.
- We view all the Loan Documents referenced in the attached Schedule A to be similarly impressed with a trust in favour of the plaintiffs.
- All the aforementioned funds and documents are specific property that, at a minimum, needs to be demonstrably and independently preserved pending trial.

I look forward to your prompt and substantive response.

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

SCHEDULE A
Loan Documents

Daydream Nation Agreements

- a. General Security Agreement of December 18, 2009 by DDN Productions, Inc. and Daydream Films, Inc. in favor of Tristar Film Finance Corp.
- b. Interparty Agreement dated as of January 8, 2010 by and between National Bank of Canada; Tristar Film Finance Corp.; 0870708 B.C. Ltd.; DDN Productions, Inc.; Daydream Films Inc.; and Joker Films Inc.
- c. Loan Agreement of December 4, 2009 by and between Tristar Film Finance Corp.; DDN Productions, Inc. and Daydream Films, Inc.
- d. Collection Account Management Agreement dated as of January 8, 2010 with Fintage Collection Account Management B.V.
- e. Assignment Agreement dated as of February 16, 2011, between Prosapia Wealth Management, Ltd., as assignor, and Media House Capital (Canada) Corp., as assignee, with respect to the assignment of contracts in connection with the feature film "Daydream Nation".

Paradox Agreements

- a. Copyright Mortgage dated as of January 12, 2010 from GBP Paradox Films Inc. in favor of Tristar Film Finance Corp.
- b. General Security Agreement dated as of December 22, 2009 by GBP Paradox Films, Inc. in favor of Tristar Film Finance Corp.
- c. Subordination Agreement dated as of January 9, 2010 by Gilbert Bonavia Productions, Ltd. and GBP Paradox Films, Inc. in favor of Tristar Film Finance Corp.
- d. Undertaking dated as of February 19, 2010 in favor of Tristar Film Finance Corp. regarding the Canadian Film or Video Production Tax Credit and Film Incentive British Columbia Tax Credit
- e. Credit Facility Agreement dated as of December 18, 2009 by and between GBP Paradox Films, Inc. and Tristar Film Finance Corp.
- f. UBCP Subordination Agreement dated as of January 12, 2010 In favor of Tristar Film Finance Corp.
- g. Assignment Agreement dated as of February 16, 2011, between Prosapia Wealth Management, Ltd., as assignor, and Media House Capital (Canada) Corp., as assignee, with respect to the assignment of contracts in connection with the feature film "Paradox".

Janie Jones Agreements

- a. General Security Agreement dated as of August 30, 2010 by Janie Jones Investments, LLC in favor of Media House Capital (Canada) Corp.

- b. Grid Promissory Note of August 30, 2010 by Janie Jones Investments, LLC in favor of Media House Capital (Canada) Corp.
- c. Loan Term Sheet Agreement dated August 9, 2010 by and between Janie Jones LLC and Media House Capital (Canada) Corp.
- d. Collection Account Management Agreement of November 10, 2010 with Freeway CAM B.V.

I Melt With You Agreements

- a. Loan Term sheet dated July 28, 2010, between I Melt With You LLC and Media House Capital (Canada) Ltd.
- b. Copyright Mortgage dated as of March 22, 2011 in favor of by I Melt with You Productions, LLC in favor of Media House Capital (Canada) Corp.
- c. General Security Agreement of February 24, 2011 by I Melt With You Productions, LLC in favor of Media House Capital (Canada) Corp.
- d. Interparty Agreement of March 17, 2011 I Melt With You Productions, LLC, Stealth Media Group UK Ltd and Media House Capital (Canada) Corp.
- e. Grid Promissory Note of October 17, 2010 by I Melt With You Productions, LLC in favor of Media House Capital (Canada) Corp.
- f. Collection Account Management Agreement of August, 2011 with Freeway CAM B.V.



Ministry of Public and
Business Service Delivery

Profile Report

PROSAPIA WEALTH MANAGEMENT LTD. as of March 27, 2024

Act	Business Corporations Act
Type	Ontario Business Corporation
Name	PROSAPIA WEALTH MANAGEMENT LTD.
Ontario Corporation Number (OCN)	2108168
Governing Jurisdiction	Canada - Ontario
Status	Active
Date of Incorporation	July 14, 2006
Registered or Head Office Address	2521 Wyecroft Road, Oakville, Ontario, L6L 6P8, Canada

This is Exhibit 4 referred to in the
affidavit of Alan Plaut
sworn before me, this 3
day of April 2024
ASB
A COMMISSIONER FOR TAKING AFFIDAVITS

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Active Director(s) 1
Minimum Number of Directors 1
Maximum Number of Directors 10

Name WILLIAM SANTOR
Address for Service 249 Lakeside Avenue, Burlington, Ontario, L7N 1Y4, Canada
Resident Canadian Yes
Date Began July 14, 2006

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Active Officer(s)

Name	WILLIAM SANTOR
Position	President
Address for Service	249 Lakeside Avenue, Burlington, Ontario, L7N 1Y4, Canada
Date Began	July 14, 2006

Name	WILLIAM SANTOR
Position	Secretary
Address for Service	249 Lakeside Avenue, Burlington, Ontario, L7N 1Y4, Canada
Date Began	July 14, 2006

Name	WILLIAM SANTOR
Position	Treasurer
Address for Service	249 Lakeside Avenue, Burlington, Ontario, L7N 1Y4, Canada
Date Began	July 14, 2006

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Director/Registrar

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Corporate Name History
Name
Effective Date

PROSAPIA WEALTH MANAGEMENT LTD.
July 14, 2006

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

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Active Business Names

This corporation does not have any active business names registered under the Business Names Act in Ontario.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

This report sets out the most recent information filed on or after June 27, 1992 in respect of corporations and April 1, 1994 in respect of Business Names Act and Limited Partnerships Act filings and recorded in the electronic records maintained by the Ministry as of the date and time the report is generated, unless the report is generated for a previous date. If this report is generated for a previous date, the report sets out the most recent information filed and recorded in the electronic records maintained by the Ministry up to the "as of" date indicated on the report. Additional historical information may exist in paper or microfiche format.

Expired or Cancelled Business Names

This corporation does not have any expired or cancelled business names registered under the Business Names Act in Ontario.

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V. Quintanilla W.

Director/Registrar

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Document List

Filing Name	Effective Date
CIA - Notice of Change PAF: DOUGLAS MURRAY - OTHER	November 30, 2017
Annual Return - 2009 PAF: WILLIAM SANTOR - DIRECTOR	May 08, 2010
CIA - Initial Return PAF: WILLIAM SANTOR - DIRECTOR	October 08, 2009
BCA - Articles of Incorporation	July 14, 2006

All "PAF" (person authorizing filing) information is displayed exactly as recorded in the Ontario Business Registry. Where PAF is not shown against a document, the information has not been recorded in the Ontario Business Registry.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar

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Claudio R. Aiello

From: Mark Polley <mpolley@polleyfaith.com>
Sent: July 18, 2023 9:40 AM
To: Claudio R. Aiello
Subject: RE: Plaunt et al v Santor et al

Mr. Aiello,

Unfortunately, we are no longer representing Mr. Santor and the related companies. Thank you again for the discussion and for making the effort to get things off to a positive start.

Mark

Mark Polley (he/him)
Managing Partner
T: 416-365-1603

From: Claudio R. Aiello <claudio@aiellolaw.ca>
Sent: Friday, July 14, 2023 9:17 AM
To: Mark Polley <mpolley@polleyfaith.com>
Subject: FW: Plaunt et al v Santor et al

This Is Exhibit.....*5*.....referred to in the
affidavit of.....*Alen Plaunt*.....
sworn before me, this.....*2*.....
day of.....*April*.....20*24*.....
.....*[Signature]*.....
A COMMISSIONER FOR TAKING AFFIDAVITS

EXTERNAL SENDER

Counsel,

I am following up with our call and my subsequent email below.

Is your client going to accept service as discussed or should I just proceed with service of all defendants now?

Would you please also let me know exactly who the parties are to the pending transaction you mentioned in our call and also the anticipated date of its closing.

I look forward to your prompt response.

Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

From: Claudio R. Aiello
Sent: Friday, July 7, 2023 9:58 AM

To: Mark Polley <mpolley@polleyfaith.com>

Subject: Plaunt et al v Santor et al

Counsel,

This is further to our conversation the day before yesterday.

I await your timely advice as to whether or not Mr. Santor will accept service of the within claim on behalf of himself personally and on behalf of every other defendant for which such service would be effective under the Rules of Civil Procedure. If there is any defendant other than himself for which he is unable or unwilling to accept service please identify those defendants and advise of the reason for not accepting service. Excluded from this request is Mr. Arron Gilbert since he will have to be served directly.

You had some knowledge of the claim when we spoke but as a matter of convenience and diligence, I attach a copy of the Notice of Action and of the Statement of Claim as issued/filed.

When we spoke you advised that this litigation came to the attention of yourself and your clients as the result of due diligence being performed with respect to some pending transaction.

As you may or may not appreciate from the attached pleading, the scope if this litigation is broad and its reach is extensive not only in terms of parties involved but also in time. To avoid any actual or alleged misunderstanding later I am therefore advising you and through you your clients and their various associates, on WITH PREJUDICE basis, that any present or future transactions directly or indirectly involving your clients or any of them are within the scope of this litigation and are/will be reviewable.

Claudio R. Aiello

Barrister & Solicitor

100-133 Milani Blvd. Vaughan ON L4H 4M4

Telephone: 416-969-9900

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From: Mark Polley <mpolley@polleyfaith.com>

Sent: Tuesday, July 4, 2023 3:51 PM

To: Claudio R. Aiello <claudio@aiellolaw.ca>

Subject: RE: Alan Plaunt

Thanks for the quick response. I will be in a mediation tomorrow, but if you are able to try me at 2pm, that would be great. If you call me, it may be easier for me to duck out. My cell is 416-278-3455. Does that work?

Mark

Mark Polley (he/him)

Managing Partner

T: 416-365-1603

From: Claudio R. Aiello <claudio@aiellolaw.ca>
Sent: Tuesday, July 4, 2023 2:51 PM
To: Mark Polley <mpolley@polleyfaith.com>
Subject: RE: Alan Plaunt

EXTERNAL SENDER

Counsel,

Thanks for your email below.

I am available tomorrow afternoon. How about 2pm?

*Claudio R. Aiello
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
Telephone: 416-969-9900*

Please Note: My University Avenue office has been closed. Please ensure all mail and deliveries are directed to my Vaughan office.

This email is confidential and may contain information that is privileged. If you have received it in error, please immediately notify us and delete all copies permanently.

From: Mark Polley <mpolley@polleyfaith.com>
Sent: Tuesday, July 4, 2023 11:25 AM
To: Claudio R. Aiello <claudio@aiellolaw.ca>
Subject: Alan Plaunt

Mr. Aiello,

I represent William Santor and Prosapia Wealth Management Ltd. We understand that you have issued a claim against them and other parties on behalf of Mr. Plaunt. Are you available to speak to me sometime today or later this week?
Thanks.

Mark

Polley Faith LLP

Mark Polley (he/him)
Managing Partner
T: 416-365-1603
E: mpolley@polleyfaith.com

Polley Faith LLP
TD North Tower
77 King St. West
Suite 2110
Toronto ON M5K 2A1
 www.polleyfaith.com

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COURT FILE No.: CV-23-00696306-0000

ALAN PLAUNT ET AL
Plaintifs

V. WILLIAM GREGORY SANTOR ET AL
Defendants

(ONTARIO)
SUPERIOR COURT OF JUSTICE
Proceeding commenced at Toronto

AFFIDAVIT

CLAUDIO R. AIELLO
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4
(416) 969-9900 *claudio@aiellolaw.ca*

Lawyer for the Plaintiffs

LSO No: 26796B

ALAN PLAUNT ET AL

V. WILLIAM GREGORY SANTOR ET AL

Plaintiffs

Defendants

October 31, 2024

Claudio Aiello for the plaintiff

Michael Wilson and Noah Lew for Goodmans LLP and Mark Dunn

Alex Payne for Santor and the PMI defendants (observing)

For oral reasons given today, I order as follows:

1. Goodmans shall confirm by November 4, 2024 that the original copy of the Goodmans Media House litigation file in court file no. CV-12-459685 (the "Goodmans Media House Litigation File") has been moved to Bennett Jones LLP and that Goodmans has kept an electronic copy of the file.
2. The litigation hold with respect to the Goodmans Media House Litigation File shall be continued until final disposition of this action, subject to further order of the court.
3. All Goodmans invoices with respect to the Goodmans Media House Litigation File, including those paid out of the settlement funds, have been and will be retained by Goodmans until final disposition of this action, subject to further order of the court. Goodmans shall provide a copy of all such invoices to Bennett Jones LLP by November 4, 2024. For greater certainty, to the extent it has not already been done so, Goodmans shall preserve all of its invoices with respect to which settlement funds were used for payment.
4. There shall be no costs payable with respect to this motion.

Digitally signed
by Robert I Frank
Date: 2024.10.31
15:46:06 -04'00'

R. Frank Associate J.

(ONTARIO)

SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

MOTION RECORD

CLAUDIO R. AIELLO

Barrister & Solicitor

100-133 Milani Blvd. Vaughan ON L4H 4M4

(416) 969-9900

claudio@aiellolaw.ca

Lawyer for the Plaintiffs

LSO No: 26796B

A COMMISSIONER FOR THE JUDICIAL COUNCIL OF ONTARIO

This is Exhibit 4 referred to in the affidavit of T. Santor sworn before me, this day of October 2025.

TWO SHORES CAPITAL CORP.

Applicant

v. PRODUCTIVITY MEDIA INC. ET AL

RESPONDENTS

(ONTARIO)
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

AFFIDAVIT

CLAUDIO R. AIELLO
Barrister & Solicitor
100-133 Milani Blvd. Vaughan ON L4H 4M4

(416) 969-9900 *claudio@aiellolaw.ca*

Lawyer for Alan Plaunt and 1401716 Alberta Ltd.

LSO No: 26796B