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Colin Robinson

May 30, 2019

crobenson@pszjlaw.com

VIA HAND DELIVERY

Vice Chancellor Tamika Montgomery-Reeves
Court of Chancery
New Castle County Courthouse
500 North King Street
Wilmington, DA 19801

**Re: Accuworx Holdings, Inc. et al.,
Civil Action No. 2018-0899**

Dear Chancellor Montgomery-Reeves:

Set forth herein is a status report on the above-referenced matter.

DSI Assignments, LLC (“Assignee”), is the appointed assignee for the benefit of creditors of Accuworx Holdings, Inc., Accuworx West LLC, Accuworx Northeast, Inc., Accuworx Gulf Coast Inc., and Accuworx Environmental Inc. (each an “Assignor,” and collectively, the “Assignors”), under a General Assignment for the Benefit of Creditors dated December 12, 2018 (the “Assignment”). The Assignee filed its



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Petition with this Court for this Assignment under Title 10 §§ 7381, *et seq.*, of the Delaware Code. The Assignee retained Pachulski Stang Ziehl & Jones LLP as its general assignment counsel.

Prior to the Assignment, the Assignors provided environmental consulting services to customers in the United States. The Assignors offered industrial cleaning, emergency response, remediation, and waste management services with remediation vehicles and specialized equipment.

The Assignors held title to various personal property and assets located in California, Nevada, Vermont, Texas and New Hampshire that were used in connection with the operation of their business.

I. ASSET MONETIZATION

Attached as Exhibit 1 to this status report is a cash flow detailing the receipts and disbursements in this Assignment as of the date of this letter. The Assignee continues to collect outstanding accounts receivable and has completed several asset sales. Below is a summary of key asset monetization efforts by the Assignee.



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A. Accuworx West LLC Asset Sales

1. Las Vegas, Nevada Assets

On or about January 8, 2019, the Assignee, acting in its capacity as the assignee for the benefit of creditors of Accuworx West LLC, entered into a purchase agreement with MP Environmental Services Inc. to sell assets located in North Las Vegas, Nevada that were used in connection with Accuworx West's operations. MP Environmental Services proposed the highest and best offer after a series of offers were received from the interested parties.

This Court approved the sale pursuant to an order entered on April 22, 2019. The sale generated proceeds in the amount of \$320,000, which exceeded the appraised values obtained from Heritage Global Valuations ("Heritage") and Onyx Asset Advisors, LLC ("Onyx").

2. McClellan, California Assets

On or about February 1, 2019, the Assignee, acting in its capacity as the assignee for the benefit of creditors of



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Accuworx West LLC, entered into a purchase agreement with CPS Western, LLC to sell assets located in McClellan, California that were used in connection with Accuworx West's operations. CPS Western proposed the highest and best offer, and the sale price of \$520,000 exceeded the Heritage and Onyx appraised values of the assets.

B. Accuworx Northeast, Inc. Asset Sale

On or about March 19, 2019, the Assignee, acting in its capacity as the assignee for the benefit of creditors of Accuworx Northeast, Inc., entered into a purchase agreement with Absolute Spill Response, LLC, to sell assets located in Barre, Vermont that were used in connection with Accuworx Northeast's operations.

This Court approved the sale pursuant to an order entered on April 22, 2019. The sale generated proceeds in the amount of \$500,000, which exceeded the Heritage and Onyx appraised values of the assets.



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Accuworx International Holdings, Inc. (“Accuworx International”), an entity affiliated with the Accuworx Northeast’s former CEO, has a purported lien on the assets of Accuworx Northeast. Accuworx International consented to the sale and agreed to release its lien with such lien attaching to the sale proceeds with the same validity and priority as it had to the assets prior to the sale. The Assignee believes there may be bases to contest Accuworx International lien and reserves the right to do so.

Accuworx Northeast has equipment that is located in the State of New Hampshire. This equipment has not been put up for sale due to the Red Rock Litigation and Tamis Litigation that are pending in the New Hampshire state courts and described in more detail below.

C. Accuworx Gulf Coast Inc., and Accuworx Environmental Inc. Asset Sale

On or about April 8, 2019, the Assignee, acting in its capacity as the assignee for the benefit of creditors of



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Accuworx Gulf Coast Inc., and Accuworx Environmental Inc., entered into a purchase agreement with Industrial Assets Corp., Maynards Industries USA, LLC, and Loeb Auction Services Group LLC to sell assets located in Baytown, Texas that were used in connection with the Assignors' Texas operations.

The Assignee and buyers agreed to a purchase price of \$2,675,000 with a holdback of \$259,000 until the Assignee can deliver saleable title to certain vehicles and machinery among the assets. So far the Assignee has received proceeds in the amount of \$2,416,000 from this sale.

The purchase price exceeds the value of the appraisals performed by Heritage and Onyx. The Heritage appraisal determined that the assets have a forced liquidation value of \$1,835,800 and fair market value – removed of \$2,456,975. Similarly, the Onyx appraisal concluded that the Assets have a forced liquidation value



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of \$1,842,275 and an orderly liquidation value of \$2,417,200.

D. Collection of Accounts Receivable

As of the Assignment, the Assignors had outstanding accounts receivable based on projects performed around the country. The Assignee continues to pursue these accounts, and so far has collected approximately \$2.1 million of the more than \$5.0 million outstanding as of the making of the Assignment.

II. DISBURSEMENTS

A. Assignee Fees and Expenses

The Assignee has received fees in the amount of approximately \$847,000, which have been discounted by approximately 20% from the Assignee's normal rates.

The Assignee is billing the estate on a time incurred basis. All invoices have been sent to the principle of Accuworx International Holding, Inc., the owner of Accuworx Holdings, Inc., for review and approval before



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payment. Each assignor estate is billed on a separate basis as reflected in Exhibit 1, the Statement of Receipts and Disbursements.

B. Pachulski Stang Ziehl & Jones Fees and Expenses

Pachulski Stang Ziehl & Jones LLP, general Assignment counsel to the Assignee, has received approximately \$313,365 for its fees and expenses incurred to date.

C. Diamond McCarthy Fees and Expenses

Diamond McCarthy LLP represents the Assignee in the Causey Litigation (defined below) pending in Texas. Diamond McCarthy has received approximately \$17,200 for its fees and expenses incurred to date.

D. Bernstein Shur Fees and Expenses

Bernstein Shur represents the Assignee in the Red Rock Litigation and the Tamis Litigation (defined below) pending in New Hampshire. The firm has also assisted the



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Assignee in addressing various environmental and labor related issues in New Hampshire and Vermont. Bernstein Shur has received \$90,000 for its fees and expenses incurred to date.

E. Skadden, Arps, Slate, Meagher & Flom Fees and Expenses

Skadden, Arps, Slate, Meagher & Flom represents the Assignee in the Patriot Litigation (defined below) that is pending in California Superior Court. The Assignee has not paid Skadden Arps for its fees and expenses as costs of defending the litigation and possible cross claims are subject to coverage by the assignor's D&O insurance policies and discussions are ongoing with the carrier about coverage of the litigation. Skadden Arps has agreed to discount its normal hourly rates.

F. Locke Lord LLP Fees and Expenses

Locke Lord represented the Assignee to resolve litigation involving Accuworx Gulf Coast that commenced



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prior to the Assignment against Haz Mat. Locke Lord received approximately \$4,000 for its fees and expenses. The litigation has been settled with payment due by the middle of June 2019, and Locke Lord's work on behalf of the Assignee will cease upon payment of the settlement monies.

G. Munsch Hardt LLP Fees and Expenses

The Munsch Hardt firm has been retained to assist the Assignee in collecting outstanding accounts receivable in the Accuworx Environmental and Gulf Coast assignment estates. The Assignee has not paid the firm anything yet as no invoices have been received from the firm.

H. Appraisers Heritage and Onyx Fees and Expenses

The Assignee has paid approximately \$20,000 each to Heritage and Onyx for their appraisals of the assets in the Assignment.



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III. PENDING LITIGATION

The Assignee is engaged in the following pending litigation matters.

A. Patriot v. Accuworx USA, Inc. et al.

On August 6, 2018, Patriot Environmental Services, Inc. (“Patriot”) filed a complaint against two competing companies, Accuworx USA, Inc. (“Accuworx”) and OFRS, Inc. (“OFRS”), and five individual Defendants in the Superior court of the State of California, County of Los Angeles, bearing case number BC716929 (the “Patriot Litigation”). Patriot later amended its complaint to include additional allegations and Accuworx West, LLC as a defendant.

Patriot alleged trade secret misappropriation under the California Uniform Trade Secrets Act, and six additional causes of action. All arose under the same nucleus of facts with respect to Accuworx: Patriot alleges that Accuworx assisted the individual Defendants (led by



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former Patriot executive Thomas Scranton) in the taking of Patriot's information and using of that information for Accuworx's benefit, both while the individual Defendants were still employed at Patriot and after.

All matters in the case are currently stayed pending a hearing scheduled for June 5, 2019, on a motion to compel arbitration, which will be followed by a trial setting conference that same day.

The litigation has been tendered to Accuworx's insurance carrier (Chubb) for coverage and defense, including costs of the Skadden Arps firm which was retained by Accuworx prior to the making of the general assignment. Accuworx West has potential counter-claims that make defense of the litigation more than merely liquidating Patriot's asserted claims.



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B. Accuworx Environmental, Inc.: DSI v. Causey et al.

On February 6, 2019, the Assignee, solely in its capacity as the Assignee of Accuworx Environmental, Inc. sued Cara Causey, Cayce Causey, and Cayce Services of Texas, LLC (the “Causey Defendants”) in the United States District Court for the Southern District of Texas, Houston Division, bearing Civil Action Number 4:19-CV-00397 (the “Causey Litigation”).

The action arises out of the Causey Defendants’ willful and calculated violations of various agreements and tortious and fraudulent conduct following the sale of their business to Accuworx, including numerous self-dealing transactions by which the Causey Defendants converted property sold to Accuworx, caused Accuworx to make payments to the Causey Defendants and their wholly owned entities for many unauthorized transactions, including payment for services not rendered, rent of



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equipment, subcontract employees and other nonbusiness related expenditures, and concealed from the Assignee vital and confidential information required by the Assignee to maximize recoveries for Accuworx creditors. The prayer for relief asserts damages in excess of \$1.0 million.

Defendants have filed an Answer denying all allegations and have filed a motion to dismiss the action on various grounds. A hearing has not yet been set on the motion to dismiss. No settlement discussions have been conducted to date.

C. Accuworx Northeast Inc.: Red Rock Investments, LLC v. Accuworx Northeast, Inc., and DSI Assignments, LLC

Red Rock Investments, LLC (“Red Rock”) was the landlord of the premises leased by Accuworx Northeast, Inc. located at 709 Keith Avenue in Pembroke, New Hampshire. On December 16, 2018 — after the date this Court accepted the Petition and Assignment — Red Rock



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filed a lawsuit against Accuworx Northeast, Inc., and DSI Assignments, LLC in the Merrimack County Superior Court, bearing case number 217-2018-CV-00793 (the “Red Rock Litigation”).

Red Rock’s complaint alleges breach of contract, *quantum meruit*, and unjust enrichment against Accuworx in regards to it making the assignment and abandoning the premises, and events of default under the lease agreement. Red Rock filed a count for trustee process against the Assignee to provide an accounting of any property owned by Accuworx in the hands of the Assignee.

Red Rock also filed a petition for *ex parte* attachment against Accuworx and the Assignee as trustee defendant to attach all personal property of Accuworx to secure possible future judgments in the amount of \$250,000. The Superior Court granted the petition to attach on an *ex parte* basis. The Assignee then filed an appearance and a trustee disclosure indicating that it did



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not hold any property of Accuworx in a trustee capacity because the Delaware assignment validly conveyed title to all property of Accuworx to the Assignee on December 12, 2018. Accuworx did not appear.

The Assignee filed an objection to the *ex parte* attachment, and the Court held a hearing on January 16, 2019. The Court denied the Assignee's objection and upheld the attachment, primarily on the basis that RSA 569:1 requires an assignment to be recorded in the Town where the assignor's property is located. The Court held that since the assignment was not recorded, title to the property remained in Accuworx when the attachment was made, and thus the attachment is valid. The Assignee then filed a motion for reconsideration on March 25, 2019, to which Red Rock objected.

The Court denied the Assignee's Motion for Reconsideration on May 23, 2019, again citing to the Assignee's failure to record the general assignment



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pursuant to RSA 569:1 and not recognizing the transfer of all right, title and interest in the Assignor's personal property upon the making of the general assignment and the Assignee's rights of a lien creditor.

On March 13, 2019, the Court issued a default order against Accuworx for failing to appear. Red Rock then moved for entry of final judgment in the amount of \$221,891.49 – all amounts allegedly due for the remainder of the lease term. The Assignee objected, asserting that Red Rock is only entitled to its actual, reasonable damages (about 3-6 months of unpaid rent and related expenses). Red Rock filed a reply. The Court has not yet ruled on the default/final judgment as to Accuworx pleadings, which remain pending.

D. *Shelley Tamis v. Accuworx Northeast, Inc. and Jason Rosset*

Tamis was the former President of Accuworx Northeast, Inc. On January 4, 2019 – after the date this Court accepted the petition and Assignment – Tamis filed



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a lawsuit against Accuworx Northeast, Inc. and Jason Rosset in the Merrimack County Superior Court, bearing case number 217-2019-CV-00003 (the “Tamis Litigation”). Tamis alleged breach of contract against Accuworx, and violation of RSA 275:44 against Accuworx and Rosset, alleging that Accuworx breached its employment contract with Tamis when it terminated her on December 11, 2018 and that she is entitled to all future amounts contemplated by the contract, as well as penalties and liquidated damages under the statute.

Tamis also filed a petition for *ex parte* attachment to attach all equipment and motor vehicles of Accuworx to secure possible future judgments in the amount of \$145,514.62. The Court granted the petition to attach on an *ex parte* basis. The Assignee was not a named defendant, but filed a motion to intervene, which was granted over Tamis’s objection on February 21, 2019. Rosset also appeared and filed an answer.



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Contemporaneously with its motion to intervene, the Assignee filed a motion to set aside the attachment, to which Tamis objected. The Court held a hearing on March 22, 2019. On April 1, 2019, the Court issued an order denying DSI's motion and upholding the attachment, essentially incorporating by reference the Court's Order in the Red Rocks case without any further substantive analysis. DSI filed a motion for reconsideration to which Tamis objected. On May 28, 2019, the Court denied the Assignee's motion for reconsideration.

On March 6, 2019, the Court issued a default order against Accuworx for failing to appear. Tamis then moved for entry of final judgment in the amount of \$467,756.23 – all amounts allegedly due under the employment contract plus statutory damages and penalties. DSI objected, asserting that Tamis is only entitled to her actual damages (approximately \$26,000) and that Accuworx did not violate RSA 275:44 such that Tamis is



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entitled to statutory damages and penalties. Tamis filed a reply. The Court has not yet ruled on the default/final judgment as to Accuworx pleadings, which remain pending.

Additionally, on April 24, 2019, Tamis filed an emergency *ex parte* motion for a restraining order seeking to enjoin the Assignee from filing motions with the Delaware Chancery Court (or anywhere else) to stay the New Hampshire case or impede Tamis's attempts to enforce a judgment against Accuworx. The Court denied the motion on an *ex parte* basis. The Assignee filed an objection on May 3, 2019. Tamis filed a reply. The Court has not yet ruled on the "anti-suit" pleadings, which remain pending.

E. **Assignee Motion For An Order Staying Certain Collection Actions and Granted Related Injunctive Relief**

On April 17, 2019, the Assignee filed with this Court a motion to stay the Red Rock Litigation and the



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Tamis Litigation because the plaintiffs in both cases were granted post-Assignment, *ex parte* attachments against certain of Accuworx Northeast's property that was transferred to the Assignee pursuant to the Assignment. The Assignee contends that the Red Rock and Tamis actions are contrary to the Assignee's superior rights to the property and interfere with the Chancery Court's jurisdiction over property of the assignment estate. Moreover, the post-assignment, prejudgment attachment proceedings interfere with the Assignee's ability to maximize value and administer the estate in a manner that is aligned with the interests of all of Accuworx Northeast's creditors. As noted above, the attachment proceedings have prevented the Assignee from selling the equipment located in New Hampshire.¹

¹ Efforts to obtain Red Rocks' cooperation to allow a sale of the equipment with the proceeds held in escrow by the Assignee have been rejected. Tamis for her part has agreed to such sale and escrow.



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No objections or responses to the stay motion have been filed as of this date, and the motion remains pending.

IV. CLAIMS ANALYSIS

Attached as Exhibit 2 are schedules of filed claims in each assignment estate. The Assignee is in the process of reviewing all creditor claims and asserted liens, and it will decide as the review process is undertaken in earnest as to the need to bring actions in this court to resolve issues. The Assignee's initial focus is on claims filed by former employees asserting some form of priority and claims of state and federal taxing authorities. To the extent those claims are deemed valid and any objections resolved, those priority claims will be paid in due course, leaving claims of general unsecured creditors to then be addressed. The Assignee believes there are sufficient monies in each estate, with the possible exception of Accuworx Northeast Inc. due to the lien asserted by



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Accuworx International Holdings Inc. and as noted above, to pay all valid priority wage and tax claims in full.

Once the claims and pending litigation matters have been resolved, the Assignee will be in a position to make a distribution to general unsecured creditors and resolve remaining administrative matters.

V. TAX RETURNS

The Assignee is working with PricewaterhouseCoopers, the assignors' prior accountants, for preparation of all required 2018 state and federal tax returns.

Please do not hesitate to contact the Assignee or Assignee's counsel with any questions.

Very truly yours,

/s/Colin Robinson
DE Bar No. 5524

Words: 3,118

cc: DSI Assignments, LLC



EXHIBIT 1

**Accuworx Holding
Receipts and Disbursements**

Receipts

Refunds	118,359.71
Total Receipts	<u>118,359.71</u>

Disbursements

401K Termination	6,623.00
Administrative	438.47
Bank Charges	20.00
Insurance	0.01
IT Services	1,666.64
Payroll Expenses	329.61
Professional Fees & Expenses	
Development Specialists Inc.	74,306.33
Pachulski Stang Ziehl Jones LLP	<u>26,960.38</u>
Total Disbursements	<u>110,344.44</u>

Remaining Cash	<u><u>8,015.27</u></u>
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Accuworx West, LLC

Receipts and Disbursements

Receipts

Accounts Receivable	371,755.27
Initial Transfer from Co. Bank Accts	163,523.10
Interest	645.41
Refunds	1,016.83
Sale of Assets	<u>902,000.00</u>
Total Receipts	1,438,940.61

Disbursements

Administrative	320.33
Alarm	134.50
Appraisals	10,000.00
Independent Contractor	57,665.00
Insurance	35,349.86
Professional Fees & Expenses	
Development Specialists Inc.	109,011.00
Pachulski Stang Ziehl Jones LLP	129,413.55
Removal of Vehicle Wraps	680.00
Rent	35,812.23
Security	18,800.00
Taxes	300.00
Title & Registration	5,899.00
Utilities	307.25
Waste Disposal	<u>15,260.50</u>
Total Disbursements	<u>418,953.22</u>

Remaining Cash 1,019,987.39

Accurworx Northeast Receipts and Disbursements

Receipts

Accounts Receivable	563,867.99
Initial Transfer from Co. Bank Accts	311,535.53
Refunds	<u>47,076.57</u>
Total Receipts	922,480.09

Disbursements

Administrative	1,423.41
Appraisals	12,500.00
Disposal of Hazardous Waste	9,145.91
Environmental Services	1,533.63
Independent Contractor	32,218.80
Insurance	35,268.86
Lock Smith	516.00
Postage/Shipping	1,558.00
Professional Fees & Expenses	
Bernstein, Shur Sawyer & Nelson	90,000.00
Development Specialists, Inc.	291,546.19
Pachulski Stang Ziehl & Jones LLP	36,944.20
Rent	16,920.64
Rental Equipment	2,494.60
Software	2,844.00
Taxes	264.18
Title Fees	162.00
Utilities	6,861.47
Waste Disposal	<u>1,145.50</u>
Total Disbursements	<u>543,347.39</u>

Remaining Cash 379,132.70

Accuworx Gulf Coast Receipts and Disbursements

Receipts

Refunds	22,849.43
Sale of Assets	1,280,480.00
Total Receipts	<u>1,303,329.43</u>

Disbursements

Administrative	95.24
Appraisals	5,578.94
Insurance	35,268.86
Professional Fees & Expenses	
Development Specialists Inc.	49,463.53
Pachulski Stang Ziehl Jones LLP	1,237.50
Toll Charges	4.28
Total Disbursements	<u>91,648.35</u>

Remaining Cash **1,211,681.08**

Accuworx Environmental, Inc. Receipts and Disbursements

Receipts

Accounts Receivable	709,177.68
Initial Transfer from Co. Bank Accts	35,153.33
Refunds	280,487.28
Sale of Assets	1,154,207.20
Total Receipts	2,179,025.49

Disbursements

Administrative	927.88
Appraisals	10,000.00
Bank Charges	427.08
Disposal of Used Oil	21,690.80
Disposal of Waste	1,174.86
Equipment Rental	1,997.41
Freight	41,850.00
Insurance	35,268.86
IT Services	10,422.83
Moving and Hauling	33,920.00
Independent Contractor	88,822.28
Postage/Shipping	950.00
Professional Fees & Expenses	
Development Specialists Inc.	322,510.00
Diamond McCarthy LLP	17,200.14
Locke Lord LLP	4,082.62
Puchalski Stang Ziehl Jones, LLP	118,809.00
Rent	39,000.00
Repairs and Maintenance	19,659.13
Utilities	2,942.87
Vehicle Title Work	27,492.67
Waste Disposal	7,213.30
Total Disbursements	806,361.73

Remaining Cash 1,372,663.76



EXHIBIT 2

Accuworx Holdings, Inc. - Schedule of Filed Claims

	<u>Name</u>	<u>Amount</u>	<u>Claim Date</u>	<u>Date Received</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zipcode</u>	<u>Contact</u>	<u>Title</u>	<u>Phone</u>	<u>Fax</u>	<u>Email</u>
1	2612941 Ontario Inc.	\$200,000.00	3/13/2019	3/13/2019	4080 Confederation Parkway # 401	Mississauga	ON	L5B 0G1	Jason Rosset	Sole Director	416-410-7222	416-410-7405	jrosset@accuworx.com

