

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE WINDING UP OF
OXFORD ADVANCED IMAGING INC.**

**APPLICATION UNDER SECTION 207 OF THE
BUSINESS CORPORATIONS ACT, R.S.O. 1990, c. B.16**

**SIXTH REPORT OF KPMG INC. in its capacity as
SALES OFFICER OF OXFORD ADVANCED IMAGING INC.**

August 14, 2020

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I. INTRODUCTION AND SUMMARY OF PROCEEDINGS

1. The Toronto-Dominion Bank (“**TD Bank**”) filed an application (the “**Application**”) before the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) for interim relief pursuant to sections 207 and 209 of the *Business Corporations Act* (Ontario) for, among other things, an order for the sale of the assets and business of Oxford Advanced Imaging Inc. (“**OAI**”) and for the appointment of KPMG Inc. (“**KPMG**”) as sales officer of OAI (the “**Sales Officer**”).
2. The Application was heard on August 29, 2018 and KPMG was appointed Sales Officer (the “**Appointment Order**”) which, among other things, authorized and directed the Sales Officer to carry out a process for the sale of the assets and business of OAI (the “**Property**”). A copy of the Appointment Order is attached as **Appendix “A”** herein.
3. The Property consisted of all the assets, undertakings and properties acquired for, or used in relation to, OAI’s diagnostic imaging clinics. The operations of OAI consisted of two clinics, one is located in Mississauga, Ontario and the other one is located in Ajax, Ontario.
4. The Sales Officer issued its first report to the Court on November 12, 2018 (the “**First Report**”). As detailed in the First Report, the Sales Officer brought a motion returnable on November 20, 2018 seeking an Approval and Vesting Order approving: (a) the sale transaction (the “**Transaction**”) contemplated by an asset purchase agreement between the Sales Officer and 2659428 Ontario Inc. (the “**Purchaser**”) dated October 25, 2018 (the “**Asset Purchase Agreement**”), as amended by an amending agreement dated November 19, 2018 (the “**First Amendment**”) and a second amending agreement dated April 23, 2019 (the “**Second Amendment**”, and together with the Asset Purchase Agreement and First Amendment, the “**Amended Asset Purchase Agreement**”) and vesting in the Purchaser, OAI’s right, title and interest in and to the assets described in the Amended Asset Purchase Agreement, and (b) the Sales Officer’s activities as set forth in the First Report.
5. The Sales Officer issued its second report to the Court on April 26, 2019 (the “**Second Report**”). As detailed in the Second Report, the Sales Officer brought a motion returnable

- on May 2, 2019 seeking an Order approving: (a) the Second Amendment, and (b) approving the activities of the Sales Officer as set out in the Second Report and approving the fees and disbursements of the Sales Officer and the Sales Officer's legal counsel, Dentons Canada LLP ("**Dentons**"), for the period up to January 30, 2019.
6. The Sales Officer issued its third report to the Court on June 12, 2019 (the "**Third Report**"). As detailed in the Third Report, the Transaction closed on May 30, 2019 and the Sales Officer brought a motion returnable on June 18, 2019 seeking an Order (the "**First Distribution Order**"): (a) updating the Court with respect to the closing of the Transaction, (b) authorizing and approving the Sales Officer to make a distribution from the proceeds of the closing of the Transaction (the "**Sale Proceeds**") to TD Bank and ECN Financial Inc. ("**ECN**") in full and final satisfaction of the indebtedness owing by OAI to each of TD Bank and ECN, and to KPMG Corporate Finance Inc. ("**KPMG CF**") and Blake, Cassels & Graydon LLP ("**Blakes**") for the fees and disbursements incurred by OAI prior to the making of the Appointment Order, and (c) approving the activities of the Sales Officer as set out in the Third Report and approving the fees and disbursements of the Sales Officer and Dentons for the period of February 1, 2019 to May 31, 2019.
 7. The Sales Officer issued its fourth report to the Court on August 23, 2019 (the "**Fourth Report**"). A copy of the Fourth Report (without appendices) is attached as **Appendix "B"** herein. As detailed in the Fourth Report, the Sales Officer brought a motion returnable on August 29, 2019 seeking an Order (the "**Claims Procedure Order**"): (a) approving and authorizing the Claims Procedure (as defined in the Claims Procedure Order) and authorizing, directing and empowering the Sales Officer to implement and carry out the Claims Procedure in accordance with the terms of the Claims Procedure Order, and (b) approving the activities of the Sales Officer as set out in the Fourth Report. On August 29, 2019, the Court granted the Claims Procedure Order. A copy of the Claims Procedure Order is attached as **Appendix "C"** herein.
 8. The Sales Officer issued its fifth report to the Court on December 4, 2019 (the "**Fifth Report**"). A copy of the Fifth Report (without appendices) is attached as **Appendix "D"** herein. As detailed in the Fifth Report, the Sales Officer brought a motion returnable on

December 9, 2019, seeking an Order (the “**Second Distribution Order**”): (a) approving and authorizing the Sales Officer to make a distribution from the Sale Proceeds to each Creditor with a Proven Claim (as defined in the Claims Procedure Order) against OAI (the “**Second Distribution**”), and (b) approving the activities of the Sales Officer as set out in the Fifth Report and approving the fees of the Sales Officer for the period of June 1, 2019 to October 31, 2019, and the fees of Dentons for the period of June 1, 2019 to November 30, 2019. On December 9, 2019, the Court granted the Second Distribution Order. A copy of the Second Distribution Order is attached as **Appendix “E”** herein.

9. Capitalized terms used but not otherwise defined herein shall have the same meanings set out in the Claims Procedure Order.

II. PURPOSE OF THIS SIXTH REPORT

10. The purpose of the Sales Officer’s sixth report to the Court dated August 14, 2020 (the “**Sixth Report**”) is to:
 - (a) update this Honourable Court with the respect to:
 - (i) the completion of the Transaction post-closing matters;
 - (ii) the status of the Claims Procedure and the distribution in respect of the proof of claim filed by Her Majesty the Queen in right of Ontario c/o the Ministry of Health (the “**MoH Claim**”);
 - (iii) the Sales Officer’s activities since the date of the Fifth Report including, without limitation, the Sales Officer’s discussions with OAI and the Ministry of Health (the “**MoH**”) relating to OAI’s claims for additional funding for services previously delivered pursuant to the Licenses (as defined herein) and the Funding Agreements (as defined herein); and
 - (iv) the Sales Officer’s statement of receipts and disbursements up to and including August 12, 2020 (the “**R&D Statement**”);

- (b) provide this Honourable Court with the necessary information to support an Order (the “**Distribution and Discharge Order**”):
- (i) approving and authorizing the Sales Officer to make a distribution of the Remaining Funds (as defined herein and as set out in the R&D Statement), following the payment of the Remaining Fees (as defined herein) and if applicable, the Outstanding Distributions (as defined herein), to the holders of the Preferred Shares (as defined herein) of OAI on a *pro rata* basis (the “**Preferred Shareholder Distribution**”);
 - (ii) forever barring and extinguishing the claims of the Absent Creditors (as defined herein) in respect of the Outstanding Distributions in the event the Outstanding Distributions form part of the Preferred Shareholder Distribution;
 - (iii) approving the Sixth Report and the activities of the Sales Officer as set out in this Sixth Report;
 - (iv) approving the R&D Statement;
 - (v) approving the fees of the Sales Officer for the period of November 1, 2019 to July 31, 2020, and Dentons for the period of December 1, 2019 to July 31, 2020, together with the Remaining Fees; and
 - (vi) discharging KPMG as Sales Officer effective upon the filing of the Sales Officer’s discharge certificate, attached as **Schedule “B”** to the proposed Distribution and Discharge Order (the “**Sales Officer’s Discharge Certificate**”), certifying that the Remaining Activities (as defined herein) have been completed to the satisfaction of the Sales Officer.

11. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.

12. The information contained in this Sixth Report has been obtained from the books and records and other information of OAI. The accuracy and completeness of the financial information contained herein has not been audited or otherwise verified by the Sales Officer, and the Sales Officer does not express an opinion or provide any other form of assurance with respect to the information presented herein or relied upon by the Sales Officer in preparing this Sixth Report.
13. Future oriented financial information reported or relied on in preparing this Sixth Report is based on OAI management's assumptions regarding future events; actual results may vary from forecast and such variations may be material.

III. UPDATE ON THE SALES OFFICER'S ACTIVITIES

14. Since the date of the Fifth Report, the Sales Officer has:
 - (a) completed the Second Distribution in accordance with the Second Distribution Order;
 - (b) continued to work with the Purchaser and its counsel with respect to the completion of the transfer of certain patient data pursuant to the Amended Asset Purchase Agreement and the reconciliation of Data Migration (as defined herein) costs;
 - (c) engaged in various discussions with the MoH and OAI's counsel regarding the resolution of the MoH Claim;
 - (d) engaged in various discussions with OAI's counsel and the MoH regarding a claim asserted by OAI relating to additional funding obligations of the MoH to OAI (the "**Funding Claim**") under independent health facility licence numbers 5094573 (A061 – Mississauga) and 6991291 (A062 – Ajax) (collectively, the "**Licenses**"), and the corresponding transfer payment agreements (collectively, the "**Funding Agreements**"), as detailed herein;
 - (e) engaged in various discussions with OAI's counsel and counsel to certain of OAI's shareholders with respect to making a further distribution of funds in the possession of the Sales Officer;

- (f) obtained copies of OAI's minute book (the "**Minute Book**"), articles of incorporation (as amended, the "**Articles**"), unanimous shareholders' agreement ("**USA**") and other corporate records and instructed Dentons to conduct a review of same and assess shareholder claims to the funds remaining in the Sales Officer's possession; and
- (g) completed other miscellaneous administrative obligations of the Sales Officer pursuant to the Appointment Order.

IV. TRANSACTION - POST-CLOSING MATTERS

- 15. The post-closing data migration activities of the Purchaser pursuant to the Amended Asset Purchase Agreement were completed in January 2020. The post-closing migration related to the transfer of certain patient data, as required pursuant to the *Independent Health Facilities Act* (Ontario) (the "**Data Migration**").
- 16. Pursuant to an Undertaking and Indemnity dated May 30, 2019 (the "**Undertaking**"), the Purchaser agreed to pay a fixed amount of \$3,000 per month to the Sales Officer in respect of the costs associated with the Data Migration process. From the date of closing of the Transaction, the Purchaser paid the required monthly payment to the Sales Officer in accordance with the Undertaking. However, the Purchaser also paid amounts directly to the data service provider for the months of October 2019 to January 2020 (the "**Overpayment Period**"), as requested by Oxford Medical Imaging Inc. (who shared in the data management system with OAI). As a result, the Purchaser has "double" paid the monthly Data Migration costs during the Overpayment Period. For greater clarity, the Sales Officer only paid the service provider up to and including September 2019 and did not pay during the Overpayment Period.
- 17. Following various discussions between the Sales Officer, Dentons, the Purchaser and its counsel, the Sales Officer agreed to reimburse the monthly costs paid by the Purchaser pursuant to the Undertaking for the Overpayment Period totalling \$12,000.
- 18. The Sales Officer has reimbursed \$12,000 to the Purchaser.

V. STATUS OF THE CLAIMS PROCEDURE – OAI FUNDING CLAIM

19. Pursuant to the Claims Procedure Order, the Sales Officer administered a dual-process Claims Procedure which involved: (a) delivering a claim statement to known creditors (the “**Known Creditors**”), and (b) simultaneously publishing a general call for claims to other potential creditors of OAI.
20. The results of the Claims Procedure are detailed in the Fifth Report. Shortly following the granting of the Second Distribution Order, the Sales Officer made the Second Distribution in full satisfaction of all Proven Claims, save for the MoH Claim (discussed below).

Outstanding Distributions

21. Notwithstanding that the Sales Officer has made the Second Distribution, two Known Creditors have yet to deposit the distribution cheque delivered by the Sales Officer in satisfaction of their Proven Claims (collectively, the “**Outstanding Distributions**”). The particulars of the Known Creditors holding the Outstanding Distributions are as follows: (a) QuByte Corp. (“**QuByte**”) in the amount of \$406.80, and (b) Bracco Imaging Canada in the amount of \$7,766.95 (“**Bracco**”).
22. The Sales Officer has taken the following steps to deliver the Outstanding Distributions, without success:
 - (a) Various correspondence to OAI for additional contact information for QuByte and Bracco (collectively, the “**Absent Creditors**”), without a reply;
 - (b) QuByte: internet searches for updated contact information, without success; and
 - (c) Bracco: internet searches for updated contact information, without success, and voicemails left on a general line, without a return call.
23. The Sales Officer is requesting that the Court direct the Sales Officer to continue attempts to locate and communicate with QuByte and Bracco to facilitate the delivery Outstanding Distributions for an additional 15 day period (the “**Payment Period**”). In the event the Sales Officer is unable to deliver the Outstanding Distributions within the Payment Period,

the Sales Officer requests that the aggregate Proven Claim amounts of QuByte and Bracco be distributed as part of the Preferred Shareholder Distribution, and thereafter barring and extinguishing the claims of the Absent Creditors in respect of the Outstanding Distributions.

MoH Claim

24. The MoH Claim is based on overfunded payments to OAI under the Funding Agreements in the aggregate amount of \$151,746. In reviewing and assessing the MoH Claim, the Sales Officer:
 - (a) obtained copies of the Funding Agreements, together with other relevant documentation and correspondence between the MoH and OAI with respect to the MoH Claim;
 - (b) solicited written submissions from each of the MoH and OAI regarding the merits of the MoH Claim; and
 - (c) engaged in various discussions with counsel to the MoH and counsel to OAI regarding the merits of the MoH Claim.

25. Following a thorough review and assessment of the relevant documentation and submissions, the Sales Officer, in its discretion, determined to accept the full amount of the MoH Claim, being \$151,746, as a Proven Claim in accordance with the Claims Procedure. On June 2, 2020, Dentons, on behalf of the Sales Officer, delivered a Notice of Proven Claim to the MoH confirming that the Sales Officer had accepted the MoH Claim as a Proven Claim. OAI supports the Sales Officer's determination of the MoH Claim as a Proven Claim.

Funding Claim

26. During the course of the assessment and determination of the MoH Claim, the Sales Officer was made aware of the Funding Claim which, as noted above, is a claim asserted by OAI

against the MoH for additional funding obligations pursuant to the Licenses and the Funding Agreements.

27. The Funding Claim fell outside the scope of the Claims Procedure, as it is a claim asserted *by* and not *against* OAI. However, during the assessment of the MoH Claim, the Sales Officer noted the overlap in parties and potential set-off issues raised by the parties in respect of the Funding Claim and the MoH Claim. In the circumstances, the Sales Officer engaged in various without prejudice discussions with OAI and the MoH regarding the resolution of the Funding Claim.
28. In July 2020, counsel to OAI and counsel to the MoH advised the Sales Officer that the parties had consensually resolved the Funding Claim and that pursuant to such agreement:
 - (a) the MoH would deliver the sum of \$737,240.62 (the “**Funding Claim Funds**”) to the Sales Officer, to be held for the benefit of OAI and to be dealt with in the same manner as the remaining Sale Proceeds in the Sales Officer’s possession; and
 - (b) the Funding Claim Funds were being delivered in full and final satisfaction of the MoH’s obligations to OAI and in full and final satisfaction of the Funding Claim.
29. Shortly following the settlement in relation to the Funding Claim, the Sales Officer, OAI and MoH agreed to deduct the MoH Claim in its entirety against the Funding Claim Funds.
30. On July 30, 2020, the Sales Officer received the total amount of \$585,594.62 from the MoH thereby resolving the payment of the MoH Claim and the Funding Claim.
31. The Funding Claim Funds (net) are currently held in trust with the Sales Officer and the deposit is reflected in the R&D Statement.

VI. RECEIPTS AND DISBURSEMENTS

32. The The following table provides a summary of the total receipts and disbursements in the Sales Officer’s trust account from August 29, 2018 to August 12, 2020 (the “**R&D Period**”):

**Oxford Advanced Imaging Inc.
Statement of Receipts and Disbursements in the Sales Officer's Trust Account
For the period August 29, 2018 to August 12, 2020
Amounts in CAD**

Receipts	Total
Sale Proceeds	26,028,243
Funding Claim	737,241
Interest received	91,869
Data Migration reimbursements	12,000
Total Receipts	26,869,352
Disbursements	
Sales Officer's fees	871,444
Denton's fees	727,032
Data Migration costs	17,362
Total Disbursements	1,615,839
Distributions	
TD Bank	9,252,708
ECN	11,280,690
KPMG CF	1,041,289
Blakes	425,311
Unsecured creditors	264,474
Total Distributions	22,264,473
Closing Cash Balance	2,989,041

33. Receipts during the R&D Period were \$26,869,352 and consist of:
- (a) the Sale Proceeds from the Transaction of \$26,028,243;
 - (b) gross proceeds from the Funding Claim of \$737,241;
 - (c) interest of \$91,869 earned on the funds received into the Sales Officer's trust account and invested by the Sales Officer; and
 - (d) reimbursement of Data Migration costs of \$12,000 by the Purchaser pursuant to the Undertaking (this amount is net of the reimbursement to the Purchaser of the amounts paid by the Purchaser pursuant to the Undertaking in relation to the Overpayment Period).
34. Disbursements during the R&D Period total approximately \$1,615,839 and consist of:
- (a) the Sales Officer's fees and disbursements in the amount of \$871,444;
 - (b) Denton's fees and disbursements in the amount of \$727,032; and

- (c) Data Migration costs paid by the Sales Officer to the data service provider pursuant to the Undertaking.
35. The Sales Officer has made distributions to Creditors from the Sale Proceeds in the total amount of \$22,264,473 consisting of:
- (a) a distribution to TD Bank in the amount of \$9,252,708 pursuant to the First Distribution Order;
 - (b) a distribution to ECN in the amount of \$11,280,690 pursuant to the First Distribution Order;
 - (c) a distribution to KPMG CF in the amount of \$1,041,289 pursuant to the First Distribution Order;
 - (d) a distribution to Blakes in the amount of \$425,311 pursuant to the First Distribution Order; and
 - (e) distribution to unsecured creditors with Proven Claims in amount of \$264,474 pursuant to the Second Distribution Order.
36. As of August 12, 2020, the excess of receipts over disbursements is approximately \$2,989,041 (the “**Remaining Funds**”). As further described below, the Receiver is seeking authorization to distribute the Remaining Funds, following payment of the Remaining Fees and the Outstanding Distributions (as applicable), on account of the proposed Preferred Shareholder Distribution.
37. The Sales Officer seeks Court approval of the R&D Statement.

VII. PROPOSED DISTRIBUTION

38. The Sales Officer is reasonably satisfied that all Claims have been finally determined pursuant to the Claims Procedure Order, and that all Claims against OAI have been satisfied (except for the Outstanding Distributions). Therefore, following the earlier of the delivery of the Outstanding Distributions or the expiry of the Payment Period, the Sales Officer proposes to distribute the Remaining Funds, after payment of the Remaining Fees herein, to OAI’s shareholders in accordance with the distribution provisions contained in the Minute Book, the Articles and the USA, as applicable.

39. The Sales Officer has obtained an opinion from Dentons¹ regarding a distribution to OAI's shareholders. Subject to the customary qualifications and assumptions contained therein, Dentons has opined that:

- (a) the Articles are the most authoritative source of instructions and guidance on how the Remaining Funds should be distributed to OAI's shareholders;
- (b) the Articles establish that OAI's share capital consists of preferred shares issuable in series by way of "series A preferred shares" and "series B preferred shares" (collectively, the "**Preferred Shares**") and common shares (the "**Common Shares**");
- (c) the Articles stipulate in Schedule A, section (b) the priority of the Preferred Shares over the Common Shares: "*The Preferred Shares of each series shall, with respect to the payment of dividends, the return of capital on the liquidation, dissolution or winding-up of the Corporation and Other Distributions, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the common shares and the shares of any other class or classes ranking junior to the Preferred Shares of the Corporation, as a class.*", which priority is not qualified elsewhere in the Minute Book, the Articles or the USA;
- (d) the Articles provide that, with respect to the return of capital upon the liquidation, dissolution or winding-up of OAI, or other distribution of the property or assets of OAI, the Preferred Shares rank *pari passu* with each other, and such Preferred Shares are entitled to preference over the Common Shares:

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property or assets of the Corporation among its shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, before any payment shall be made to the holders of the common shares or any other class or classes of shares ranking junior to the Preferred Shares, as a

¹ A copy of Dentons' opinion is available upon request.

class, the holders of the Series A Preferred Shares, ranking equally with the holders of the Series B Preferred Shares, shall be entitled to receive an amount equal to the Aggregate Series A Purchase Price together with all dividends declared thereon and unpaid in respect of all the issued and outstanding Series A Preferred Shares held by them. [Articles, Schedule B, section B(3) applicable to the series A preferred shares, and the analogous provision in section C(3) applicable to the series B preferred shares];

- (e) the Articles define the series A purchase price and series B purchase price for each applicable Preferred Share as an amount equal to \$0.6842 per Preferred Share and the aggregate series A (and series B) purchase price as the amount equal to the product of such purchase price multiplied by the total number of issued and outstanding Preferred Shares;
 - (f) the Minute Book provides that there are 9,865,403 issued and outstanding Preferred Shares (comprised of 6,942,325 series A preferred shares and 2,923,078 series B preferred shares), held among 8 separate preferred shareholders; and
 - (g) the Preferred Shares have a priority claim on distributions of property or assets of the OAI equal to \$6,749,908.73 (plus the amount of all declared and unpaid dividends in respect of the Preferred Shares, if any) (the “**Preferred Share Priority Amount**”) before the Common Shares have a right to participate in the return of capital (such amount is the product of 9,865,403 Preferred Shares multiplied by \$0.6842).
40. The Remaining Funds will be insufficient to fully satisfy the Preferred Share Priority Amount. The Sales Officer therefore proposes to distribute the Remaining Funds, following payment of the Remaining Fees, to the holders of the Preferred Shares on a *pro rata* basis according to their respective holdings of the Preferred Shares, pursuant to the Articles in Schedule B, section (B)(3) applicable to the series A preferred shares, and the analogous provision in section C(3) applicable to the series B preferred shares:

If there shall be insufficient funds to pay to all the holders of the Series A Preferred Shares of the amounts provided above, then the remaining property and assets of the Corporation shall be distributed to the holders of the Series A Preferred Shares and the holders of all other series of the Preferred Shares, ranking pari passu, on a pro rata basis.

41. The Sales Officer is of the view that the Preferred Shareholder Distribution is appropriate and reasonable in the circumstances and proposes the *pro rata* distribution, as set out in **Appendix “G”**.

VIII. APPROVAL OF PROFESSIONAL FEES

42. The Sales Officer and Dentons have maintained detailed records of their professional time and costs from November 1, 2019 up to and including July 31, 2020 for the Sales Officer, and from December 1, 2019 up to and including July 31, 2020 for Dentons (collectively the “**Fee Period**”), as detailed in the Fee Affidavit of Anamika Gadia of KPMG sworn August 13, 2020 and the Fee Affidavit of Robert Kennedy of Dentons sworn August 14, 2020 (collectively, the “**Fee Affidavits**”). Copies of the Fee Affidavits are attached as **Appendix “H”**, and **Appendix “I”**, respectively.
43. Pursuant to paragraph 26 of the Appointment Order, the Sales Officer and its counsel, shall be paid their reasonable fees and disbursements and shall pass their accounts before this Court.
44. The fees and disbursements of the Sales Officer during the Fee Period total \$84,613 plus Harmonized Sales Tax in the amount of \$10,999.76. The details of the time spent and the services provided by the Sales Officer are more particularly described in the Fee Affidavit of Anamika Gadia.
45. The fees and disbursements of Dentons during the Fee Period total \$131,497.80, plus Harmonized Sales Tax in the amount of \$17,053.11. The details of the time spent and the services provided by Dentons are more particularly described in the Fee Affidavit of Robert Kennedy.

46. The Sales Officer estimates that it will incur a further \$40,000 in fees and disbursements (including the fees incurred from August 1 to the date of this Sixth Report), plus applicable taxes (the “**Remaining Sales Officer’s Fees**”) to complete its duties under the Appointment Order in this proceeding. Dentons estimates that it will incur a further \$40,000 in fees and disbursements (including the fees incurred from August 1 to the date of this Sixth Report), plus applicable taxes (the “**Remaining Legal Fees**”, and together with the Remaining Sales Officer’s Fees, the “**Remaining Fees**”) to complete the Remaining Activities. The Sales Officer notes that the Remaining Fees estimate is based upon the Court granting the proposed Distribution and Discharge Order.
47. The Sales Officer has reviewed the accounts of its counsel and believes that the accounts of the Sales Officer and Dentons, together with the Remaining Fees, are reasonable in the circumstances and have been or will be incurred in accordance with the provisions of the Appointment Order. The Sales Officer respectfully requests that the Court approve the Sales Officer’s fees and disbursements and those of Dentons, including the Remaining Fees.

IX. SALES OFFICER DISCHARGE

48. The Sales Officer’s remaining activities and duties will include: (a) attending Court for the motion seeking the proposed Distribution and Discharge Order, (b) continuing attempts to complete the Outstanding Distributions, (c) the payment of the Remaining Fees, (d) completing the Preferred Shareholder Distribution, (e) delivering any books and records in the possession of the Sales Officer to OAI, or its legal counsel, (f) any other matters that may arise in respect of these proceedings and the motion seeking the Sales Officer’s discharge, and (g) filing of the Sales Officer’s Discharge Certificate (collectively, the “**Remaining Activities**”). Once the Sales Officer has completed the Remaining Activities, the Sales Officer will file the Sales Officer’s Discharge Certificate with the Court certifying that the Remaining Activities have been completed.
49. To the best of the Sales Officer’s knowledge and belief, all duties of the Sales Officer as set out in the Appointment Order have been or will be completed and the Sales Officer

respectfully submits that this Court grant an Order discharging the Sales Officer, subject to the Sales Officer completing the Remaining Activities.

X. CONCLUSION

50. The Sales Officer submits this Sixth Report to the Court in support of the Sales Officer's Motion for the relief as set out in the Motion Record and recommends that the Court grant the Order substantially in the form contained at Tab 3 of the Motion Record:

- (a) approving and authorizing the Sales Officer to make the Preferred Shareholder Distribution;
- (b) forever barring and extinguishing the claims of the Absent Creditors in respect of the Outstanding Distributions in the event the Outstanding Distributions form part of the Preferred Shareholder Distribution pursuant to the Distribution and Discharge Order;
- (c) approving the Sixth Report and the activities and conduct of the Sales as outlined herein;
- (d) approving the R&D Statement;
- (e) approving the professional fees and disbursements (including the Remaining Fees) of the Sales Officer and those of its legal counsel as more particularly described in the Fees Affidavits and the Sixth Report, and authorizing the Sales Officer to pay all fees and disbursements from the Remaining Funds;
- (f) discharging the Sales Officer, subject to the Sales Officer completing the Remaining Activities and the filing of the Sales Officer's Discharge Certificate; and
- (g) declaring that, upon filing the Sales Officer's Discharge Certificate, KPMG is released and discharged from any and all liability that KPMG now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of

KPMG while acting as Sales Officer, save and except for the Sales Officer's gross negligence or wilful misconduct.

All of which is respectfully submitted at Toronto, Ontario this 14th day of August, 2020.

**KPMG Inc., in its capacity as Court Appointed Sales Officer of
Oxford Advanced Imaging Inc. and not in its personal capacity**



Per: _____
Anamika Gadia
Senior Vice President