

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

IN THE MATTER OF SECTION 129 OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, as amended

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF
JUSTICE ACT*, R.S.O. 1990, c. C-43, as amended

B E T W E E N:

ONTARIO SECURITIES COMMISSION

Applicant

- and -

@RGENTUM MANAGEMENT AND RESEARCH CORPORATION

Respondent

NOTICE OF MOTION

A. John Page and Associates Inc. (the "**Receiver**") in its capacity as receiver and manager of all the assets, undertaking and properties of @rgentum Management and Research Corporation (the "**Debtor**") , will make a motion to a Judge presiding over the Commercial List on Monday, December 12, 2005, at 10:00 a.m. or as soon after that time as the motion can be heard, at the Courthouse at 393 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING:

The motion is to be heard orally.

THIS MOTION IS FOR:

1. an order substantially in the form of the draft attached hereto as Schedule "A" amending the initial order dated November 16, 2005 (the "**Initial Order**") to give the Receiver the express authority to:
 - (a) make an assignment into bankruptcy of the Debtor; and
 - (b) name the Receiver in the assignment of bankruptcy to act as the trustee in bankruptcy of the Debtor;
2. an order validating the manner of service of the motion record herein and abridging the time for service and the bringing of this application, and dispensing with any further service of same;
3. such further and other relief as to this Honourable Court may seem just.

THE GROUNDS FOR THE MOTION ARE:

1. since taking possession of certain records of the Debtor, the Receiver has identified at least two substantial payments from the Debtor to Range Corp. that may be preferential payments contrary to section 95 of the *Bankruptcy Insolvency Act* R.S.C. 1985, c. B-3. The first of these payments was in the amount of \$50,000 and was made on or about September 13, 2005. The second of these payments was in the amount of \$100,000 and was made on or about September 20, 2005;
2. to preserve the ability to attack these payments under the *Bankruptcy Insolvency Act* R.S.C. 1985, c. B-3., it is necessary that the Debtor be made bankrupt;
3. @rgentum is insolvent;
4. the relief being sought is just and convenient and in the interests of the general body of @rgentum's creditors;

5. section 36 of the Initial Order;
6. rules 1.04, 30.2, 16.08 and 37.14(4) of the *Rules of Civil Procedure*; and
7. such further and other grounds as counsel may advise and this Honourable Court may permit.

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

1. The First Report of the Receiver dated November 29, 2005;
2. The Second Report of the Receiver dated December 9, 2005; and
3. Such further material as this Honourable Court may permit.

DATE: December 9, 2005

**GOWLING LAFLEUR HENDERSON
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**Solicitors for the Receiver, A. John
Page & Associates Inc.**

Court File No.: 05-CL-6147

ONTARIO SECURITIES COMMISSION **v. @RGENTUM MANAGEMENT AND RESEARCH CORPORATION ET AL.**

**ONTARIO
SUPERIOR COURT OF JUSTICE
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(PROCEEDING COMMENCED AT TORONTO)

NOTICE OF MOTION

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Associates Inc.**